

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 **17TH ANNUAL GENERAL MEETING (AGM)** of the Members of **JSL LIFESTYLE LIMITED (JSL)** will be held on Monday, the 28th day of December, 2020 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 31st March, 2020, together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mrs. Deepika Jindal (DIN: 00015188), who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS

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

3. 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 2020-21.

“**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 2020-21 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: November 19, 2020

Bhartendu Harit

Company Secretary

ICSI Membership No. A15123

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 Director seeking 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 September 8, 2020, 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 2020-21 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. 2 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: November 19, 2020

Bhartendu Harit

Company Secretary

ICSI Membership No. A15123

Details of the Director seeking appointment / re-appointment at the 17th Annual General Meeting {Pursuant to Secretarial Standard on General Meetings (SS-2)}	
Particulars/ Name of Director	Mrs. Deepika Jindal
DIN	00015188
Date of Birth / Age	18 th February, 1965 / 54 years
Qualifications	Mrs. Deepika Jindal is an Art graduate.
Experience	Mrs. Deepika Jindal, an art graduate, has versatile experience in corporate and business management. 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 arttd'inox 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). Always wanting to give back to the society Mrs. Jindal is the Chairperson of Jindal Stainless Foundation – a CSR wing of Jindal Stainless Group. Recently under the same arena JSL Lifestyle Limited won the PDH Astitva award under Mrs. Jindal's leadership. Mrs. Jindal has been felicitated with 'Woman Entrepreneur of the Year' award by Franchise India Holdings Limited. The Franchise Awards put standards, ethics and best practice at the top of their agenda. Through positive recognition of those that lead the way, the Franchise Awards are seen as the industry's top accolade.
Terms and Conditions of appointment/ Re-appointment	Terms and conditions of appointment/ re-appointment of Mrs. Deepika Jindal were approved by the shareholders at Extraordinary General Meeting held on 13 th January, 2020. Her appointment is liable to retire by rotation.
Details of Remuneration sought to be paid	Remuneration of Mrs. Deepika Jindal has already been approved by the shareholders at Extraordinary General Meeting held on 13 th January, 2020.
Last Remuneration drawn	Mrs. Deepika Jindal received a total remuneration of Rs.2,26,80,000 for the year 2018-19.
Date of first appointment on the Board	30 th September, 2005
No. of Shares held	29,49,024 equity shares (including 2 shares held by nominees) as on 31st March, 2020.
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company.	None of the other Directors or KMPs is related to her.
No. of Board Meetings attended/ held during Financial Year 2019-20	4/4

<p>Details of Directorships / Committee Chairmanship and Memberships in other companies</p>	<p>Director of Jindal Stainless (Hisar) 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>
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ROUTE MAP:

