

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 **16TH ANNUAL GENERAL MEETING (AGM)** of the Members of **JSL LIFESTYLE LIMITED (JSLLL)** will be held on Monday, the 30th day of September, 2019 at 12:00 Noon 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 31st March, 2019, together with the Reports of the Board of Directors and Auditors thereon.

SPECIAL BUSINESS

TO CONSIDER AND, IF THOUGHT FIT, TO PASS, WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTIONS:

2. AS A SPECIAL RESOLUTION:

RE-APPOINTMENT OF MRS. DEEPIKA JINDAL (DIN: 00015188) AS MANAGING DIRECTOR OF THE COMPANY FOR A PERIOD OF 5 YEARS FROM APRIL 01, 2019 TO MARCH 31, 2024.

RESOLVED by way of special resolution that pursuant to the provisions of Section 196, 197, 203 and all other applicable provisions and Schedule V to the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and subject to approval of Central Government, if any, the Company hereby approves appointment of Mrs. Deepika Jindal (DIN: 00015188) be and is hereby re-appointed as Managing Director of the Company with effect from April 01, 2019 on the following terms and conditions:

1. Period of Appointment: 5 Years (From April 01, 2019 to March 31, 2024).
2. Remuneration:
 - (a) Annual Fixed Pay (inclusive of basic salary, perquisites, allowances and other benefits): Rs. 4,00,00,000/- (Rupees four crores only).
 - (b) Variable Pay (Performance Linked Incentive) to be paid as per PLVR Scheme of the Company or such sum as may be determined by the Board and/or Nomination and Remuneration Committee of Directors of the Company, from time to time.
 - (c) Retirement / Other benefits:
Gratuity, provident fund, leave encashment, group personal accident insurance, mobile phone expenses, medical insurance and other benefits as per the applicable policies and rules of the Company.
3. She shall also be entitled to such annual increment as may be determined by the Nomination and Remuneration Committee of the Company.

4. She shall also be entitled to reimbursement of all legitimate expenses actually and properly incurred by him while performing his duties and such reimbursement will not form part of his remuneration.
5. She shall not be entitled for any sitting fee for attending any meetings of Board vis-à-vis Committees.
6. She shall be liable to retire by rotation. However, retirement by rotation and re-appointment shall not be deemed to be a break in service.
7. There is no contract of service in writing with Mrs. Deepika Jindal. The terms set out in the resolution may be treated in compliance of Section 190 of the Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary and settle any/or all questions/ matters arising with respect to the above matter, and to execute all such deeds, documents, agreements and writings as may be necessary for the purpose of giving effect to this Resolution, take such further steps in this regard, as may be considered desirable or expedient by the Board in the best interest of the Company.”

3. AS AN ORDINARY RESOLUTION:

APPOINTMENT OF MR. MANDEEP SINGH AS DIRECTOR.

“**RESOLVED** that pursuant to the provisions of Sections 152, 161 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Mandeep Singh (DIN: 03382667), who was appointed as an Additional Director w.e.f. 1st April, 2019 by the Board upon identification by the Nomination and Remuneration Committee (“Committee”) of the Company after satisfying the criteria laid down by the Committee and whose term expires at this Annual General Meeting, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

4. AS AN ORDINARY RESOLUTION:

APPOINTMENT OF MR. MANDEEP SINGH AS WHOLE-TIME DIRECTOR AND TO DESIGNATE HIM AS EXECUTIVE DIRECTOR AND CHIEF EXECUTIVE OFFICER OF THE COMPANY.

RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and all other applicable provisions and Schedule V of the Companies Act, 2013 read with Rules framed there under, and Articles of Association of the Company and based on the recommendations of the Nomination and Remuneration Committee, the Company hereby approves appointment of Mr. Mandeep Singh (DIN: 03382667) as Whole-time Director, designated as Executive Director and Chief Executive Officer of the Company on the terms and conditions and remuneration mentioned hereunder:-

1. Period of appointment: 5 years with effect from 1st April, 2019 to 31st March, 2024.
2. Remuneration:
 - a. Annual Fixed Pay (inclusive of basic salary, perquisites, allowances and other benefits): Upto Rs.1,75,93,120/- (Rupees One Crore Seventy Five Lakhs Ninety Three Thousand One Hundred Twenty only)
 - b. Variable Pay (Performance Linked Incentive) to be paid as per PLVR Scheme of the Company or such sum as may be determined by the Board and/or Nomination and Remuneration Committee of Directors of the Company, from time to time.
 - c. Retirement / Other benefits: Gratuity, provident fund, leave encashment, group personal accident insurance, mobile phone expenses, medical insurance and other benefits as per the applicable policies and rules of the Company.
3. He shall also be entitled to such annual increment as may be determined by the Board and/or

Nomination and Remuneration Committee of Directors of the Company.

4. He shall also be entitled to reimbursement of all legitimate expenses actually and properly incurred by him while performing his duties and such reimbursement will not form part of his remuneration.
5. He shall not be paid any sitting fees for attending the meetings of the Board of Directors or Committees thereof.
6. He shall be liable to retire by rotation. However, retirement by rotation and re-appointment shall not be deemed to be a break in service.
7. There is no contract of service with Mr. Mandeep Singh. The terms set out in the resolution may be treated in compliance of Section 190 of the Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary and settle any/or all questions/ matters arising with respect to the above matter, and to execute all such deeds, documents, agreements and writings as may be necessary for the purpose of giving effect to this Resolution, take such further steps in this regard, as may be considered desirable or expedient by the Board in the best interest of the Company.”

5. AS AN ORDINARY RESOLUTION:

APPOINTMENT OF MR. VIJAY KUMAR SHARMA (DIN: 01468701) AS NON-EXECUTIVE, NON-INDEPENDENT DIRECTOR OF THE COMPANY.

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and all other applicable provisions, if any, and Schedule IV of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, as may be amended from time to time, Mr. Vijay Kumar Sharma (DIN: 01468701), who was appointed as an Additional Director w.e.f. May 06, 2019 by the Board of Directors upon identification by the Nomination and Remuneration Committee of the Company after satisfying the criteria laid by the Nomination and Remuneration Committee, be and is hereby appointed as an Non-Executive, Non-Independent Director of the Company, whose office shall be liable to retirement by rotation.”

6. AS A SPECIAL RESOLUTION:

RE-APPOINTMENT OF MR. ABHISHEK PODDAR (DIN: 00031175) AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR A PERIOD OF FIVE YEARS.

“**RESOLVED** by way of special resolution that pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Abhishek Poddar (DIN: 00031175), Independent, Non-Executive Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for reappointment, be and is hereby re-appointed as an Independent, Non-Executive Director of the Company to hold office for another term of five consecutive years with effect from September 25, 2019 upto September 24, 2024 and whose office shall not be liable to retire by rotation.”

7. AS AN ORDINARY RESOLUTION:

RATIFICATION OF REMUNERATION PAYABLE TO M/S S. CHANDER & ASSOCIATES, COST ACCOUNTANTS, AS COST AUDITORS OF THE COMPANY FOR THE FINANCIAL YEAR 2019-20.

RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 read with the 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.1,50,000 (Rupees One Lakh Fifty Thousand only) fixed by the Board of Directors of the Company to be paid to M/s S. Chander & Associates, Cost Accountants, 212, 2nd Floor, Sarai Pipal Thala, GT Karnal Road, Adarsh Nagar, Delhi-110033, the Cost Auditors appointed by the Board of Directors of the Company for the financial year 2019-20 for conducting audit of cost accounting records of business activities relating to Steel business of the Company, be and is hereby ratified.”

By Order of the Board of Directors

Registered Office:

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

Date: August 5, 2019

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. 2:

Members of the Company at the Extraordinary General Meeting held on March 17, 2016 had approved the re-appointment of Mrs. Deepika Jindal as Managing Director for a period of three years with effect from April 01, 2016 till March 31, 2019, along with other terms & conditions of appointment, including payment of remuneration.

Keeping in view the performance of the Company under her aegis, recommendation of Audit Committee and Nomination and Remuneration Committee of the Board of Directors of the Company, the Board of Directors of the Company at its meeting held on 22nd January, 2019 reappointed Mrs. Deepika Jindal as Managing Director of the Company for a period of five years with effect from April 1, 2019, subject to approval of members of the Company.

Mrs. Deepika Jindal is not disqualified from being appointed as Managing Director of the Company in terms of Section 196 of the Companies Act, 2013 and has given her consent to act as Managing Director. Her profile and other information as required in terms of Secretarial Standard-2 issued by the Institute of Company Secretaries of India is given under the head “Additional Information”.

In compliance with the provisions of Section 197 of the Companies Act, 2013, the remuneration and other terms and conditions as specified in the resolution are placed before the Members in the general meeting for their approval.

There is no contract of service in writing with Mrs. Deepika Jindal. The terms set out in the resolution may be treated in compliance of Section 190 of the Act.

Your Directors recommend the resolution set out at Item No. 2 as a Special Resolution for your approval.

Mrs. Deepika Jindal is interested in the resolution set out at Item No. 2 of this notice. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the above referred resolution.

ITEM NO. 3 & 4

The Board of Directors had appointed Mr. Mandeep Singh as an Additional Director with effect from 1st April, 2019. The Board also appointed him as the Whole Time Director designated as Executive Director & Chief Executive Officer of the Company for a period of five years w.e.f. April 1, 2019, on terms and conditions recommended by the Nomination and Remuneration Committee, subject to the approval of shareholders. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from a Member proposing his candidature for the office of Director.

In terms of the provisions of Section 161(1) of the Act, Mr. Mandeep Singh will hold office up to the date of the ensuing AGM of the Company. He is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as Director.

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

In compliance with the provisions of Section 197 of the Companies Act, 2013, the remuneration and other terms and conditions as specified in the resolution are placed before the members in the general meeting for their approval.

There is no contract of service in writing with Mr. Mandeep Singh. The terms set out in the resolution may be treated in compliance of Section 190 of the Act.

Your Directors recommend the resolutions at Item Nos. 3 & 4 as Ordinary Resolutions for your approval. Mr. Mandeep Singh is interested in the resolutions set out at Item Nos. 3 & 4 of this Notice with regard to his appointment and remuneration. Save and except the above, none of the other Directors / Key

Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the above referred resolutions.

ITEM NO. 5

The Board of Directors had appointed Mr. Vijay Kumar Sharma (DIN: 01468701) as an Additional Director (Non Executive, Non – Independent) with effect from May 6, 2019, pursuant to Section 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. He will be liable to retire by rotation.

A notice pursuant to Section 160 of the Companies Act, 2013 has been received from a member signifying its intention to propose him as a candidate for the office of Director. He 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.

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

The Board recommends the resolution set out at Item No. 5 as an Ordinary Resolution to the Shareholders for their approval.

Mr. Vijay Kumar Sharma, 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.

ITEM NO. 6

In terms of Section 149 of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Qualification of Directors), Rules 2014, the Independent Directors shall hold office for a period of up to 5 consecutive years and shall not be liable to retire by rotation. They may be appointed for a maximum of two consecutive terms of up to 5 years each.

Mr. Abhishek Poddar was appointed as an Independent, Non-Executive Director of the Company to hold office for five consecutive years for a term up to September 25, 2019, by the Members of the Company in the 11th AGM held on September 26, 2014.

The Board of Directors at its meeting held on 5th August, 2019, on recommendations of Nomination and Remuneration Committee and keeping in view his performance, skills, experience and contributions in the first term, approved his re-appointment, subject to approval of shareholders, as an Independent Director for a further period of five years with effect from 25th September, 2019, whose office shall not be liable to retire by rotation.

In the opinion of the Board, his continued association would be of immense benefit to the Company. Mr. Abhishek Poddar fulfills conditions of appointment as Independent Director as specified in the Act. He is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director. The Company has also received declaration from him that he meets the criteria of Independence as prescribed under Section 149(6) of the Act.

His brief resume, educational and professional qualifications, nature of his work experience etc. are given under the head “Additional Information”.

Copy of the draft letter setting out the terms and conditions for the appointment of Mr. Abhishek Poddar 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.

Your Directors recommend the resolution set out at Item No. 6 as a Special Resolution for your approval.

Mr. Abhishek Poddar, 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.

ITEM NO. 7

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 August 5, 2019, 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 2019-20 in respect of business activities relating to Stainless Steel, at a remuneration of Rs.1,50,000/- (Rupees One Lakh Fifty Thousand only), subject to ratification by the members.

Accordingly, the Board recommends the Ordinary Resolution set out at Item No. 7 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.

By Order of the Board of Directors

Registered Office:

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

Date: August 5, 2019

Bhartendu Harit
Company Secretary
ACS-15123

Details of the Director seeking appointment / re-appointment at the 16th Annual General Meeting {Pursuant to Secretarial Standard on General Meetings (SS-2)}		
Particulars/ Name of Director	Mrs. Deepika Jindal	Mr. Mandeep Singh
DIN	00015188	03382667
Date of Birth / Age	18 th February, 1965 / 54 years	5 th June, 1969 / 49 years
Qualifications	Mrs. Deepika Jindal is an Art graduate.	Mr. Mandeep Singh holds degree in Management.
Experience	<p>Mrs. Deepika Jindal is an Art graduate. She has versatile experience in corporate and business management.</p> <p>Mrs. Deepika Jindal, Managing Director of JSL Lifestyle Limited (brand arttdinox and ARC), is a name to reckon with when it comes to design. She initiated her design journey with manufacturing lifestyle products in Stainless Steel under the brand name of 'arttd'inox'. It is under her able guidance and vision that arttdinox is one of India's first blended lifestyle stainless steel accessories company having a world standard manufacturing unit producing products exclusively designed by a very able and talented team of designers. Nurturing the brand arttd'inox has grown on to give the country first Luxury Stainless steel modular kitchens and Stainless steel furniture. Under her aegis arttd'inox has won lot of highly acclaimed awards such as EDIDA, India Design Mark, Red Dot (honorary award).</p> <p>Following her passion to promote stainless steel in all its forms, she founded 'The Stainless' an art gallery, where she patronizes artists to create beautiful pieces of art in this material, giving them all infrastructural and financial support.</p> <p>Mrs. Jindal is also the Chairperson of O.P. Jindal Modern</p>	<p>Mr. Mandeep Singh has rich experience around 29 years in providing strategic direction & disruptive business models for leading global & local brands in India & International Markets. He has built businesses in diverse sectors (in consumer products & services space) & in B2C & B2B domains. As a result-oriented and decisive leader, he has maintained high quality performance standards to meet challenges of fast paced and competitive business environment, consistently delivering business goals and value to shareholders.</p> <p>As a persuasive communicator, he possesses strong relationship management skills and an ability to forge cross-border strategic business alliances by leading cross-functional & cross-cultural teams. Experience in multiple sectors highlights his adaptability & learning agility. Experience in start-ups and building new line of businesses highlights his entrepreneurial mindset.</p> <p>He has won various global awards. He has excelled in academics as he holds Management degree and he is a National Scholarship holder.</p> <p>Mr. Mandeep Singh has worked with companies like Brandtone, D-Light Design, Western Union, AMUL etc. and prior to joining the Company, he was working with Frontier Markets as CEO.</p>

	<p>School and Vidya Devi Jindal School, Hisar. She's been constantly mentoring the schools into very good educational institutions.</p> <p>She is also the Chairperson of O.P. Jindal Cancer Hospital, N.C. Jindal Institute of Medical Care & Research, a 250 bed Multi Specialty Hospital – giving them the vision and guiding them to provide the best medical care to the people of Hisar and around. Always wanting to give back to the society Mrs. Jindal is the Chairperson of Jindal Stainless Foundation – a CSR wing of Jindal Stainless Limited. Recently under the same arena JSL Lifestyle Limited won the PDH Astitva award under Mrs. Jindal's leadership.</p>	
Terms and Conditions of appointment/ Re-appointment	Terms and conditions are mentioned in the resolution at Item No. 2.	Terms and conditions are mentioned in the resolution at Item No. 3 and 4.
Details of Remuneration sought to be paid	Please refer resolution at Item No. 2.	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	Mrs. Deepika Jindal received a total remuneration of Rs.2,26,80,000 for the year 2018-19.	Not applicable, as he has been appointed as Executive Director with effect from 1 st April, 2019.
Date of first appointment on the Board	30 th September, 2005	1 st April, 2019
No. of Shares held	29,49,024 equity shares (including 2 shares held by nominees) as on 31st March, 2019.	Nil

Relationship with other Directors, Manager and other Key Managerial Personnel of the Company.	None of the other Directors or KMPs is related to her.	None of the other Directors or KMPs is related to him.
No. of Board Meetings attended/ held during Financial Year 2018-19	5/5	NA
Details of Directorships / Committee Chairmanship and Memberships in other companies	<p>Director of Jindal Stainless (Hisar) Limited; JSL Limited; Jindal Stainless Steelway Limited; Synergy Environics Limited.</p> <p>Chairperson of Corporate Social Responsibility Committee of Jindal Stainless (Hisar) Limited; Member of Corporate Social Responsibility Committee of Jindal Stainless Steelway Limited.</p>	Nil

Particulars/ Name of Director	Mr. Abhishek Poddar	Mr. Vijay Kumar Sharma
DIN	00031175	01468701
Date of Birth / Age	13th August, 1967 / 51 years	22 nd January, 1963 / 56 years
Qualifications	B.Com (Hons.) from St. Xavier's College, Kolkata	Engineer from PEC, Chandigarh, and MBA from FMS.
Experience	<p>Mr. Poddar worked initially at Khaitan & Co., and later at the Standard Chartered Bank before joining the family businesses. Matheson Bosanquet, with activities in tea production, trading and export, Sua Explosives & Accessories Private Limited, which manufactures and supplies mining explosives and accessories in India, catering to both the domestic and international market.</p> <p>Poddar is also a prominent collector and patron of the arts in India and serves as the Founder-Trustee at the Museum of Art & Photography Foundation.</p> <p>He was named as one of Asia's 2018 Heroes of Philanthropy by Forbes Magazine. He was also the Honorary Consul for Poland in Bangalore until recently.</p> <p>He also founded The Art and Photography Foundation, a not-for-profit which is now in the process of establishing India's most modern and accessible museum.</p>	<p>Mr. Vijay Kumar Sharma is an Engineer from PEC, Chandigarh, and has done his MBA from FMS. In addition, he has also done various specializations from Institutes like; YMCA, IIFT & IIM (A). He has also presented papers in academic institutes and international Stainless Steel Conferences.</p> <p>Mr. Sharma has over 30 Years of professional experience. He joined Jindal group in 2000 and has worked with the organization in various capacities. Previously he has worked with Escorts Yamaha Limited in Marketing and Sales functions for Auto products.</p> <p>He has worked across fields such as Domestic & International Sales, Marketing, Distribution, Brand Awareness, Product Development and Product Strategy in his 3 decades of career.</p> <p>Mr. Sharma has a rich International & Domestic Marketing exposure and has extensively traveled to more than 40 countries.</p>
Terms and Conditions of appointment/ Re-appointment	Please refer to the resolution at Item No. 6 for details.	Please refer to the resolution at Item No. 5 for details.
Details of Remuneration sought to be paid	Except, sitting fee for attending the Board and/or Committee Meetings, as may be determined by the Board of Directors, no remuneration is payable.	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	1 st April, 2011	6 th May, 2019
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 2018-19	5/5	N.A.
Details of Directorships / Committee Chairmanship and Memberships in other companies	Director of Sua Explosives and Accessories Private Limited, Matheson Bosanquet Enterprises Private Limited, Neology Solutions Private Limited, Yettinahole Hydro Electric Company Private Limited, Sua Resorts Private Limited, Mb Leisure Tours Private Limited, Cem Toll Plaza Private Limited, Neology Solutions Private Limited, Videzee Solutions Private Limited, Cinnamon Boutique Private Limited, Tasveer Arts Private Limited, Hope Textiles Ltd, Opezee Private Limited, Syenergy Environics Limited.	Director of Jindal Stainless Steelway Limited, Pacific Metallic Trading Company Private Limited and Jindal Stainless Corporate Management Services Private Limited.

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:.....E
mail Id.:Signature:, or failing him

Name:.....Address:.....E
mailld.....Signature:.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 16th Annual
General Meeting of the Company, to be held on Monday, the 30th day of September, 2019 at 12:00
Noon 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 st March, 2019 together with the Reports of the Board of Directors and the Auditors thereon.		

2	Re-appointment of Mrs. Deepika Jindal (DIN: 00015188) as Managing Director of the Company for a period of 5 years from April 01, 2019 to March 31, 2024.		
3	Appointment of Mr. Mandeep Singh as Director.		
4	Appointment of Mr. Mandeep Singh as Whole-Time Director and to designate him as Executive Director and Chief Executive Officer of the Company.		
5	Appointment of Mr. Vijay Kumar Sharma (DIN: 01468701) as Non-Executive, Non-Independent Director of the Company.		
6	Re-appointment of Mr. Abhishek Poddar (DIN: 00031175) as an Independent Director of the Company for a period of five years.		
7	Ratification of remuneration payable to M/s S. Chander & Associates, Cost Accountants, as Cost Auditors of the Company for the financial year 2019-20.		

Signed this day of 2019

.....
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:

