



**JYOTI STRUCTURES LIMITED**

CIN No: L45200MH1974PLC017494

Regd. Office: Valecha Chambers, 6<sup>th</sup> Floor, New Link Road, Andheri West, Mumbai-400053

E-mail: [investor@jssl.co.in](mailto:investor@jssl.co.in) Website: [www.jyotisttructures.in](http://www.jyotisttructures.in)

**NOTICE**

**NOTICE** is hereby given that the Forty-Seventh Annual General Meeting (“AGM”) of the Members of the Jyoti Structures Limited (“the Company”) will be held through video conferencing as per Ministry of Corporate affairs as amended circular dated January 13, 2021 read with circular dated May 5, 2020, April 8, 2020 & April 13, 2020 on **Friday, September 30, 2022** at 11.00 a.m. through Video Conferencing/ Other Audio- Visual Means (“VC”)/ (“OAVM”) to transact the following business:

**ORDINARY BUSINESS:**

- 1. To receive, consider and adopt Audited Standalone & Consolidated Financial Statements of the Company for the financial year ended March 31, 2022, and the Report of Board of Directors’ and Auditor’s thereon.**
- 2. To Appoint M/s G. P. Sharma & Co., LLP, Chartered Accountants as Statutory Auditors from the conclusion of this Annual General Meeting until the conclusion of the Forty-Eighth Annual General Meeting and to fix their remuneration:**

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time for appointment of statutory auditors, M/s G. P. Sharma & Co., LLP, Chartered Accountants, (Firm Registration No.109957W/W100247) who have confirmed their eligibility for appointment of Statutory Auditor in terms of Section 141 of the Companies Act, 2013 and applicable Rules be and is hereby appointed as Statutory Auditors of the Company to hold office for a period of 1 year from the conclusion of the Forty Seventh Annual General Meeting of the Company till the conclusion of the Forty Eighth Annual General Meeting, to examine and audit the accounts of the Company at Mumbai and other divisions, on such remuneration as may be approved by the Audit Committee and / or Board of Directors of the Company in addition to applicable taxes and reimbursement of out of pocket expenses incurred by them.”

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**RESOLVED FURTHER THAT** the Board of Directors or Audit Committee thereof, be and are hereby severally authorised to decide and finalise the terms and conditions of appointment, including the remuneration of the Statutory Auditors.

**RESOLVED FURTHER THAT** the Board of Directors or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be required to give effect to the resolution including filing of requisite e-forms with the Registrar of Companies.”

### **SPECIAL BUSINESS:**

**3. To approve revised terms of the engagement of Dr. Rajendra Prasad Singh as Non-executive Independent Director:**

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

“**RESOLVED THAT** pursuant to the provisions of Section 197 read with Schedule V of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), and Articles of Association of the Company, consent and approval of members of the Company, be and is hereby accorded for payment of remuneration Rs.12,00,000/- ( Rupees Twelve Lacs only) per month w.e.f. the month of July, 2022, under Section II of Part II of Schedule V, to Dr. Rajendra Prasad Singh (DIN 00004812), Non-Executive, Independent Director of the Company.

**RESOLVED FURTHER THAT** the Board of Directors or Company Secretary of the Company be and are hereby severally authorized to take such steps and to do all such acts, deeds and things as may be necessary in this regard for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and to execute deeds, applications, documents and writings that may be required on behalf of the Company, including digitally signing and filing the necessary forms, delegation of powers to any director or committee of directors or any other person as it may deem fit subject to the provisions of the Companies Act, 2013 and generally to do all such acts, deeds, matters and things as may be necessary proper, expedient or incidental for giving effect to this resolution.”

**4. To approve the Amendment in Articles of Association (AOA)**

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

“**RESOLVED THAT** subject to the provisions of Section 14 of the Companies Act, 2013, and other applicable provisions, if any (including any statutory modification(s) or re-enactment thereof for the time being in force), consent and approval of the members, be and are hereby accorded to the amendment of the Articles of Association of the Company by inclusion of the following clause 104A to 104F immediately after Clause 104 of the Articles of Association.

### “104A. Revival Committee

“104A In furtherance of ensuring the effective turnaround and revival of the Company under the approved resolution plan, the Board shall constitute a Revival Committee. The first members of the Revival Committee shall be:

1. Mr. Kanayo R. Thakur
2. Mr. Prakash K. Thakur
3. Mr. I.C. Jaiswal
4. Incumbent CEO of the Company

The Board may modify the composition of the Revival Committee and fix the remuneration of the members of the Revival Committee as it may deem fit by way of a resolution.

Provided that:

As per the approved resolution plan, Mr. Kanayo R. Thakur and Mr. Prakash Thakur are required to work actively to support the revival of the Company. They have provided their personal guarantees and pledged their current and future shareholding in the Company in favor of the secured financial creditors. They will remain members of the Revival Committee until such time that their personal guarantees and pledge of shares remain valid.

104B. The first chairman of the Revival Committee shall be [Mr. I.C. Jaiswal]. The Board may, by way of a resolution, nominate/replace the chairman of the Revival Committee from time to time.

104C. The Revival Committee will support the Company in fulfilling the objectives of the resolution plan approved in respect of the Company and in effectively implementing the turnaround and revival of the Company. The Revival Committee may recommend and monitor steps to be taken for the revival of the Company under the approved resolution plan. The Revival Committee will report to the Board and act as an interface between the Board and the company management.

104D. The terms of reference of the Revival Committee will be as follows:

- A. Setting up/recommending the turnaround strategy of the Company to the Board;
- B. Actively recommending various actions to be undertaken for reviving the business and operations of the Company;
- C. Analyzing, advising and making recommendations on the annual business plan, annual budget and other business strategies of the Company along with compliance of the same with applicable laws;
- D. Performing any other additional tasks delegated to it by the Board of the Company.

104E. The participation of members in a meeting of the Revival Committee may be either in person or through video conferencing or audio-visual means or teleconferencing, as may be prescribed by the Rules or permitted under law.

104F. (1) The Revival Committee may meet and adjourn as it thinks fit.

- (2) Questions arising at any meeting of the Revival Committee shall be determined by a majority of votes of the members present. In case of an equality of votes, the Chairperson of the Revival Committee shall have a second or casting vote

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**RESOLVED FURTHER THAT** the Board of Directors or Company Secretary of the Company be and are hereby severally authorized to undertake all such acts, deeds, matters and things to finalize and execute all such deeds, documents and writings as may be deemed necessary, proper, desirable and expedient in its absolute discretion, to enable this resolution, and to settle any question, difficulty or doubt that may arise in this regard.

**RESOLVED FURTHER THAT** the Board of Directors or Company Secretary of the Company be and are hereby authorized severally to file necessary e-forms with the Registrar of Companies, Mumbai, in applicable e-Forms and to do all such acts, deeds and things as may be necessary to give effect to the above resolution.”

**5. To approve adoption of Memorandum of Association (MOA) as per Companies Act, 2013**

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

“**RESOLVED THAT** subject to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013 and read with applicable provisions of the Companies Rules, 2014, the consent and approval of the members, be and are hereby accorded to adopt new set of Clauses of Memorandum of Association of the Company in accordance with the provisions of the Companies Act, 2013 in place of the existing Memorandum of Association of the Company.

**RESOLVED FURTHER THAT** the Board of Directors or Company Secretary of the Company be and are hereby severally authorized to undertake all such acts, deeds, matters and things to finalize and execute all such deeds, documents and writings as may be deemed necessary, proper, desirable and expedient in its absolute discretion, to enable this resolution, and to settle any question, difficulty or doubt that may arise in this regard.

**RESOLVED FURTHER THAT** the Board of Directors or Company Secretary of the Company be and are hereby severally authorized to file necessary e-forms with the Registrar of Companies, Mumbai, in applicable e-Forms and to do all such acts, deeds and things as may be necessary to give effect to the above resolution.”

**For Jyoti Structures Limited**

**Sd/-  
Sonali K. Gaikwad  
Company Secretary & Compliance Officer  
ACS 31201**

**Date: September 6, 2022**

**Place: Mumbai**

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### NOTES:

- 1) An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”) which sets out details relating to Special Business to be transacted at the 47<sup>th</sup> Annual General Meeting (“AGM”), is annexed hereto.
- 2) The Ministry of Corporate Affairs (“MCA”) vide its Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 19/2021 dated December 08, 2021 and Circular No.21/2021 dated December 14, 2021 (collectively referred to as “MCA Circulars”) has permitted Companies to conduct 47<sup>th</sup> Annual General Meeting through Video Conferencing (“VC”) and Other Audio Visual Means (“OAVM”) without the physical presence of Members at a Common Venue. The deemed venue of the AGM shall be the Registered Office of the Company. In terms of MCA Circulars and the provisions of the Act, the AGM of the Members is to be held through VC/OAVM. Hence, Members can attend and participate in the AGM through VC/OAVM only. The detailed procedure for participating in the AGM through VC/OAVM is annexed herewith and also available at the Company’s website [www.jyotisttructures.in](http://www.jyotisttructures.in).
- 3) The AGM Notice along with the Annual Report shall be placed on the Company’s website [www.jyotisttructures.in](http://www.jyotisttructures.in) and websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively
- 4) As per the MCA amended circular dated January 13, 2021 and SEBI Circular dated January 15, 2021, financial statements (including Board’s report, Auditor’s report etc.) are circulated along with the notice of meeting by way of email only to the members and to all other persons so entitled to receive the same under the Act.
- 5) As per the aforesaid circular provisions of appointment of proxy by the member(s) of the Company are not applicable to General meeting convened through VC/OAVM. Accordingly, members cannot appoint a proxy and have to attend the meeting through Video Conferencing personally.
- 6) Institutional / Corporate Shareholders (i.e., other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/ Authorization shall be sent to the Company by email through its registered email address to [investor@jsl.co.in](mailto:investor@jsl.co.in).
- 7) Pursuant to the provisions of section 91 of the Act, the Register of Members and Share Transfer Registers of the Company will remain closed from Tuesday, September 27, 2022 to Thursday, September 29, 2022 both days inclusive. Members holding shares either in physical form or in dematerialized form, as on Friday, September 23, 2022 i.e. cut-off date, may cast their vote electronically.

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8) SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated November 03, 2021 and clarification issued vide Circular No. SEBI/HO/MIRSD/ MIRSD\_RTAMB/P/CIR/2021/687 dated December 14, 2021 has mandated all listed Companies to record/update the KYC details i.e. PAN, Nomination and Bank Account details of the first holder for the shares held in physical mode. The Company has sent a letter to all the Members holding shares in physical mode whose details are yet to be updated seeking the aforesaid information. Detailed information in this regard is available at the Company's website [https://www.jyotisttructures.in/update\\_kyc.html](https://www.jyotisttructures.in/update_kyc.html) . Members holding shares in physical form are requested to ensure the aforesaid KYC details are updated with the Company's Registrar and Share Transfer Agents, M/s. Bigshare services Pvt Ltd ("RTA") before April 01,2023, post which the said folios shall be frozen. In case, the folios continue to remain frozen, till December 31, 2025, the same shall be referred to the Administering Authority under the Benami Transactions (Prohibitions) Act, 1988 and Prevention of Money Laundering Act, 2002.

9) As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities.

In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form.

10) In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.

11) Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act

12) Members who have not registered their e-mail addresses are requested to register their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participant and with BigshareServices Pvt. Ltd., Registrar and Share Transfer Agent for shares held in physical form.

13) Members are requested to notify immediately any change in their addresses and / or bank mandate details to the Company's Registrar and Share Transfer Agents, Bigshare Services Pvt. Ltd., at S6 – 2 Pinnacle Business Park, Mahakali Caves Road, Next to Ahura Centre, Andheri ( E ) , Mumbai 400093, for shares held in physical form and to their respective Depository Participants (DP) for shares held in electronic form.

14) The relevant details, pursuant to Regulations 26(4) and 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM is annexed.

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- 15) With a view to serving the members better and for administrative convenience, an attempt would be made to consolidate multiple folios. Members who hold shares in identical names and in the same order of names in more than one folio are requested to write to the Company to consolidate their holdings in one folio.
- 16) As the equity shares of the Company are compulsorily traded in demat form, members holding equity shares in physical form are requested to get the shares converted in demat form.
- 17) Members are requested to make use of Nomination facility by filing Form SH-13. In case of shares held in demat mode Form SH-13 has to be lodged with the respective DP and in case of the shares held in physical mode the same has to be lodged with the Company or its Share Transfer Agents.
- 18) Members are requested to note that in case of transfers, deletion of name of deceased shareholder, transmission and transposition of names in respect of shares held in physical form, submission of photocopy of PAN Card of the transferee(s), surviving holder(s), legal heir(s) and joint holder(s) respectively, along with necessary documents at the time of lodgement of request for these transactions, is mandatory.
- 19) As per the MCA circular dated April 13, 2020, Members may also note that Poll will be not applicable, hence ballot paper is not required. Poll through email, procedure prescribed in Section 109 read with Rules to be followed is not applicable.
- 20) The manner in which the members who are holding shares in physical form or who have not registered their email addresses with the company can cast their vote through remote e-voting or through the e-voting system during the meeting;
- 21) The members who have cast their vote by remote-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again;
- 22) The remote e-voting period commences on Tuesday, September 27, 2022 (9:00 a.m. IST) and ends on Thursday, September 29, 2022 (5:00 p.m. IST).
- 23) Any member seeking further information or queries on the Financial Data and any other matter mentioned in the notice are requested to send their queries in writing to the [investor@jssl.co.in](mailto:investor@jssl.co.in) so as to reach at least one week in advance to enable the Management to keep the information ready. The same will be replied by the Company suitably.
- 24) The Board of Directors has appointed M/s. VLA & Associates, Practicing Company Secretaries as the Scrutinizer to scrutinize the voting during the AGM and remote e-voting process in a fair and transparent manner.
- 25) The results declared along with the Scrutinizers Report shall be placed on the Company's website [www.jyotisttructures.in](http://www.jyotisttructures.in) and communicated to the Stock Exchanges immediately after the result is declared.

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26) Since the AGM will be held through VC/OAVM, the route map is not annexed in this Notice.

### **INSTRUCTIONS FOR MEMBERS FOR VOTING ELECTRONICALLY ARE AS UNDER:**

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the AGM venue is not required and general meeting be held through video conferencing (VC) or other audiovisual means (OAVM). Hence, Members can attend and participate in the ensuing EGM/AGM through VC/ OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.jyotisttructures.in](http://www.jyotisttructures.in). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and



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National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

7. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.

### **INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC ARE AS UNDER:**

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join General meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [investor@jsl.co.in](mailto:investor@jsl.co.in). The same will be replied by the Company suitably.

### **THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER: -**

The remote e-voting period begins on Tuesday, September 27, 2022 at 09.00 am and ends on Thursday, September 29, 2022 at 05.00 pm. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Friday, September 23, 2022 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday, September 23, 2022.

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### How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

#### Step 1: Access to NSDL e-Voting system



- A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"><li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li><li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li><li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “<b>Login</b>” which is available under ‘<b>Shareholder/Member</b>’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a</li></ol>

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	<p>Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p><b>NSDL Mobile App is available on</b></p> <p> App Store  Google Play</p> <div style="display: flex; justify-content: space-around;"></div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"><li>1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li><li>2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li><li>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li><li>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</li></ol>

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Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Type of shareholders	Login Method
	<p>Click on options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>2. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS" Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A newscreen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider -NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

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<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1. Existing users who have opted for Easi/ Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/ Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>2. After successful login of Easi/ Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</li> <li>3. If the user is not registered for Easi/ Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or <b>e-Voting service provider-NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43</p>

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**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

### **How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below:

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the

email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
    - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
    - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
    - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
    - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
  7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
  8. Now, you will have to click on "Login" button.
  9. After you click on the "Login" button, Home page of e-Voting will open.

### **Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

#### **How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting"
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

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7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [vloconsultant@gmail.com](mailto:vloconsultant@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority** Letter" displayed under "**e-Voting**" tab in their login.
3. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
4. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30.

### **PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL IDS ARE NOT REGISTERED WITH THE DEPOSITORIES FOR PROCURING USER ID AND PASSWORD AND REGISTRATION OF E MAIL IDS FOR E-VOTING FOR THE RESOLUTIONS SET OUT IN THIS NOTICE:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [investor@jsl.co.in](mailto:investor@jsl.co.in).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [investor@jsl.co.in](mailto:investor@jsl.co.in). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. [Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode](#).
3. Alternatively, shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility



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### **THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OVAM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

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### **STATEMENT TO BE ANNEXED TO NOTICE PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ("THE ACT")**

#### **ITEM NO. 2**

M/s G. P. Sharma & Co., LLP Chartered Accountants is a well-known CA firm established in the year 1990. The firm is CAG Empaneled with No. BO1981. The organization is a congregation of professionally qualified, experienced, supported with young and energetic partners having dynamic approach to provide value added benefits accruing to the clients. The firm is engaged in activities in the line of Accounting, Auditing and Corporate restructuring, Corporate Law, Secretarial Compliances, Litigation support, Taxation matters and other allied services.

The Audit Committee and the Board have recommended their appointment as the Statutory Auditors of the Company for a term of one year from the conclusion of 47<sup>th</sup> Annual General Meeting till the conclusion of the 48<sup>th</sup> Annual General Meeting. The proposed fee is Rs. 9,00,000/- per annum, in addition to applicable taxes and reimbursement of out of pocket expenses incurred by them.

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

The Board recommends the resolution set out in item no. 2 of this notice for the approval of the Shareholders of the Company.

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

In the Nomination and Remuneration Committee ("NRC") meeting held on 5th January, 2022, the NRC has considered the terms of engagement of Dr. Rajendra Prasad Singh.

Dr. R.P. Singh is the former longest serving Chairman and Managing Director of Power Grid Corporation of India Ltd., a Government of India enterprise holding Maha Navratna status. It is India's largest electric power transmission utility. Dr. R.P. Singh is known for his contributions in the Indian power sector, particularly establishment of the national power transmission grid and modern load dispatch centers. Dr. R.P. Singh was responsible for restoration and normalization of power grid during various natural calamity emergencies in India.

Dr. R.P. Singh is the recipient of many national and international awards including from the World Bank, Electric Power Research Institute, USA and the SCOPE Excellence Award. He is also a member of the board of directors of a number of top corporates in India, including Azure Power.

Dr. R.P. Singh is a respected author and has published two books. He holds a post-graduate degree in Mechanical Engineering from Banaras Hindu University. In recognition of his contributions, he was conferred with the Degree of Doctor of Science by Banaras Hindu University in 2007

The Board noted that Dr. Rajendra Prasad Singh graciously joined the Board as its Chairperson and guided the Board much before the final order approving the Resolution Plan was passed by Hon'ble NCLT. The Committee recognized the vital role played by him without any pecuniary gain, during the period the

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Company was going through the Resolution Process under Insolvency and Bankruptcy Code, 2016. His joining the Board lent credibility to the Resolution Plan.

After his strong support to the Company during the pre-resolution period, thanks to his critical inputs and guidance, it was possible for the company to quickly negotiate and secure contracts of more than Rs.500 Crores already. With his exceptional sector specific knowledge and experience, he is an authority in the field and commands very high standing. The Company will continue to need his strong guidance and support, and will greatly benefit from his association in several areas of its operations. It is appropriate that suitable compensation be paid to Dr. Rajendra Prasad Singh.

Dr. Rajendra Prasad Singh is presently being paid a monthly remuneration of Rs.6,00,000/- w.e.f. 9th November, 2021, basis the approval of shareholders at its Extra-Ordinary General Meeting (“EGM”) held on 22nd April, 2022.

The Board of Directors, in their meeting held on 6th September, 2022 approved the management proposal for revising the remuneration amount payable to Dr. Rajendra Prasad Singh, from Rs 6,00,000/- (Rupees Six Lacs Only) plus Goods and Services Tax to Rs. 12,00,000/- (Rupees Twelve Lacs Only) plus Goods and Services Tax per month, effective from the month of July 2022.

None of the Directors / Key Managerial Personnel of the Company / their relatives except Dr. Rajendra Prasad Singh, are, in any way, concerned or interested, financially or otherwise, in the proposed resolution, set out at Item No. 3 of the Notice.

The Board recommends the resolution set out in item no. 3 of this notice for the approval of the Shareholders of the Company.

### **ITEM NO.4**

The Company has constituted a Revival Committee in its board meeting dated November 11, 2021 to fulfill all its commitments as per the approved Resolution Plan. In view of the stringent requirements, it was considered essential to make sustained efforts for revival and closely monitor the implementation of the approved resolution plan. Also, in case of slippages, promptly take remedial steps to keep the implementation on track. The constitution of the Revival Committee is required to be incorporated as part of the Articles of Association.

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

The Board of Directors of the Company recommends the resolution set out at Item No. 4 for approval of the Members as Special Resolution.

### **ITEM NO. 5**

Upon enactment of the Companies Act, 2013, the Company needs to be re-aligned as per the provisions of the new Act. The Board of Directors in its meeting held on September 5, 2022 decided (subject to the approval of members) to adopt Memorandum of Association. Further, a copy of the proposed set of new MOA of the Company would be available for inspection for the Members at the Registered

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Office/Corporate Office of the Company during the office hours on any working day, except Saturdays, Sundays and public holidays, between 11.00 a.m. to 5.00 p.m. till the date of AGM. In terms of Section 13 of the Companies Act, 2013, the consent of the Members by way of Special Resolution is required for adoption of Memorandum of Association of the Company.

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

The Board of Directors of the Company recommends the resolution set out at Item No.5 for approval of the Members as Special Resolution.

**For Jyoti Structures Limited**

**Sd/-**

**Sonali K. Gaikwad**

**Company Secretary & Compliance Officer**

**ACS 31201**

**Date: September 6,2022**

**Place : Mumbai**