

# **JSL LIFESTYLE LIMITED**

(CIN: U74920HR2003PLC035976)

Regd. Office: 48th KM Stone, Delhi Rohtak Road,  
Village Rohad, Bahadurgarh- 124507, Haryana

## **NOTICE**

**NOTICE** is hereby given that the **15<sup>TH</sup> ANNUAL GENERAL MEETING (AGM)** of the Members of **JSL LIFESTYLE LIMITED (JSLLL)** will be held on Saturday, the 29th day of September, 2018 at 11:00 A.M. at Registered Office of the Company at 48th K.M. Stone, Delhi Rohtak Road, Village Rohad, Tehsil Bahadurgarh, Dist. Jhajjar, Haryana, 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 31<sup>st</sup> March, 2018, together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Tomy Sebastian (DIN: 07653403), who retires by rotation and being eligible, offers himself for re-appointment.

### **SPECIAL BUSINESS**

3. **TO CONSIDER AND, IF THOUGHT FIT, TO PASS, WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION:**

**“RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Cost Records and Audit) Rules, 2014 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, as may be amended from time to time, the remuneration of Rs.1,40,000 (Rupees One Lakh Forty Thousand only) fixed by the Board of Directors of the Company payable to M/s. S. Chander & Associates, Cost Accountants, 212, 2<sup>nd</sup> Floor, Sarai Pipal Thala, G.T. Karnal Road, Adarsh Nagar, Delhi-110033, the Cost Auditors appointed by the Board of Directors of the Company for the accounting year 2018-19 in connection with conducting audit of cost accounting records of business activities relating to Steel business, be and is hereby ratified.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to do all acts, deeds, matters and things as may be deemed necessary to give effect to this resolution.”

4. **TO CONSIDER AND IF THOUGHT FIT, TO PASS, WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION:**

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and any other applicable provisions read with Schedule IV to the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company, Mr. Ashok Kumar Agarwal (DIN: 08154563), who was appointed as an Additional Director in the category of Independent Director with effect from June 14, 2018 by the Board of Directors pursuant to Section 161(1) of the Act and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, whose office shall not be

liable to retirement by rotation, to hold office for a term of 2 consecutive years commencing from June 14, 2018 to June 13, 2020.”

**Place:** Gurugram  
**Dated:** July 25, 2018

**By Order of the Board of Directors**

**Registered Office:**  
48th KM Stone, Delhi Rohtak Road, Village  
Rohad, Bahadurgarh- 124507, Haryana  
**CIN:** U74920HR2003PLC035976

**Bhartendu Harit**  
Company Secretary  
ACS-15123

**IMPORTANT NOTES:**

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** Pursuant to Section 105 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (as amended), a person shall not act as proxy for more than 50 (fifty) members and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
2. A blank proxy form is being attached herewith. Members /Proxy holder must bring the attendance slip (attached herewith) duly signed, to the meeting and handover it at the entrance of the meeting hall.
3. The instrument appointing proxy, duly stamped, completed and signed, should be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting. Proxies submitted on behalf of companies must be supported by appropriate resolution issued on behalf of the nominating companies.
4. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID and those who hold shares in physical form are requested to write their folio number in the attendance slip for attending the Meeting.
5. The Members are informed that in case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send to the Company duly certified copy of the relevant Board resolution authorizing such representatives to attend and vote on their behalf at the meeting.
7. Details of Directors seeking appointment/ re-appointment in the ensuing Annual General Meeting, pursuant to Secretarial Standard 2 on General Meetings (SS-2), are given elsewhere in this Notice.
8. All documents referred to in the accompanying Notice and the Explanatory Statement, are open to inspection by the members at the Registered Office and the Corporate Office of the Company on all working days, except Saturday and Sunday, up to the date of the Annual General Meeting between 11:00 AM and 1:00 PM.
9. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which Directors are interested under Section 189 of the Companies Act, 2013 will be available for inspection at the AGM.
10. Please bring a copy of Annual Report and duly filled in attendance slip for attending the Annual General Meeting.
11. A route map to the venue of the AGM along with prominent landmark for easy location is enclosed.

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (“THE ACT”)**

### **ITEM NO. 3:**

Members may note that pursuant to Section 148(3) of the Act read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 (as amended), the remuneration payable to the Cost Auditors should be ratified by the members of the Company in the General Meeting.

The Board of Directors had, in its meeting held on April 20, 2018, on the basis of recommendation of the Audit Committee, approved the appointment of M/s. S. Chander & Associates, Cost Accountants, 212, 2nd Floor, Sarai Pipal Thala, G.T. Karnal Road, Adarsh Nagar, Delhi-110033, as the Cost Auditors to conduct audit of cost records of the Company for the Financial Year 2018-19 in respect of business activities relating to Stainless Steel, at a remuneration of Rs.1,40,000/- (Rupees One Lakh Forty Thousand only), subject to ratification by the members.

Accordingly, the Board recommends the Ordinary Resolution set out at Item No. 3 to the members for their approval.

None of the Directors/ Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise in this resolution.

### **ITEM NO. 4**

The Board of Directors had appointed Mr. Ashok Kumar Agarwal, Independent Director (DIN: 08154563) as Additional Director with effect from June 14, 2018, pursuant to Section 149, 150 and 161(1) of the Companies Act, 2013 (“the Act”) and Articles of Association of the Company. His appointment was recommended by the Nomination and Remuneration Committee of the Company.

In terms of provisions of Section 161(1) of the Act, he will hold office up to the date of this Annual General Meeting. In terms of Section 149 of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Qualification of Directors), Rules 2014, an Independent Director shall hold office for a period of up to 5 consecutive years and shall not be liable to retire by rotation.

Mr. Ashok Kumar Agarwal is not disqualified from being appointed as Directors in terms of Section 164 of the Act and has given his consent to act as Director.

The Company has also received declaration from Mr. Ashok Kumar Agarwal that he meets the criteria of Independence as prescribed under Section 149(6) of the Act, as may be amended, superseded or replaced, from time to time.

The Board of Directors considered the matter of his appointment in its meeting held on July 25, 2018 on the recommendation of the Nomination and Remuneration Committee and felt that his association would be of immense benefit to the Company and proposed his appointment as Independent Director under Section 149 of the Act, whose office shall not be liable to retirement by rotation, to hold office for a term of 2 years commencing from June 14, 2018 till June 13, 2020. In the opinion of the Board, he fulfill the conditions of appointment as an Independent Director as specified in the Act.

His brief resumes, educational and professional qualifications, nature of his work experience etc. are given elsewhere in this Notice.

Copy of the draft letter setting out the terms and conditions for the appointment of Mr. Ashok Kumar Agarwal as Independent Director is available for inspection by the Members at the Registered Office of the Company during normal business hours on working days up to the date of the ensuing Annual General Meeting.

The Board recommends the resolution set out at Item No. 4 as Ordinary Resolution to the Shareholders for their approval.

Mr. Ashok Kumar Agarwal, being concerned, may be deemed to be interested in the respective resolution. None of the other Directors or Key Managerial Personnel (KMPs) of the Company or their relatives, is in any way concerned or interested, financially or otherwise, in the above referred resolution.

**Place:** Gurugram  
**Dated:** July 25, 2018

**By Order of the Board of Directors**

**Registered Office:**  
48th KM Stone, Delhi Rohtak Road, Village  
Rohad, Bahadurgarh- 124507, Haryana  
**CIN:** U74920HR2003PLC035976

**Bhartendu Harit**  
Company Secretary  
ACS-15123

<b>Details of the Director seeking appointment / re-appointment at the 14th Annual General Meeting</b> {Pursuant to Secretarial Standard on General Meetings (SS-2)}		
<b>Particulars/ Name of Director</b>	<b>Mr. Tomy Sebastian</b>	<b>Mr. Ashok Kumar Agarwal</b>
<b>DIN</b>	07653403	06643537
Date of Birth / Age	27/06/1971/ 47 Years	17/06/1956/
Qualifications	Mr. Tomy Sebastian is a qualified B.Tech in Mechanical and MBA from Birla Institute of Technology, Mesra.	Mr. Ashok Kumar Agarwal graduated with Bachelors in Mechanical engineering after qualifying in the prestigious Special Class Railway Apprentice Examination in 1973.
Experience	<p>He comes with over 24 years of varied work experience. In his distinguished career, Mr. Sebastian has served in various Senior Leadership capacities. His immense contributions in previous organizations has been in increasing production levels, improving profitability, reducing cost, establishing quality culture, expansion of business etc.</p> <p>He possesses a rare combination of technologically superior acumen with extraordinary leadership skills that has made him to play a pivotal role in the Company.</p>	<p>He has more than 38 years of experience with Indian Railways in various fields like Production, Planning, Man and Asset Management, Workshop Management, Materials Management, Inventory Management, Budgetary control, Transfer of Technology, export of locos and coaches, R&amp;D.</p> <p>His last assignment was with Integral Coach Factory, Chennai as General Manager. Prior to the posting as General Manager, he was heading the Indian Railway Organization for Alternate Fuels (IROAF) of Indian Railways as Chief Administrative Officer. Before that, as Chief Mechanical Engineer – East Coast Railway, Bhubaneswar he managed the highest loading zone in Indian Railways; Chief Mechanical Engineer, Diesel Loco Modernisation, Patiala and Divisional Railway Manager, Bhopal. Mr. Agarwal has also worked in various capacities in Railway Board, New Delhi; RITES Ltd., Gurgaon and Research, Designs and Standards Organisation (RDSO), Lucknow.</p> <p>Throughout his career, Mr. Agarwal has displayed great leadership qualities and managerial skills which enabled him to deliver results in crisis situations.</p>
Terms and Conditions of appointment/ Re-appointment	Mr. Tomy Sebastian shall be appointed as Director, in the category of Whole-time Director, liable to retire by rotation.	Mr. Ashok Agarwal shall be appointed as an Independent Director, whose office shall not be liable to retire by rotation, for a term of two consecutive years w.e.f. June 14, 2018 till 13 <sup>th</sup> June, 2020.

Details of Remuneration sought to be paid	Remuneration and terms and conditions are as approved by the Shareholders in Annual General Meeting held on 27/09/2017 and shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day excluding Sunday.	Except, sitting fee for attending the Board and/or Committee Meetings, as may be determined by the Board of Directors, no remuneration is payable.
Last Remuneration drawn	N.A.	N.A.
Date of first appointment on the Board	15/11/2016	14/06/2018
No. of Shares held	Nil	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None of the other Directors or KMPs is related to him.	None of the other Directors or KMPs is related to him.
No. of Board Meetings attended/held during Financial Year 2017-18	7/7	NA
Directorships held in other companies	None	None
Chairman/ Member of the Committee of the Board of Directors of the Company as on March 31, 2017	A) JSL Lifestyle Ltd. i) Member- Corporate Social Responsibility Committee ii) Member- Nomination and Remuneration Committee.	None

# JSL LIFESTYLE LIMITED

(CIN: U74920HR2003PLC035976)

Regd. Office: 48th KM Stone, Delhi Rohtak Road,  
Village Rohad, Bahadurgarh- 124507, Haryana

## 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: U74920HR2003PLC035976

Name of the Company: JSL Lifestyle Limited

Registered office: 48th KM Stone, Delhi Rohtak Road, Village Rohad, Bahadurgarh- 124507, Haryana

Name of the member(s):	
Registered address:	
Email Id.:	
Folio No. / Client Id*:	
DP Id*:	

I / We, being the member(s) of ..... shares of the above named company,  
hereby appoints

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 15<sup>th</sup> Annual  
General Meeting of the Company, to be held on Saturday, the 29th day of September, 2018 at 11:00  
a.m. at Registered Office of the Company at 48th KM Stone, Delhi Rohtak Road, Village Rohad,  
Bahadurgarh- 124507, Haryana and at any adjournment thereof in respect of such resolutions as are  
indicated below:

Sr. No.	Resolution	For	Against
1	To adopt the Audited Financial Statements of the Company for the Financial Year ended on 31 <sup>st</sup> March, 2018 together with the Reports of the Board of Directors and the Auditors thereon.		

2	To appoint a Director in place of Mr. Tomy Sebastian (DIN: 07653403), who retires by rotation and being eligible, offers himself for re-appointment.		
3	Ratification of remuneration payable to M/s S. Chander & Associates, Cost Accountants, as Cost Auditors of the Company for the financial year 2018-19.		
4	Appointment of Mr. Ashok Kumar Agarwal as an Independent Director.		

Signed this ..... day of ..... 2018

.....  
Signature of Shareholder

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

Affix  
Revenue  
Stamp

**Notes:-**

1. This form should be signed across the stamp as per specimen signature registered with the Company.
2. The Proxy, to be effective, should be deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting.
3. A proxy need not be a member of the company.
4. A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
5. Please put a '√' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate. This is only optional.

***\*Applicable for Investors holding shares in demat form***



**ROUTE MAP:**

