



ISO 9001 : 2008
Reg. No. RQ91/5487



JSL INDUSTRIES LTD.

Registered Office & Works

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

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

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

CIN NO. L31100GJ1966PLC001397

BY: ELECTRONIC MODE

November 11, 2017

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

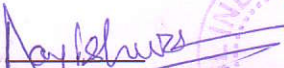
Dear Sir/Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached herewith Notice of the Extra-Ordinary General Meeting of the Company scheduled to be held on **Tuesday, 5th December, 2017** 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 THE **EXTRA-ORDINARY GENERAL MEETING OF the Members of JSL INDUSTRIES LIMITED** (CIN:L31100GJ1966PLC001397) will be held on **Tuesday, the 5th December, 2017 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. To Issue Equity Shares on Preferential basis

To consider and, if thought fit, to pass with or without modification(s), the following resolution as Special Resolution:

“**RESOLVED THAT** pursuant to provisions of sections 42, 62 and other relevant provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and in pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 (SEBI LODR Regulations) and in pursuant to the provisions of Chapter VII of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (“SEBI ICDR Regulations”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the relevant provisions of the Memorandum and Articles of Association of the Company, other applicable rules, regulations, statutes, notifications, clarifications and/or guidelines, if any, of SEBI, RBI and such other authorities as may be applicable; and subject to the requisite approvals, consents, permissions or sanctions (if any), as may be required to be obtained from any banks or financial institutions or any regulatory authority, wherever necessary, the provisions of Foreign Exchange Management Act, 1999, as amended including the Foreign Exchange Management (Transfer or Issue of Security by a person resident outside India) Regulations, 2000 as amended from time to time, further subject to such terms, conditions, stipulations and modifications as may be prescribed, imposed or suggested by any of the statutory or regulatory authorities including the BSE Limited and subject to such conditions and modifications as may be considered appropriate by the Board; consent and approval of the Company be and is hereby accorded to create, offer, issue and allot upto 57,500 (Fifty Seven Thousand Five Hundred Only) equity shares (“Issue Shares”) of ` 10 each, on preferential basis for cash at a price of ` 174/- (Rupees One Hundred Seventy Four Only) per equity share aggregating upto ` 1,00,05,000/- (Rupees One Crore Five Thousand Only), including premium of ` 164/- (Rupees One Hundred Sixty Four Only) per share, to the below mentioned proposed promoter(s) allottees in accordance with the provisions of the SEBI ICDR Regulations on such terms and conditions and in such manner, as the Board may, in its discretion, think fit (“Preferential Issue”);

Sr. No	Name of the proposed allottee	PAN	Category	No. of Equity Shares proposed to be issued	Consideration Payable (`)
1.	Mrs. Subhadra R. Amin Jt. with Ms. Shubhalakshmi R. Amin	AFIPA1100Q AIGPA6919C	Promoter Group	57,500 (Fifty Seven Thousand Five Hundred Only)	1,00,05,000/- (Rupees One Crore Five Thousand Only)

RESOLVED FURTHER THAT the allotment of the shares pursuant to this resolution shall be made within 15 days from the date of receipt of approval of the shareholders, provided that where the allotment of the said shares is pending on account of pendency of any approval of such allotment by any regulatory authority, the allotment shall be completed within a period of 15 days from the date of grant of such approval.

RESOLVED FURTHER THAT the price of the Issue Shares has been calculated in accordance with the provisions of Chapter VII of the SEBI ICDR Regulations. 'Relevant Date' for the purpose of calculating the price of these shares is 3rd November, 2017 the date which is 30 days prior to the date of shareholders meeting for approving the preferential issue.

RESOLVED FURTHER THAT the allotment of these Shares shall be made in dematerialized form.

RESOLVED FURTHER THAT the new shares so issued and allotted as above shall be locked in as per the provisions of Regulation 78 of Chapter VII of the SEBI ICDR Regulations viz. for a period of three years from the date of trading approval granted for the said equity shares to the extent of 20% of the total capital of JSL Industries Limited and balance of equity shares shall remain locked in for a period of one year from the date of receipt of trading approval.

RESOLVED FURTHER THAT the proposed issue of shares shall be listed on the stock exchange, where the existing equity shares of the Company are listed.

RESOLVED FURTHER THAT the proposed issue shares, so issued, by the Company to the Proposed Promoter(s) Allottees on a preferential basis, shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu with the existing equity shares of the Company in all respects, including as to dividend.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do and carry out all such acts, deeds, matters and things as it may in its sole discretion deem necessary for such purpose, including without limitation, appointment of consultants, solicitors, scrutinizers or any other agencies as may be required, and entering into arrangements for listing, trading, depository services and such other arrangements and agreements as may be necessary, with full powers to settle any question, difficulty or doubt that may arise at any time in relation to the issue and allotment of said new shares and utilisation of issue proceeds thereof.

RESOLVED FURTHER THAT for the purpose of giving effect to the preferential issue, Mr. Rahul N. Amin, Chairman & Director, Mr. K. J. Gupta, Chief Executive Officer and Mr. Ishwar Nayi, Company Secretary of the Company be and are hereby authorised severally on behalf of the Company, to do all such acts, deeds and things and to take all such steps and give all such directions as the board may consider necessary, expedient or desirable, including without limitation, to prescribe the forms of application, allotment and to enter into any agreements or other instruments and to take such actions or give such directions as may be necessary or desirable and to obtain any approvals, permissions, sanctions which may be necessary or desirable and to sign all documents and settle all questions, difficulties, or doubts that may arise in regards to the issue, offer and allotment of the securities and utilization of the issue proceeds.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred by the above resolutions to any Director or Directors or to any Committee of Directors or any other officer or officers of the Company to give effect to the aforesaid resolution."

Place : Mogar
Date : 7th November , 2017
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: mcsstalbaroda@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 2nd December, 2017 at 09.00 a.m. and ends on 4th December, 2017 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 28th November, 2017, 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	<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"> · Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Attendance Slip indicated in the PAN field.
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"> · 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).

- (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 : 7th November , 2017
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: To Issue Equity Shares on a Preferential basis

To meet the working capital requirement of the Company, It is proposed to raise funds by issue of equity shares through preferential allotment subject to statutory approvals and compliances as may be required to be obtained and complied with under applicable laws in India.

The Board at its meeting held on 7th November, 2017 approved the proposed issue of up to 57,500 (Fifty Seven Thousand Five Hundred Only) equity shares of face value ₹ 10 each, on a preferential basis for cash at a price of ₹ 174/- (Rupees One Hundred Seventy Four Only) per equity share aggregating upto ₹ 1,00,05,000/- (Rupees One Crore Five Thousand Only) including premium of ₹ 164/- (Rupees One Hundred Sixty Four Only) per share, to the below mentioned proposed Promoter(s) allottees in accordance with the provisions of the SEBI ICDR Regulations on such terms and conditions and in such manner, as the Board may, in its discretion, think fit (“Preferential Issue”);

Sr. No	Name of the proposed allottee	PAN	Category	No. of Equity Shares proposed to be issued	Consideration Payable (₹)
1.	Mrs. Subhadra R. Amin Jt. with Ms. Shubhalakshmi R. Amin	AFIPA1100Q AIGPA6919C	Promoter Group	57,500 (Fifty Seven Thousand Five Hundred Only)	1,00,05,000/- (Rupees One Crore Five Thousand Only)

The proposed issue and allotment of the equity shares will inter-alia be governed by the Companies Act, 2013 read with the rules framed there under (including any statutory modification or re-enactment thereof for the time being in force), the articles of association of the Company, the listing agreement entered into between the Company and BSE Limited where the equity shares of the Company are listed, the SEBI ICDR Regulations as amended from time to time.

The issuance of these shares to the proposed Promoter(s) allottees on preferential basis will be subject to customary conditions including applicable governmental and regulatory approvals and other third party approvals. The satisfaction of these conditions is not necessarily within the control of the Company. The proposed equity shares allotted to the proposed Promoter(s) allottees shall rank pari-passu with all other equity shares of the Company in respect of all rights including dividend.

The Company submits the following information for taking appropriate decision for approval of the proposed resolution set out in Item No. 1 of the Notice of the meeting by way of Special Resolution:

1 The objects of the preferential issue;

The object of the issue is to meet the working capital requirements of the Company.

2 The proposal of the promoters, directors or key managerial personnel of the issuer to subscribe to the offer;

Mrs. Subhadra R. Amin Jt. with Ms. Shubhalakshmi R. Amin, Promoter(s) of the Company, who will be subscribing to equity shares in preferential issue, none of other directors and/or the key managerial personnel of the Company, nor the promoters and/or any member of the promoter group, are being allotted Equity Shares.

3. The shareholding pattern of the issuer before and after the preferential issue;

The pre issue and post issue shareholding pattern of the Company:

Sr. No.	Category	Pre Issue		Post Issue	
		No. of Shares held	% of Share holding	No. of Shares held	% of Share holding
A	Promoters' holding :				
1.	Indian :				
(a)	Individuals & HUF	53,615	4.8	111115	9.47
(b)	Central Government / State Government(s)	-	-	-	-
(c)	Financial Institutions / Banks	-	-	-	-
(d)	Any Other (Bodies Corp.)	74,255	6.65	74,255	6.33
	Sub –Total (A) (1)	1,27,870	11.45	1,85,370	15.80
2.	Foreign Promoters				
(a)	Individuals (Non Resident Individuals / Foreign Individuals)	2,94,925	26.42	2,94,925	25.12
(b)	Government	-	-	-	-
(c)	Institutions	-	-	-	-
(d)	Foreign Portfolio Investor	-	-	-	-
(e)	Any Other (specify)	-	-	-	-
	Sub –Total (A) (2)	2,94,925	26.42	2,94,925	25.12
	Total Shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)	4,22,795	37.87	4,80,295	40.92
B	Non-Promoters' holding :				
1.	Institutions				
(a)	Mutual Funds	-	-	-	-
(b)	Venture Capital Fund	-	-	-	-
(c)	Alternative Investment Funds	-	-	-	-
(d)	Foreign Venture Capital Investors	-	-	-	-
(e)	Foreign Portfolio Investors	-	-	-	-
(f)	Financial Institutions / Banks	162	0.01	162	0.01
(g)	Insurance Companies	1,48,708	13.32	1,48,708	12.67
(h)	Provident Funds / Pension Funds	-	-	-	-
(i)	Any Other (specify)	-	-	-	-
	Sub Total (B)(1)	1,48,870	13.34	1,48,870	12.68
2.	Central Government / State Government(s) / President of India				
	Sub Total (B)(2)	-	-	-	-
3.	Non-Institutions				
a(i)	Individual share capital upto ` 2 lacs	1,60,386	14.37	1,60,386	13.66
a(ii)	Individual share capital in excess of ` 2 lacs	3,81,765	34.2	3,81,765	32.52
(b)	NBFCs registered with RBI	-	-	-	-
(c)	Employee Trusts	-	-	-	-
(d)	Overseas Depositories (holding DRs) (balancing figure)	-	-	-	-
(e)	Any other (specify)				
e(i)	Bodies Corporate	2,401	0.22	2,401	0.20
e(ii)	NRI	81	0.01	81	0.01
e(iii)	HUF	70	0.01	70	0.01
	Sub Total (B)(3)	5,44,703	48.79	5,44,703	46.40
	(B)=(B1)+(B2)+(B3)	6,93,573	62.13	6,93,573	59.08
	Total = (A) + (B)	11,16,368	100	11,73,868	100

4 The time within which the preferential issue shall be Completed;

The issue and allotments under preferential issue process is to be completed within a period of 15 days from the date of passing of this special resolution approving the allotment. Provided that where the allotment is pending on account of any approval of such allotment by any regulatory authority including stock exchanges or the Central Government, the allotment shall be completed within 15 days from the date of such approval.

5. The identity of (the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control) the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the preferential issue;

Name of the Proposed Allottee and address and PAN of proposed allottees	Post Issue Holdings	Natural persons who are the ultimate beneficial owners / ultimately controlling the proposed allottee
Mrs. Subhadra R. Amin Jt. with Ms. Shubhalakshmi R. Amin	57,500 (Fifty Seven Thousand	Mrs. Subhadra R. Amin Jt. with Ms. Shubhalakshmi R. Amin
Address of the proposed Allottees: 1. Mrs. Subhadra R. Amin - 17, 2-Main Road, Jayamahar, Bangalore - 560046. 2. Ms. Shubhalakshmi R. Amin - Narikel, Bhaili Raipura Road, Bhayli, Vadodara - 391410.	Five Hundred Only)	
PAN Nos. of Proposed Allottees: 1. Mrs. Subhadra R. Amin - AFIPA1100Q 2. Ms. Shubhalakshmi R. Amin - AIGPA6919C		

6 The change in control, if any, in the company that would occur consequent to the preferential offer

The allotment of proposed equity shares would not result in any change in the control or management of the affairs of the Company.

7 An undertaking that the issuer shall re-compute the price of the specified securities in terms of the provisions of these regulations where it is required to do so;

As the shares of the Company are listed with the BSE Limited for more than twenty six weeks as on relevant date, the same is not applicable to the Company.

8 An undertaking that if the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the specified securities shall continue to be locked in till the time such amount is paid by the allottees.

As the shares of the Company are listed with the BSE Limited for more than twenty six weeks as on relevant date, the same is not applicable to the Company.

9 Relevant Date

The Relevant Date shall be 3rd November, 2017, which is 30 days prior to the date of Shareholders Meeting for approval of the preferential allotment.

10 Pricing of the issue

The equity shares shall be priced at ` 174/- (Rupees One Hundred Seventy Four Only) per equity share as per the provisions of Chapter VII of the SEBI ICDR Regulations.

11 Payment and conversion terms

Full consideration shall be paid by the allottees before the time of allotment of such shares.

12 Auditor's Certificate

A copy of the Certificate dated November 07, 2017, issued by M/s V.H. Gandhi & Co., Chartered Accountants, Vadodara, the Statutory Auditors of the Company certifying that the preferential issue being made is in accordance with the requirements contained in SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2009 as Amended, and Pricing Certificate for Issue of Shares on Preferential Basis issued by M/s O R Maloo & Co., Practicing Chartered Accountants, will be placed before the shareholders at the meeting and will also be open for inspection at the Registered Office of the Company from 11.00 a.m. to 2.00 p.m. on any working day upto the date of the meeting.

13 Lock In Period

The proposed issue of equity shares shall be under locked-in as per the provisions of Regulation 78 of Chapter VII of the SEBI ICDR Regulations viz. for a period of three years from the date of receipt of trading approval to the extent of 20% of the total capital of JSL Industries Limited and the balance of equity shares shall remain locked-in for a period of one year from the date of trading approval of these shares.

14 The total number of shares or other securities to be issued

57,500 (Fifty Seven Thousand Five Hundred Only) Equity Shares of face value of ` 10/- each.

15 Basis of price

The Price of equity Shares to be issued at ` 174/- (Rupees One Hundred Seventy Four Only) per equity share of ` 10/- each including premium of ` 164/- (Rupees One Hundred Sixty Four Only) per share in accordance with the price determined in terms of Regulations 76A of SEBI ICDR Regulations.

16 The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer

Not Applicable

17 The class or classes of persons to whom the allotment is proposed to be made

Promoter Group

18 No. of Persons to whom allotment on preferential basis have already been made during the year, in terms of no. of securities as well as price

No allotment(s) has been made on a preferential basis from the beginning of the year to the date of issue of this notice.

The consent of the members is now being sought under Section 42 and 62 of the Companies Act, 2013 read with rules framed there under, Chapter VII of the SEBI ICDR Regulations, and provisions of the listing agreement executed by the Company with the BSE Limited, where the equity shares of the Company are listed.

Except Mr. Rahul N. Amin and Mrs. Tejal R. Amin and their relatives, none of the Directors and Key Managerial Personnel and their relatives is directly / indirectly / concerned / interested in the above resolution.

The Board of Directors of the Company believes that the aforesaid preferential issue is in the best interest of the Company and hence, recommends the special resolution for the approval of the shareholders.

Place : Mogar

Date : 7th November , 2017

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**



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, Tal. & Dist.- Anand, Gujarat on Tuesday, 05th December, 2017 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@jslmogar.com Website: www.jslmogar.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 Tuesday, the 05th day of December, 2017 at 10.30 a.m. at JSL INDUSTRIES LIMITED, Village – Mogar – 388 340, Tal. & Dist.- Anand, Gujarat, and at any adjournment thereof in respect of such resolutions as are indicated below:

Item No.	Resolution
1	To Create, offer, issue and allot 57,500 (Fifty Seven Thousand Five Hundred Only) Equity shares on Preferential basis at ` 174/- (Rupees One Hundred Seventy Four Only) per equity share including premium of ` 164/- (Rupees One Hundred Sixty Four Only)

Signed thisday of 2016.

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.

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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.