



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

CIN NO. L31100GJ1966PLC001397

**BY: ELECTRONIC MODE**

August 28, 2020

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

**Security Code: 504080**

**Subject: Notice of 54<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, please find enclosed herewith Notice of 54<sup>th</sup> Annual General Meeting of the Members of the Company scheduled to be held on Saturday, September 26, 2020 at 11.00 a.m. through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM').

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 FOURTH ANNUAL GENERAL MEETING (AGM)** of the Members of **JSL INDUSTRIES LIMITED** will be held on **Saturday, the 26<sup>th</sup> September, 2020 at 11.00 a.m.** through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business. The venue of the meeting shall be deemed to be 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, 2020 and the Reports of the Board of Directors and the Auditors' thereon.
2. To declare dividend on Preference Shares for the financial year 2019-20.
3. To appoint a Director in place of Mr. Rahul N. Amin (DIN: 00167987) who retires by rotation and being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS

4. **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 Sections 196, 197 and 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof, for the time being in force) and such other approvals as may be necessary, the Members hereby approves 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 to the Companies Act, 2013 for a period of three years with effect from 1<sup>st</sup> July, 2020 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 to the Companies Act, 2013 and as may be agreed to between the Board of Directors and Mrs. Tejal R. Amin."

**Place : Mogar**  
**Date : August 12, 2020**  
**Registered Office**  
**Village, Mogar – 388 340**  
**Dist. Anand, Gujarat.**  
**CIN NO: L31100GJ1966PLC001397**

**By Order of the Board**

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

## NOTES

1. As the AGM shall be conducted through VC / OAVM, the facility for appointment of Proxy by the Members is not available for this AGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.
2. 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).
3. An 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. In terms of Section 152 of the Companies Act, 2013, Mr. Rahul N. Amin (DIN: 00167987), Director retires by rotation at the ensuing Annual General Meeting 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 Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India and notified by the Central Government is annexed hereto.
5. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 19<sup>th</sup> September, 2020 to Saturday, 26<sup>th</sup> September, 2020 (both days inclusive) for the purpose of 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 in electronic mode.
7. 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](mailto:mcsltdbaroda@gmail.com)

Website : [www.mcsregistrars.com](http://www.mcsregistrars.com)

8. Members are requested to send in their queries in respect of Financial Statement of Accounts of the Company for the year ended on 31<sup>st</sup> March, 2020, at least one week in advance so as to enable the information ready.
9. 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. 26<sup>th</sup> September, 2020.
10. 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.
11. 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 / email 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.

12. Members holding shares in single name and physical form are advised to make nomination by filling up Form No. SH-13 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.
13. 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 be 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. **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:-

1. In view of the continuing restrictions on the movement of people at several places in the country, due to outbreak of COVID-19, 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 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters,

Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

3. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
4. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, 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.
5. 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 Exchange 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)).
6. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

**The instructions for shareholders for Remote E-Voting are as under:**

- (i) The voting period begins on **Wednesday, 23<sup>rd</sup> September, 2020 at 09.00 a.m.** and ends on **Friday, 25<sup>th</sup> September, 2020 at 05.00 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) of **Saturday, 19<sup>th</sup> September, 2020** 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.
- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iv) Click on "Shareholders" module.
- (v) 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.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) 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.

(viii) If you are a first time user follow the steps given below:

<b>For Shareholders holding shares in Demat Form 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> <p>- Shareholders who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number which will be communicated on mail indicated in the PAN field.</p>
Dividend Bank Details <b>OR</b> Date of Birth	<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> <p>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 (v).</p>

- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) 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.
- (xi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant **<JSL Industries Limited>** on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) 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.
- (xix) Shareholders can also cast their vote using CDSL’s mobile app “**m-Voting**”. The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

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**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:**

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 [cs@jسلمogar.com](mailto:cs@jسلمogar.com) / [mcsltدbaroda@gmail.com](mailto:mcsltدbaroda@gmail.com).
2. For Demat shareholders - please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [cs@jسلمogar.com](mailto:cs@jسلمogar.com) / [mcsltدbaroda@gmail.com](mailto:mcsltدbaroda@gmail.com).
3. The company/RTA shall co-ordinate with CDSL and provide the login credentials to the above mentioned shareholders.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
2. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. 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.
5. 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.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

**INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. 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.

3. 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.
  4. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- (xx) **Note for Non – Individual Shareholders and Custodians**
- 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@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.

If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact Mr. Nitin Kunder (022- 23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, 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.

**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.jسلمogar.com](http://www.jسلمogar.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

#### 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 23<sup>rd</sup> June, 2020 passed resolution for the re-appointment of Mrs. Tejal R. Amin, as Wholetime Director of the Company for a period of 3 (three) years with effect from 1<sup>st</sup> July, 2020. 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 also approved by the Nomination and Remuneration Committee at its meeting held on 23<sup>rd</sup> June, 2020.

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, 59, is B.Com. and having more than 37 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 1<sup>st</sup> July, 2020.
2. **Remuneration & Other Perquisites:** Mrs. Tejal R. Amin, as a Wholetime Director of the Company shall be entitled to remuneration as mentioned hereunder:

**Salary:** Rs. 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:

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

**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	As per the Audited Financial Results for the year ended on 31.03.2020.	
		Amount (` In Lacs)
	<b>Particulars</b>	<b>2019-20</b>
	Revenue from Operations	4910.49
	Other income	61.92
	<b>Total income</b>	<b>4972.41</b>
	Material Cost	2963.43
	Staff Cost	784.59
	Manufacturing & Other Expenses	907.82
	<b>Total Expenditure</b>	<b>4655.84</b>
	Profit before Depreciation Interest and Tax	316.57
	Depreciation	161.48
	Profit before Interest and Tax	155.09
	Less : Interest	78.21
	Profit before Tax	76.88
	Exceptional items, if any	-
Profits before Taxation:	76.88	
Provision for Taxation		
- Current Tax	57.09	
- Deferred Tax	(11.37)	
- Income Tax for earlier years	—	
<b>Net Profit after Tax for the year</b>	<b>31.16</b>	
5. Foreign investments or collaborations, if any	Not Applicable	

<b>II. Information about the Wholetime Director:</b>	
1. Background Details	Mrs. Tejal R. Amin, 60 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. 34,24,500/- Others Rs. 5,75,664/- Total Rs. 40,00,164/- per annum paid as remuneration during the year ended on 31.03.2020.
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 Year (` In Lacs) 2020-21	Previous Year (` In Lacs) 2019-20
		Sales	4200.00	4910.49
		Other Income	50.00	61.92
		Net Profit	<b>100.00</b>	<b>31.16</b>

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

The Board, therefore, recommends the Resolution at Item No. 4 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 : Mogar**  
**Date : August 12, 2020**  
**Registered Office**  
**Village, Mogar – 388 340**  
**Dist. Anand, Gujarat.**  
**CIN NO: L31100GJ1966PLC001397**

**By Order of the Board**

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

## 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:

<b>Name of Directors</b>	<b>Mr. Rahul N. Amin</b>	<b>Mrs. Tejal R. Amin</b>
<b>DIN</b>	00167987	00169860
<b>Date of Birth</b>	25/12/1952	29/08/1960
<b>Age</b>	67 years	59 years
<b>Nationality</b>	Indian	Indian
<b>Qualification</b>	B.E. (Elect.) from M. S. University of Vadodara and Master of Engineering from Cornell (U. S. A.)	B.Com.
<b>Expertise in Specific Functional Areas</b>	Having more than 40 years of rich experience in Engineering, Business Management and Strategic Business Planning.	Having more than 37 years of experience in Financial, Corporate administration and Strategic Business Planning.
<b>Date of Appointment</b>	23/08/1980	16/16/2003
<b>Relationship with other Directors and Key Managerial Personnel of the Company</b>	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.
<b>Name of other Companies in which he/she holds Directorship</b>	1. Jyoti Limited 2. Insutech Industries Limited	1. Jyoti Limited 2. Insutech Industries Limited 3. Vadodara Marathon
<b>Chairman/Member of the Committee(s) of Board of Directors of other Companies in which he/she is a Director</b>	<b>Jyoti Limited</b> 1. Chairman of Board of Directors	<b>Jyoti Limited</b> 1. Stakeholders Relationship Committee (Member) 2. Nomination & Remuneration Committee (Member) <b>Vadodara Marathon</b> 1. Chairperson Vadodara Marathon
<b>Number of Shares held in JSL Industries Limited</b>	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 setting fees for attending meeting of the Board.	As per item no. 3 of the Explanatory Statement. Rs. 60,00,132/- per annum
<b>Number of Board Meetings attended</b>	5 in Financial Year 2019-20.	5 in Financial Year 2019-20.

**Place : Mogar  
Date : August 12, 2020  
Registered Office  
Village, Mogar – 388 340  
Dist. Anand, Gujarat.  
CIN NO: L31100GJ1966PLC001397**

**By Order of the Board**

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