



JYOTI STRUCTURES LIMITED

CIN No: L45200MH1974PLC017494

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

E-mail: investor@jssl.co.in Website: www.jyotisttructures.in

NOTICE

NOTICE is hereby given that the Forty-Eighth Annual General Meeting of ("AGM") the Members of the Jyoti Structures Limited ("the Company") will be held through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM') "Ministry of Corporate affairs amended circular dated December 28, 2022 read with circular dated January 13, 2021, May 5, 2020, April 8, 2020 & April 13, 2020 on Friday. July 21, 2023 at 03.00 P.M. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt Audited Standalone & Consolidated Financial Statements for the financial year ended March 31, 2023, 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 Ninth 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 Auditors in terms of Section 141 of the Companies Act, 2013 and applicable Rules be and are hereby appointed as Statutory Auditors of the Company to hold office for a period of 1 year from the conclusion of the Forty Eight Annual General Meeting (AGM) of the Company till the conclusion of the Forty Ninth Annual General Meeting, to examine and audit the accounts of the Company at Mumbai and the 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."

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 and/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. Reclassification of Authorised Share Capital and Consequent Amendment to Memorandum:

To consider and if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of sections 61 and 64 of the Companies Act, 2013 and any other applicable provisions, including any statutory modification(s) thereto or re- enactment(s) thereof for the time being in force, the Authorised Share Capital of the company be and is hereby reclassified:

From (i) Rs. 1,47,30,00,000/- (Rupees One Hundred Forty-Seven Crore Thirty Lakhs Only) equity share capital divided into 73,65,00,000 (Seventy-Three Crores Sixty-Five Lakhs) equity shares of a face value of Rs. 2/- each; ; (ii) Rs.25,00,00,000/- (Rupees Twenty-Five Crore only) of preference share capital divided into 25,00,000 (Twenty-Five Lakhs) preference shares of a face value of Rs.100/- each; and (iii) Rs.14,00,00,000/- (Rupees Fourteen Crore only) of preference share capital divided into 7,00,00,000 (Seven Crore) preference shares of a face value of Rs.2/- each to (i) Rs. 1,61,30,00,000/- (Rupees One Hundred Sixty One Crores Thirty Lakhs Only) equity share capital divided into 80,65,00,000 (Eighty Crores Sixty-Five Lakhs) equity shares of a face value of Rs. 2/- each; ; (ii) Rs.25,00,00,000/- (Rupees Twenty-Five Crore only) of preference share capital divided into 25,00,000 (Twenty-Five Lakhs) preference shares of a face value of Rs.100/- each.

FURTHER RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act 2013, the existing Clause V of the Memorandum of Association of the company be and is hereby altered by deleting the same and substituting in its place the following as new Clause V:

- V. The Authorised Share Capital of the Company is Rs. 186,30,00,000/- divided into 80,65,00,000 (Eighty Crores Sixty-Five Lakhs) equity shares of a face value of Rs. 2/- each; (ii) Rs.25,00,00,000/- (Rupees Twenty-Five Crore only) of preference share capital divided into 25,00,000 (Twenty-Five Lakhs) preference shares of a face value of Rs.100/- each.

RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby authorized to delegate all or any of the powers herein compelled to any Committee of the Board or any Director(s) or Officer(s) or Company Secretary of the company and to generally do all such acts, deeds and things as may be required in connection with the aforesaid resolutions, including making necessary filings with the Registrar of Companies & Stock Exchanges and execution of any documents on behalf of the company and to represent the company before any government authorities as and when necessary.”

4. To approve continuation of directorship of Dr. Rajendra Prasad Singh (DIN: 00004812), as Non-executive Independent Director in terms of Regulation 17 (1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015:

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

“**RESOLVED THAT** pursuant to Regulation 17 (1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder, consent of the Members be and is hereby accorded to continue and hold office of Non-executive Independent Director of the Company by Dr. Rajendra Prasad Singh (DIN: 00004812) (who will attain 75 years of age on 17.07.2023) till his current tenure of appointment i.e. upto 01.02.2024.

RESOLVED FURTHER THAT the Board of Directors and/or Company Secretary, be and are hereby authorized severally to do all such acts, deeds and things and to sign all such documents and writings as may be necessary to give effect to this resolution and for matters connected therewith or incidental thereto.”

5. To approve continuation of directorship of Dr. Govind Prasad Saha (DIN:09256986), as Non-executive Independent Director in terms of Regulation 17 (1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015:

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

“**RESOLVED THAT** pursuant to Regulation 17 (1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder, consent of the Members be and is hereby accorded to continue and hold office of Non-executive Independent Director of the Company by Dr. Govind Prasad Saha (DIN: 09256986) (who attained 75 years of age on 06.12.2022) till his current tenure of appointment i.e. upto 12.09.2024.

RESOLVED FURTHER THAT the Board of Directors and/or Company Secretary, be and are hereby authorized severally to do all such acts, deeds and things and to sign all such documents and writings as may be necessary to give effect to this resolution and for matters connected therewith or incidental thereto.”

6. Appointment of Mr. Abdul Hameed Khan (DIN:09508070) as Director

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) (“the Act”) read with the Articles of Association of the Company, Mr. Abdul Hameed Khan (DIN:09508070), who is appointed as an Additional Director of the Company with effect from 22nd June, 2023 in terms of the provisions of Section 161 of the Act and in respect of whom the Company has received a notice in writing from a Member in terms of Section 160 of the Act, proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company with effect from 22nd June, 2023, liable to retire by rotation.

RESOLVED FURTHER THAT, any one of the Directors or Company Secretary of the Company, be and is hereby authorized to do all such acts, deeds, writings, and things as are necessary and to execute all documents, communications, or filings and to take all necessary steps in this regard and to do all further acts, deeds, and things as may be required to give effect, including providing a certified true copy of the aforesaid resolution.”

7. Appointment of Mr. Abdul Hameed Khan (DIN:09508070) as Whole Time Director of the Company:

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

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 (‘the Act’), read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Schedule V of the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Articles of Association of the Company and upon the recommendation of the Nomination and Remuneration Committee and approval of the Board of

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Directors of the Company and subject to any required regulatory approvals and applicable conditions thereof, approval of the Members be and is hereby accorded to the appointment of Mr. Abdul Hameed Khan (DIN:09508070) as a Whole-Time Director (designated as 'Whole-Time Director) of the Company, for a period of two years and nine months commencing from 01st July, 2023 till 31st March, 2026 (both days inclusive), on such terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice (and those stipulated in the employment agreement to be executed for purposes of giving effect to the said appointment).

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as "the Board" which term shall include the Nomination and Remuneration Committee of the Board) be and is hereby authorised to revise the remuneration of Mr. Abdul Hameed Khan from time to time to the extent the Board of Directors may deem appropriate, provided that such revision is within the maximum limits of remuneration approved by the Members of the Company.

RESOLVED FURTHER THAT, any one of the Directors or Company Secretary of the Company, be and is hereby authorized to do all such acts, deeds, writings, and things as are necessary and to execute all documents, communications, or filings and to take all necessary steps in this regard and to do all further acts, deeds, and things as may be required to give effect, including providing a certified true copy of the aforesaid resolution."

For Jyoti Structures Limited

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

Date : 22nd June, 2023

Place : Mumbai

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 48th 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, Circular No.21/2021 dated December 14, 2021 and December 28, 2022 (collectively referred to as "MCA Circulars") has permitted Companies to conduct 48th 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.
- 3) The AGM Notice along with the Annual Report shall be placed on the Company's website www.jyotisttructures.in and websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively
- 4) As per the MCA amended circular dated December 28, 2022, 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@jstl.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 Friday, July 14, 2023 to Friday, July 21, 2023 both days inclusive. Members holding shares either in physical form or in dematerialized form, as on Friday, July 14, 2023 i.e. cut- off date, may cast their vote electronically.

- 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.
- 9) 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 . 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").
- 10) 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.

- 11) 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.
- 12) Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act
- 13) 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 Bigshare Services Pvt. Ltd., Registrar and Share Transfer Agent for shares held in physical form.
- 14) 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.
- 15) 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.
- 16) 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.
- 17) 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.
- 18) 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.
- 19) 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.
- 20) 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.
- 21) 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;
- 22) 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;
- 23) The remote e-voting period commences on Tuesday, July 18, 2023 (9:00 a.m. IST) and ends on Thursday, July 20, 2023 (5:00 p.m. IST).

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- 24) 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@jstl.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.
- 25) 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.
- 26) The results declared along with the Scrutinizers Report shall be placed on the Company's website www.jyotisttructures.in and communicated to the Stock Exchanges immediately after the result is declared.
- 27) 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 , Circular No. 02/2021 dated January 13, 2021 and Circular no. 10/2022 dated December 28, 2022 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 audio visual 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
4. 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.
5. 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.
6. 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.
7. 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 . The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and 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.
8. 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, MCA Circular No. 2/2021 dated January 13, 2021 and Circular no. 10/2022 dated December 28, 2022.

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. 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, July 18,2023 at 09:00 A.M. and ends on Thursday, July 20, 2023 at 05:00 P.M. 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, July 14, 2023, 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, July 14,2023.

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"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' 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 "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL 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 & voting during the meeting. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. 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. Once the home page of e-Voting system is launched, click on the icon "Login" which is available |

| Type of shareholders | Login Method |
|---|---|
| | <p>under 'Shareholder/Member' 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 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 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.</p> <p>4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>    </div> |
| <p>Individual Shareholders holding securities in demat mode with CDSL</p> | <ol style="list-style-type: none"> 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 https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 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. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & 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. |
| <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. 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.</p> |

| 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 & voting during the meeting.</p> <p>2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com. Select “Register Online for IDeAS” Portal or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3. 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. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen 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 & voting during the meeting.</p> |
| Individual Shareholders holding securities in demat mode with CDSL | <p>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 https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.</p> <p>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.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & 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.</p> |
| Individual Shareholders (holding securities in demat mode) login through their depository participants | <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 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 & 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 abovementioned 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 |
|--|---|
| Individual Shareholders holding securities in demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nSDL.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30 |
| Individual Shareholders holding securities in demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43 |

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 :

| Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical | Your User ID is: |
|---|---|
| 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.
 - b) Physical User Reset Password?” (If you are holding shares in physical mode) option available on 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 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.
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 with a copy marked to 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.
2. 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 to reset the password.
3. 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 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.
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. 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 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.

JYOTI STRUCTURES LIMITED

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.

For Jyoti Structures Limited

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

**Date : 22nd June, 2023
Place : Mumbai**

STATEMENT TO BE ANNEXED TO NOTICE PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (“THE ACT”)

ITEM NO.3

The Company intends to reclassify the Authorized Share Capital of the company by reclassifying the Compulsorily Convertible Preference Shares (CCPS) into equity shares since 7,00,00,000 CCPS of the face value of Rs.2/- each have been converted into equity shares effective from the date of conversion pursuant to the resolution passed by the Board of Directors at its meeting held on May 12, 2023.

Consequently, Clause V of the Memorandum of Association would also require alteration so as to reflect the changed Authorised Share Capital after the reclassification. The proposal for amendment of Memorandum of Association of the Company requires approval of members at a general meeting.

A copy of the Memorandum of Association of the Company duly amended will be available for inspection for the Members at the Registered 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

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the resolution except to the extent of their shareholding, if any.

The Board of Directors recommends passing of the Ordinary Resolution set out at Item No.3 of the Notice.

ITEM NO.4

Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”) provides that no listed company shall appoint or continue the directorship of any person as Non-executive Director who has attained the age of 75 (Seventy Five) years, unless a Special Resolution is passed to that effect and justification thereof is disclosed in the explanatory statement annexed to the Notice for such appointment.

As per approved resolution plan, Dr. Rajendra Prasad Singh was appointed as a Non-executive Independent Director on the Board of the Company for a period of three years and the same was approved by the Members of the Company at their Annual General Meeting held on February 2, 2021.

Dr. Singh will attain the age of 75 years on 17.07.2023 and his appointment as approved by the Members of the Company is valid up to February 2, 2024. Accordingly, to comply with the provisions of Regulations 17(1A) of the SEBI LODR Regulations, Company is seeking approval of the Members through Special Resolution.

A brief justification for his continuation as Non-executive Independent Director on the Board of the Company is as under:

The Company recognizes the vital role played by Dr. Rajendra Prasad Singh since the Company was going through the Resolution Process under Insolvency and Bankruptcy Code, 2016 and for his expertise and guidance, the Board has considered his term of engagement. As a result of his guidance, our entire team moved forward with our long-term mission faster than anticipated. His consistent positive attitude has made a huge difference in our company. His expertise has provided us with valuable insight, which helped grow and push our team’s objective forward. His knowledge of the power sector has been pivotal in the revival of the company.

Dr. Rajendra Prasad Singh is the former longest serving Chairman and Managing Director of Power Grid Corporation of India Ltd., a Government of India enterprise holding Navratna status. It is India’s largest electric power transmission utility. Dr. 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. Singh was responsible for restoration and normalization of power grid during various natural calamity emergencies in India.

Dr. 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. 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.

Details of Dr. Rajendra Prasad Singh pursuant to the provisions of (i) SEBI LODR Regulations and (ii) Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India are provided in the ‘Annexure’ to the Notice.

Dr. Singh is interested in resolution set out of Item No. 4 of the Notice with regard to his appointment.

The relatives of Dr. Singh may be deemed to be interested in the resolution to the extent of their shareholding, if any, in the Company. Dr. Singh is not related to any Director of the Company.

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 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

Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations") provides that no listed company shall appoint or continue the directorship of any person as Non-executive Director who has attained the age of 75 (Seventy Five) years, unless a Special Resolution is passed to that effect and justification thereof is disclosed in the explanatory statement annexed to the Notice for such appointment.

As per approved resolution plan, Dr. Govind Prasad Saha was appointed as a Non-executive Independent Director on the Board of the Company for a period of three years and the same was approved by the Members of the Company at their Annual General Meeting held on September 13, 2021.

Dr. Saha has attained the age of 75 years on 06.12.2022 and his appointment as approved by the Members of the Company is valid up to September 13, 2024. Accordingly, to comply with the provisions of Regulations 17(1A) of the SEBI LODR Regulations, Company is seeking approval of the Members through Special Resolution.

A brief justification for his continuation as Non-executive Independent Director on the Board of the Company is as under:

Dr. Govind Prasad Saha has been a High Level Energy Sector Advisor to the Millennium Challenge Account which focusses on US investment and financial support to African utilities for 5 years. His role has included strategic and policy advisory in power sector reform, IPP Program and regulatory reform including establishment of utility and regulatory organizations. His experience has led him to work with utilities in India and several countries in Africa and Australasia including Malawi, Australia, Namibia, Indonesia, New Zealand, South Africa, Malaysia, Singapore.

Dr. Saha has been Partner and Head of Energy & Utility Consulting at Ernst & Young, New Zealand for over 13 years. Besides significant power sector experience, his role also included mentoring and coaching board members and senior management. Prior to that, he worked as Director of Electricity Policy and Planning with the Ministry of Energy, Wellington, New Zealand, where he focused on electricity policy and planning and management of organizational changes and capacity development for utilities and regulators.

Dr. Saha began his career with Davy Powergas Limited followed by Bharat Heavy Electricals Limited.

Dr. Saha is a gold medallist who ranked first in the Faculty of Engineering from Bhagalpur University followed by Masters in Engineering, with distinction. He then pursued a Doctorate in Philosophy in Engineering from the University of Auckland as well as a Master of Business Administration degree in strategy and finance from Victoria University of Wellington.

Details of Dr. Govind Prasad Saha pursuant to the provisions of (i) SEBI LODR Regulations and (ii) Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India are provided in the 'Annexure' to the Notice.

Dr. Saha is interested in resolution set out of Item No. 5 of the Notice with regard to his appointment.

The relatives of Dr. Saha may be deemed to be interested in the resolution to the extent of their shareholding, if any, in the Company. Dr. Singh is not related to any Director of the Company.

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 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.

ITEM NO. 6 & 7

Based on the recommendation of NRC, the Board of Directors of the Company at its meeting held on 22nd June, 2023 has appointed Mr. Abdul Hameed Khan (DIN:09508070) as an Additional Director with effect from 22nd June, 2023 in terms of Section 161 of the Companies Act, 2013 and Rules framed thereunder ('the Act'), liable to retire by rotation.

The Board of Directors, upon the recommendation of the NRC, at its meeting held on 22nd June, 2023 also appointed

Mr. Abdul Hameed Khan as Whole-Time Director (designated as Whole-Time Director) of the Company for a period of two years and nine months with effect from 01st July, 2023 till 31st March, 2026 (both days inclusive), subject to the approval of the Members of the Company.

Pursuant to Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), the listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

The Company has received from Mr. Abdul Hameed Khan, his consent to act as Director of the Company along with a declaration to the effect that he is not disqualified from being appointed as a Director in terms of Section 164(2) of the Act and has not been debarred or disqualified from being appointed or continuing as Director of the Company by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority. Mr. Abdul Hameed Khan satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under subsection (3) of Section 196 of the Act for being eligible for this appointment. The Company has received a notice in writing from a Member under Section 160 of the Act proposing the candidature of Mr. Abdul Hameed Khan for the office of a Director of the Company.

It is proposed to seek members' approval for the appointment of and remuneration payable to Mr. Abdul Hameed Khan as Whole-time Director in terms of the applicable provisions of the Act.

Broad particulars of the terms of appointment and remuneration payable to Mr. Abdul Hameed Khan are as under:

- (a) General - Mr. Abdul Hameed Khan satisfies all the conditions set out in Part-I of Schedule V to the Act and conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.
- (b) Period of appointment - 01st July, 2023 to 31st March, 2026.
- (c) Remuneration - Salary of Rs. 60,00,000/-/- (Rupees Sixty Lakhs) of which Rs. 48 Lakhs per annum will be fixed component payable at the rate of Rs. 4 Lakhs per month. The balance Rs. 12 lakhs per annum will be linked with the company's variable pay scheme in force from time to time, subject to deduction of all taxes.
- (d) The Company shall reimburse the Whole Time Director medical expenses for self and dependent family members, subject to a ceiling of one month's salary in a year or two month's salary in a block of two years.
- (e) The Company shall arrange to insure the Whole Time Director against personal accident risk, subject to the condition that the premium payable by the Company shall not exceed Rs.10,000/- (Rupees Ten Thousand only) per annum.
- (f) Contribution to the Provident Fund, Superannuation Fund or Annuity Fund will not be included in the computation of the ceiling on perquisites to the extent these either singly or put together are not taxable under the Income Tax Act.
- (g) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.
- (h) The above statutory additions will be as per government rules in force from time to time. For the purpose of calculations of the above statutory additions, 50% of the fixed pay will be considered as basic pay plus dearness allowance.
- (i) Provision of the car for use on company's business and telephone at residence will not be considered perquisites. Personal long distance calls and use of car for private purpose shall be billed by the Company to the Whole Time Director.
- (j) The Nomination and Remuneration Committee of the company may, at its discretion, recommend to pay to Mr. Abdul Hameed Khan any remuneration within the limits and revise or restructure the same from time to time.

No Director or the Key managerial personnel of the company, other than Mr. Abdul Hameed Khan, or any of their relatives are directly or indirectly concerned or interested in the said resolution.

The Board of Directors of the Company recommends the resolution set out at item No. 7 for approval of the members as Special Resolution

For Jyoti Structures Limited

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

Date: 22nd June, 2023

Place : Mumbai

JYOTI STRUCTURES LIMITED

Pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India, the following information is furnished about the Directors proposed to be appointed and re-appointed:

| Name of the Director | Dr. Rajendra Prasad Singh | Dr. Govind Prasad Saha | Mr. Abdul Hameed Khan |
|--------------------------------------|--|--|---|
| Date of Birth | 17.07.1948 | 06.12.1947 | 18.03.1978 |
| Nationality | Indian | New Zealand | Indian |
| Director Identification Number (DIN) | 00004812 | 09256986 | 09508070 |
| Date of Appointment on the Board | 21.08.2019 | 06.08.2021 | 01.07.2023 |
| Qualifications and Expertise | <p>Dr. Singh is the former Chairman and Managing Director of Power Grid Corporation, a Government of India enterprise and India's largest electric transmission utility. He is the recipient of many national and international awards including from the World Bank, Electric Power Research Institute, USA, and the Scope Excellence Award. Dr. Singh is also a member of the Board of Directors of a member of top corporates in India, including Azure Power. He 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.</p> | <p>Dr. Saha has been High level Energy Sector Advisor to the Millennium Challenge Account which focuses on US investment and financial support to African utilities for 5 years. His role has included strategic and policy advisory in power sector reform, IPP Program and regulatory reform including establishment of utility and regulatory organizations. His experience has led him to work with utilities in several countries in Africa, India, Australia, Namibia, New Zealand, Indonesia, South Africa Malaysia, Singapore. He has been the Partner and Head of Energy & Utility Consulting at Ernst & Young, New Zealand for over 13 years. Besides significant power sector experience, his role also included mentoring and coaching board members and senior management. Prior to that, he worked as the Director of Electricity Policy and Planning with the Ministry of Energy, Wellington, New Zealand and focused on electricity policy and planning, and management of organizational changes and capacity development for utilities and regulators. He is gold medalist who ranked first in the Faculty of Engineering from Bhagalpur University followed by Master's in Engineering, with distinction and then</p> | <p>Mr. Abdul Hameed Khan, Chartered Accountant has been appointed as CEO w.e.f November 11, 2021 by the Board for day to day management of the affairs of the Company. He also has overall work experience of 21 years including working outside India. A Skilled and talented Accounts & Finance expert with extensive knowledge of EPC Company.</p> |

| Name of the Director | Dr. Rajendra Prasad Singh | Dr. Govind Prasad Saha | Mr. Abdul Hameed Khan |
|--|---------------------------|--|-----------------------|
| | | pursued a doctorate in Philosophy in engineering from the University of Auckland as well as Master of Business Administration degree in strategy and finance from Victoria University of Wellington. | |
| Number of shares held in the Company | Nil | Nil | Nil |
| List of the directorships held in other entities | 1 | Nil | Nil |
| Chairman / Member in the Committees of the Boards of companies in which he is Director | 5 | Nil | Nil |
| Relationships between Directors inter-se | None | None | None |