



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@jslmogar.com • Website : www.jslmogar.com

CIN NO. L31100GJ1966PLC001397

BY: ELECTRONIC MODE

March 01, 2019

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

Security Code: 504080

Subject: Notice of the Extra-Ordinary General Meeting (EGM) of the Company

Dear Sir/Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the Board of Directors at their meeting held on February 05, 2019, had approved the EGM Notice for seeking approval of the shareholders on the following matters:

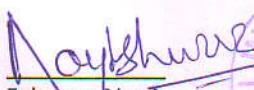
1. Continuation of Dr. K. K. Thakkar (DIN: 00208849), as Non-Executive Director of the Company after 31.03.2019 till such date he becomes liable to retire by rotation
2. Continuation of Mr. P. V. Krishnan (DIN: 00208840), as Non-Executive Independent Director of the Company after 31.03.2019 till 31.03.2024

We are enclosing herewith Notice of the Extra-Ordinary General Meeting of the Company scheduled to be held on **Thursday, 28th March, 2019** at 10.30 a.m. at Village Mogar - 388 340, Dist. Anand, Gujarat.

Kindly take above on your record and oblige.

Thanking you,

Yours faithfully,
For JSL Industries Limited


Ishwar Nayi
Company Secretary



Encl: As Above



JSL INDUSTRIES LIMITED

Corporate Identification No. (CIN) – L31100GJ1966PLC001397

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

Ph:02692-280224/280254, **Fax:**02692-280227, **E-mail:** cs@jسلمogar.com **Website:** www.jسلمogar.com

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT AN EXTRA-ORDINARY GENERAL MEETING of the Members of JSL INDUSTRIES LIMITED (CIN:L31100GJ1966PLC001397) will be held on Thursday, the 28th March, 2019 at 10.30 a.m. at the Registered Office of the Company at Village Mogar - 388 340, Dist. Anand, Gujarat to transact the following business:

SPECIAL BUSINESS:

- 1. Continuation of Dr. K. K. Thakkar (DIN: 00208849), as Non-Executive Director of the Company after 31.03.2019 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, and other applicable statutory provisions, the continuation of Dr. K. K. Thakkar (DIN: 00208849), aged 77 years, as Non-Executive Director from 1st April, 2019 till the completion of his present tenure in terms of Section 152(6)(c) of the Companies Act, 2013, (from the Annual General Meeting held on 26th September, 2017 till the Annual General Meeting at which he becomes liable to retire by rotation) be and is hereby approved.”

- 2. Continuation of Mr. P. V. Krishnan (DIN: 00208840), as Non-Executive Independent Director of the Company after 31.03.2019 till 31.03.2024**

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, and other applicable statutory provisions, the continuation of Mr. P. V. Krishnan (DIN: 00208840), aged 80 years, who has been appointed as Non-Executive Independent Director of the Company for the second term at the Annual General Meeting held on 25th September, 2018 for the period 1st April, 2019 to 31st March, 2024 in terms of Section 149 and 152 read with Schedule IV of the Companies Act, 2013, be and is hereby approved.”

Place : Mogar
Date : 05th February, 2019
Registered Office
Mogar – 388 340
Dist. Anand, Gujarat.
CIN NO: L31100GJ1966PLC001397

On behalf of the Board of Directors
For JSL Industries Limited

Ishwar Nayi
Company Secretary
M. No. A37444



NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

THE INSTRUMENT APPOINTING A PROXY SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

2. **A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY IN NUMBER 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 A PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER MEMBER.**
3. A 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. Members, who have registered their email addresses for receipt of documents in electronic mode under the Green Initiative of Ministry of Corporate Affairs are being sent Notice of Extra-Ordinary General Meeting by email and others are being sent by Courier.
5. 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

Fax No.: 0265 – 2341639,

E-mail: mcsltbaroda@gmail.com

Website: www.mcsregistrars.com

6. Corporate members intending to send their authorised representatives to attend the Extra-Ordinary 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.
7. 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.
8. 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.
9. 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 Extra-Ordinary General Meeting.
10. 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 Limited.

11. Members holding shares in single name and in 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 Limited for further process. 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 Limited for consolidation into a single folio.
12. A route map showing directions to reach the venue of the Extra-Ordinary General Meeting is given at the end of this report as per the requirement of the Secretarial Standard -2 on "General Meeting".
13. 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.

14. Process and manner for Voting through electronic means

In compliance with the provisions of Section 108 of the Companies Act, 2013, with the Companies (Management and Administration) Rules, 2014 as amended from time to time and subject to clause (1) and (2) of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 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 Extra-Ordinary General Meeting. The Company has engaged the Central Depository Services (India) Limited (CDSL) to facilitate e-Voting as authorised agency to provide e-voting facility. The instructions and manner for availing e-Voting facility are as under.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on **25th March, 2019 at 09.00 a.m.** and ends on **27th March, 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** which is **21st March, 2019**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (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. Members 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 and voted on an earlier 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:

For Members holding shares in Demat Form and Physical Form	
PAN (Applicable for both demat shareholders as well as physical shareholders)	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department <ul style="list-style-type: none">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.
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. <ul style="list-style-type: none">If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) 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.
- (xi) For Members 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 **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 available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.



(xx) 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.

(xxi) 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 : 05th February, 2019
Registered Office
Mogar – 388 340
Dist. Anand, Gujarat.
CIN NO: L31100GJ1966PLC001397

On behalf of the Board of Directors
For JSL Industries Limited

Ishwar Nayi
Company Secretary
M. No. A37444



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

ITEM NO: 1 - CONTINUATION OF DIRECTORSHIP OF DR. K. K. THAKKAR (DIN: 00208849), AS NON EXECUTIVE DIRECTOR:

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.

Under Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, with effect from 01.04.2019, Special Resolution is necessary for continuing his appointment as Non-Executive Director, 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 after considering the said recommendation, approved the proposal.

Dr. K. K. Thakkar is eligible for sitting fee for attending Board/Committee Meetings as applicable to the Directors from time to time.

His Profile in brief is given below:

Name of Director	Dr. K. K. Thakkar (DIN: 00208849)
Date of Birth	01/01/1942
Date of Appointment	28/07/2003
Expertise in Specific Functional Areas	Having more then 52 years of rich experience in Engineering, Corporate Administration and Strategic Business Planning.
Qualification	M.E. (Electrical Engineering) and Ph. D. (Electrical)
List of Other Directorships	-
Chairman/Membership of the Committees of the Board of Directors of the Company	Audit Committee (Member) Nomination and Remuneration Committee (Member) Stakeholders Relationship Committee (Member)
Shareholding in the Company	50 Shares

Disclosure of relationship between Directors:

Not related to any director.

Interest of Directors :

Dr. K. K. Thakkar is interested in this resolution. None of the other Directors or Key Managerial Personnel or their relatives are deemed to be interested in the Resolution.

The Board recommends the proposal setforth in the Notice for consideration and approval of shareholders.



ITEM NO: 2 - CONTINUATION OF MR. P. V. KRISHNAN (DIN: 00208840), AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY AFTER 31.03.2019 TILL 31.03.2024:

Mr. P. V. Krishnan (DIN: 00208840), aged 80 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 relating to shareholders' matters and general management. Hence, Company would like to continue to utilise his expertise in coming years.

At the Annual General Meeting held on 25th September, 2018, Mr. P. V. Krishnan was re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of 5 (Five) consecutive years on Board of the Company. Accordingly, in terms of Section 149, 152 and Schedule IV of the Companies Act, 2013 he holds such office for the period 1st April, 2019 to 31st March, 2024.

Under Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, with effect from 01.04.2019, Special Resolution is necessary for continuing his appointment as Non-Executive Independent Director, since he has already attained the age of 80 years.

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

Mr. P. V. Krishnan is eligible for sitting fee for attending Board/Committee Meetings as applicable to the Directors from time to time.

His Profile in brief is given below:

Name of Director	Mr. P. V. Krishnan (DIN: 00208840)
Date of Birth	17/05/1938
Date of Appointment	16/06/2003
Expertise in Specific Functional Areas	General Management.
Qualification	Diploma in Management
List of Other Directorships	-
Chairman/Membership of the Committees of the Board of Directors of the Company	Audit Committee (Member) Nomination and Remuneration Committee (Member) Stakeholders Relationship Committee (Member)
Shareholding in the Company	-

Disclosure of relationship between Directors:

Not related to any director.

Interest of Directors :

Mr. P. V. Krishnan is interested in this resolution. None of the other Directors or Key Managerial Personnel or their relatives are deemed to be interested in the Resolution.

The Board recommends the proposal setforth in the Notice for consideration and approval of shareholders.

Place : Mogar
Date : 05th February, 2019
Registered Office
Mogar – 388 340
Dist. Anand, Gujarat.
CIN NO: L31100GJ1966PLC001397

On behalf of the Board of Directors
For JSL Industries Limited

Ishwar Nayi
Company Secretary
M. No. A37444



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JSL INDUSTRIES LIMITED

Corporate Identification No. (CIN) – L31100GJ1966PLC001397

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

Ph:02692-280224/280254, **Fax:**02692-280227, **E-mail:** cs@jسلمogar.com **Website:** www.jسلمogar.com

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 Extra-Ordinary General Meeting held at JSL Industries Limited, Village Mogar – 388 340, Ta & Dist.- Anand, Gujarat on Thursday, 28th March, 2019 at 10.30 a.m.

DP ID No.*:	L.F. No:
Client ID No.*:	No. of Share(s) held:
Name and Address of the Shareholder(s)/Proxy:	
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.

ROUTE MAP OF VENUE OF EGM





JSL INDUSTRIES LIMITED

Corporate Identification No. (CIN) – L31100GJ1966PLC001397

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

Ph:02692-280224/280254, **Fax:**02692-280227, **E-mail:** cs@jسلمogar.com **Website:** www.jسلمogar.com

**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 the Member(s):

Registered address:.....

.....

E-mail Id:.....

Folio No. / Client ID No. : DP ID No.

I / We, being the member(s) of Shares of JSL INDUSTRIES LIMITED, hereby appoint

Name:

Address:.....

.....

Email ID:.....Signature.....Or failing him

Name:

Address:.....

.....

Email ID:.....Signature.....Or failing him

Name:

Address:.....

.....

Email ID:.....Signature.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-Ordinary General Meeting of the Company, to be held on Thursday, the 28th day of March, 2019 at 10.30 a.m. at JSL INDUSTRIES LIMITED, Village Mogar – 388 340, Ta & Dist.- Anand, Gujarat, and at any adjournment thereof in respect of such resolutions as are indicated below:

Item No.	Resolution
1	Continuation of Dr. K. K. Thakkar (DIN: 00208849), as Non-Executive Director of the Company after 31.03.2019 till such date he becomes liable to retire by rotation
2	Continuation of Mr. P. V. Krishnan (DIN: 00208840), as Non-Executive Independent Director of the Company after 31.03.2019 till 31.03.2024

Signed thisday of 2019.

Signature of shareholder.....

Signature of Proxy holder(s).....

Affix
Revenue
Stamp

NOTES:

- This Form in order to be effective should be duly completed and deposited at the Registered Office of the Company at Village Mogar – 388 340, Ta & Dist.- Anand, Gujarat, not less than 48 hours before the commencement of the Meeting.
- Proxy need not be a member of the Company.



By Courier

To,

If undelivered, please return to :

JSL INDUSTRIES LIMITED

Corporate Identification No. (CIN) – L31100GJ1966PLC001397

REGISTERED OFFICE:

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