



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, 280254, Fax : 02692 - 280227

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

CIN NO. L31100GJ1966PLC001397

### By Electronic Mode

November 16, 2021

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

**SECURITY CODE: 504080**

**Subject: Intimation of notice of postal ballot dated October 29, 2021 in accordance with Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Dear Sir/Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby enclose a copy of the postal ballot notice dated October 29, 2021 along with the explanatory statement (the "Notice") being dispatched to the members of the Company today i.e. November 16, 2021, for seeking their approval by way of an ordinary resolution in accordance with the Securities and exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable law, through remote e-voting for the following resolution:

Sr. No.	Agenda items of the Notice
1.	Approval of Material Related Party Transactions for the Financial Year 2021-22

In view of the ongoing COVID-19 pandemic and in accordance with the General Circular No. 14/ 2020 dated April 8, 2020, the General Circular No. 17/ 2020 dated April 13, 2020, the General Circular No. 22/2020 dated June 15, 2020, the General Circular No. 33/2020 dated September 28, 2020 the General Circular No. 39/2020 dated December 31, 2020 and the General Circular No. 10/2021 dated June 23, 2021 (the "MCA Circulars"), the Company is dispatching the Notice, electronically to all the members whose e-mail addresses are registered with the Company or with the depositories/ depository participants or with the Company's Registrar and Transfer Agent i.e. MCS Share Transfer Agent Limited and whose names appear in the Register of Members / List of Beneficial Owners as received from the National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") on Friday, November 12, 2021, being the cut-off date, which will be considered for the purposes of remote e-voting. A person who is not a member



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of the Company as on the cut-off date should treat the Notice for information purposes only.

In light of the MCA Circulars, members who have not registered their email address and as a consequence may not receive the Notice may temporarily get their email address registered with the MCS Share Transfer Agent Limited / Company, by sending email on [mcsLtdbaroda@gmail.com](mailto:mcsLtdbaroda@gmail.com) / [cs@jسلمogar.com](mailto:cs@jسلمogar.com). Post successful registration of the email address, the member would get soft copy of the Notice and the procedure for remote e-voting for this postal ballot. In case of any queries, members may write to: [mcsLtdbaroda@gmail.com](mailto:mcsLtdbaroda@gmail.com) / [cs@jسلمogar.com](mailto:cs@jسلمogar.com).

For permanent registration of email address, members are requested to register their email addresses, in respect of electronic holdings with their concerned depository participants and in respect of physical holdings with MCS Share Transfer Agent Limited, 1st Floor, Neelam Apartment, 88, Sampatrao Colony, above Chappanbhog, Alkapuri, Vadodara - 390007, India by following due procedure.

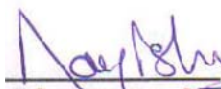
The Company has engaged the services of CDSL for the purpose of providing remote e-voting facility to all its members. The remote e-voting will commence from Friday, November 19, 2021 at 9:00 a.m. (IST) and shall end on Saturday, December 18, 2021 at 5:00 p.m. (IST). The remote e-voting module shall be disabled by CDSL for voting after 5:00 p.m. (IST) on Saturday, December 18, 2021. The results will be announced within the statutory timelines. The assent or dissent of the members on the resolution mentioned in the Notice would only be taken through the remote e-voting system as per the MCA Circulars.

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

We request you to kindly take the above on record.

Thanking you,

Yours faithfully,  
For **JSL Industries Limited**

  
Ishwar Nayi  
Company Secretary



Encl: As Above



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### NOTICE OF POSTAL BALLOT

[Notice pursuant to Section 110 of the Companies Act, 2013 and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 Read with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.]

To,  
The Members of JSL Industries Limited,

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with Rules 20, 22 of the Companies (Management and Administration) Rules, 2014 read with the General Circular No. 14/ 2020 dated April 8, 2020 and the General Circular No. 17/2020 dated April 13, 2020, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Act and the rules made thereunder on account of the threat posed by COVID-19" and the General Circular No. 22/2020 dated June 15, 2020, the General Circular No. 33/2020 dated September 28, 2020 the General Circular No. 39/2020 dated December 31, 2020 and the General Circular No. 10/2021 dated June 23, 2021 in relation to extension of the framework provided in the aforementioned circulars up to December 31, 2021, issued by the Ministry of Corporate Affairs, Government of India (the "MCA Circulars") and all other applicable rules framed under the Act, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force and as may be enacted hereinafter, to the members of JSL Industries Limited (the "Company"), to consider and if thought fit to pass the resolution set out herein below as an ordinary resolution by way of a postal ballot in accordance with Regulation 23 of the SEBI Listing Regulations.

The proposed resolution along with the explanatory statement pursuant to Section 102 of the Act and other applicable legal provisions, pertaining to the said resolution setting out the material facts and the reasons thereof, is also appended. The proposed resolution and explanatory statement are being sent to you for your consideration.

In view of the ongoing COVID-19 pandemic and in light of the MCA Circulars, the Company is sending the Notice along with the explanatory statement in electronic form only. Further, the MCA has, vide the aforementioned Circular dated 13th April 2020, permitted the dispatch of Postal Ballot Notices by email to the Members who have registered their email addresses with the Company / RTA / Depository Participant / Depository and secure their votes through e-voting. In respect of those Members who have not registered their email addresses, the Company has provided the mechanism in this notice to register their email addresses.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the Company has extended only the remote e-voting facility for its members, to enable them to cast their votes electronically instead of submitting the postal ballot form. The instructions for remote e-voting are appended to the Notice. The members can vote on



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resolution through remote e-voting facility only. Assent or dissent of the members on the resolution mentioned in the Notice would only be taken through the remote e-voting system as per the MCA Circulars.

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

The Board of Directors of the Company has appointed Mr. J. J. Gandhi, Practising Company Secretary (Membership No. FCS: 3519; CP NO.: 2515), as the Scrutinizer for conducting the postal ballot (remote e-voting) process in a fair and transparent manner in accordance with the provisions of Rule 22 of the Companies (Management and Administration) Rules, 2014.

The Scrutinizer will submit the report to the Chairman of the Company, upon completion of scrutiny of postal ballot in a fair and transparent manner and the result of the postal ballot will be announced within the statutory timelines. The result of the postal ballot will be posted on the Company's website viz. [www.jslmogar.com](http://www.jslmogar.com), and also on the website of CDSL viz. [www.evotingindia.com](http://www.evotingindia.com) besides communicating to the Stock Exchange where the shares of the Company are listed.

### SPECIAL BUSINESS:

#### Item No. 1:

To consider and if thought fit, to give assent or dissent to the following resolution, as an **Ordinary Resolution:**

### **APPROVAL OF MATERIAL RELATED PARTY TRANSACTIONS FOR THE FINANCIAL YEAR 2021-22:**

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Rule 6A of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the consent of the Members be and is hereby accorded to the Board of Directors to enter into transactions with Jyoti Limited, related party, taken together in a financial year may exceed ten percent of the annual turnover of the Company (i.e. material related party transactions) as per audited Financial Statements for the financial year 2020-21, on the terms and conditions as set out below:-

A) Name of the related party	Name of the Director or Key Managerial Personnel who is related, if any	Nature of relationship	Maximum Amount / Value (Rs.)
1. Jyoti Limited	Mr. Rahul N. Amin/ Mrs. Tejal R. Amin	Director(s)	7.50 Crores (Excluding Tax)



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<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 for the Financial Year 2021-22. 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.
<b>C) 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 favorable to the Company. The price will be considered on case to case basis but will be at arm's-length.
<b>D) 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.
<b>E) 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.
<b>F) 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.

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

Place : Mogar

Date : October 29, 2021

Registered Office

Village Mogar – 388 340

Tal. & Dist. Anand, Gujarat.

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**By Order of the Board**

**Ishwar Nayi**

**Company Secretary**

**(M No.: A37444)**



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### NOTES:-

1. The explanatory statement pursuant to Section 102 of the Act and other applicable legal provisions, setting out material facts and reasons in relation to the special business set out in the notice above is annexed hereto.
2. In view of the ongoing COVID-19 pandemic and in light of the MCA Circulars the Company is sending the Notice electronically to all the members whose e-mail addresses are registered with the Company or with the depositories/depository participants or with the Company's Registrar and Transfer Agent i.e., MCS Share Transfer Agent Limited, and express its inability to dispatch hard copy of the Notice along with postal ballot form and postage prepaid self-addressed business reply envelope to the members whose email address are not registered. To facilitate such members to receive this Notice electronically and cast their vote electronically, the Company has made special arrangement with its Registrar & Transfer Agent i.e., MCS Share Transfer Agent Limited, for registration of email addresses in terms of the MCA Circulars. The process for registration of email addresses is as under:
  - a. In light of the MCA Circulars, members who have not registered their email address and in consequence could not receive the remote e-voting notice may temporarily get their email address registered with the MCS Share Transfer Agent Limited / Company, by sending email on [mcsLtdbaroda@gmail.com](mailto:mcsLtdbaroda@gmail.com) / [cs@jslmogar.com](mailto:cs@jslmogar.com). Post successful registration of the email address, the member would get soft copy of the Notice and the procedure for remote e-voting along with the user ID and password to enable remote e-voting for this postal ballot. In case of any queries, members may write to: [mcsLtdbaroda@gmail.com](mailto:mcsLtdbaroda@gmail.com) / [cs@jslmogar.com](mailto:cs@jslmogar.com).
  - b. It is clarified that for permanent registration of email address, members are requested to register their email addresses, in respect of electronic holdings with their concerned depository participants and in respect of physical holdings with MCS Share Transfer Agent Limited, 1st Floor, Neelam Apartment, 88, Sampatrao Colony, above Chappanbhog, Alkapuri, Vadodara - 390007, India by following due procedure.
  - c. Those members who have already registered their email addresses are requested to keep their email addresses validated with their depository participants/ MCS Share Transfer Agent Limited to enable servicing of notices and documents electronically to their email address.
3. The Notice is being sent to/ published/ displayed for all the members, whose names appear in the register of members/ list of beneficial owners as received from National Securities Depository Limited ("NSDL")/ Central Depository Services (India) Limited ("CDSL") on Friday, November 12, 2021 ("Cut-off Date"), which will be considered for the purposes of remote e-voting. A person who is not a member as on the



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aforesaid date should treat this Notice for information purposes only.

4. The voting rights of the members shall be in proportion to their share in the paid-up equity share capital of the Company as on Friday, November 12, 2021 ("Cut-off Date").
5. The Board of Directors of the Company (the "Board") has appointed Mr. J. J. Gandhi, Practising Company Secretary (Membership No. FCS: 3519; CP NO.: 2515) as the scrutinizer to conduct the process of the postal ballot in a fair and transparent manner ("Scrutinizer").
6. The resolution(s) passed by the members through postal ballot is / are deemed to have been passed on the last date specified for remote e-voting i.e. Saturday, December 18, 2021 and the same has been deemed to be passed at a general meeting of the members.
7. Relevant documents referred to in the Postal Ballot Notice and the Statement are available for inspection by the Members at the Registered Office of the Company during 11:00 a.m. to 05:00 p.m. on all working days (Monday-Friday) from the date of dispatch of the Notice till the last date for voting.
8. The Notice has also been placed on the website of the Company: [www.jslmogar.com](http://www.jslmogar.com) and on the website of CDSL: [www.evotingindia.com](http://www.evotingindia.com) and will also be available on the website of stock exchange i.e. [www.bseindia.com](http://www.bseindia.com).
9. A member cannot exercise his vote by proxy on postal ballot. All members are requested to cast their votes only through remote e-voting as per the procedure provided herein.

### 10. Voting through electronic means

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

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

<b>Commencement of remote e-voting</b>	From 9:00 A.M. (IST) on Friday, November 19, 2021
<b>End of remote e-voting</b>	Upto 5:00 P.M. (IST) on Saturday, December 18, 2021



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The remote e-voting module shall be disabled by CDSL for voting at 5:00 P.M. (IST) on Saturday, December 18, 2021. Once the vote on the resolution is cast by a member, he or she will not be allowed to change it subsequently.

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

- (i) The voting period begins on **Friday, November 19, 2021 at 09:00 A.M. (IST)** and ends on **Saturday, December 18, 2021 at 05:00 P.M. (IST) (Both days inclusive)**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the Friday, November 12, 2021 ('cut-off date') may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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.

- (iii) 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.





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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"><li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest 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 log in 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	<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</li></ol>



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<p>holding securities in demat mode with <b>NSDL</b></p>	<p>browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, 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)</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</p>



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login through their <b>Depository Participants</b>	Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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**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 022- 23058738 and 22-23058542-43.
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

(iv) 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.



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Registered Office & Works

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

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

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

- (v) After entering these details appropriately, click on "SUBMIT" tab.
- (vi) 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.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for the relevant **<JSL Industries Limited>** on which you choose to vote.
- (ix) 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



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desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

- (x) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xi) 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.
- (xii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xiv) 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.
- (xv) **Facility for Non – Individual Shareholders and Custodians – Remote Voting**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - 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 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@jslmogar.com](mailto:cs@jslmogar.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.



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### 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 [mcsltdbaroda@gmail.com](mailto:mcsltdbaroda@gmail.com) / [cs@jslmogar.com](mailto:cs@jslmogar.com).

2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)

3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022-23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

11. Subject to, and in compliance with, the directions/notifications issued by the Central/State Government(s)/ relevant authorities on account of COVID-19 pandemic, all relevant documents referred to in the explanatory statement are available for inspection at the registered office of the Company on all working days during business hours until the last date for receipt of votes by remote e-voting i.e., Saturday, December 18, 2021. In the event a member is unable to inspect any document at the registered office of the Company, such member may write to the company secretary of the Company at [cs@jslmogar.com](mailto:cs@jslmogar.com) requesting supply of relevant documents referred in the explanatory statement. Further, any query in relation to the resolution proposed to be passed by postal ballot may be addressed to the company secretary of the Company at [cs@jslmogar.com](mailto:cs@jslmogar.com).
12. The Scrutinizer will submit his report to the Chairman of the Company, or any person duly authorized by him after completion of the scrutiny of votes cast. The Chairman or any Director or any other person authorized by the Chairman shall declare the results of the postal ballot as per the statutory timelines.



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The results along with the Scrutinizer's report will also be posted on the websites of: the Company i.e., [www.jسلمogar.com](http://www.jسلمogar.com), CDSL i.e., [www.evotingindia.com](http://www.evotingindia.com), stock exchange i.e., [www.bseindia.com](http://www.bseindia.com).

Subject to, and in compliance with, the directions/notifications issued by the Central/ State Government(s)/relevant authorities on account of COVID-19 pandemic, the Company will also display the results at its registered office. The resolution, if passed by the requisite majority, shall be deemed to have been passed on the last date specified for remote e-voting i.e., Saturday, December 18, 2021.



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

#### Item No. 1:

For the Financial year 2021-22, the Board of Directors of the Company in their meeting held on 18th March, 2021 approved the limit of Rs. 4.50 Crores (Excluding Tax) for Jyoti Limited, which is a Promoter Group Entity for carrying out related party transactions as approved by the Audit Committee.

Pursuant to Section 188 of the Companies Act, 2013 (the "Act"), read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 the Company is required to obtain consent of the Board and prior approval of the members by resolution in case certain Related Party Transactions exceed such sum as is specified in the rules. The aforesaid provisions are not applicable in respect of transactions entered into by the Company in the ordinary course of business on an arm's length basis.

However, pursuant to Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), approval of the shareholders through Ordinary Resolution is required for all 'material' related party transactions ("RPT") even if they are entered into in the ordinary course of business on an arm's length basis. For this purpose, a RPT will be considered 'material' if the transaction / transactions to be entered into individually or taken together with previous transactions during a financial year exceeds 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company.

The following 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 31st March, 2021.

All disclosures prescribed to be given under the provisions of the Companies Act, 2013 and the Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014 are provided in the table appended below for the perusal of the members:-

A) Name of the related party	Name of the Director or Key Managerial Personnel who is related, if any	Nature of relationship	Maximum Amount / Value (Rs.)
1. Jyoti Limited	Mr. Rahul N. Amin/ Mrs. Tejal R. Amin	Director(s)	7.50 Crores (Excluding Tax)
<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 for the Financial Year 2021-22.		





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	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.
<b>C) 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 favorable to the Company. The price will be considered on case to case basis but will be at arm's-length.
<b>D) 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.
<b>E) 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.
<b>F) 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.

The above transactions were approved by the Audit Committee and the Board of Directors of the Company in their meeting held on 29th October, 2021 subject to the prior approval of the Shareholders of the Company as per the provisions of the Companies Act, 2013 and the SEBI Listing Regulations.

In view the above, it is proposed to seek approval of the members of the Company through an Ordinary resolution for the above transactions and the related parties shall not vote to approve the resolution as set out at Item No. 1.

None of the Directors (except Mr. Rahul N. Amin & Mrs. Tejal R. Amin and their relative/s), Key Managerial Personnel or their relatives is directly or indirectly concerned or interested in this Resolution.

The Board recommends the Resolution at Item No. 1 of the Notice for approval of the Members.

**Place : Mogar**  
**Date : October 29, 2021**  
**Registered Office**  
**Village Mogar – 388 340**  
**Tal. & Dist. Anand, Gujarat.**  
**CIN NO: L31100GJ1966PLC001397**

**By Order of the Board**

**Ishwar Nayi**  
**Company Secretary**  
**(M No.: A37444)**