



JYOTI STRUCTURES LIMITED

CIN NO.: L45200MH1974PLC017494

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

Email : investors@jsl.co.in Website: www.jyotisttructures.in

NOTICE

NOTICE is hereby given that the Forty-Third Annual General Meeting of (“AGM”) the Members of the Jyoti Structures Limited (“the Company”) will be held through video conferencing as per Ministry of Corporate affairs circular dated May 5, 2020 read with Circular dated April 8, 2020 & April 13, 2020 on Tuesday, February 2, 2021 at 11.00 AM through Video Conferencing / Other Audio Visual Means (“VC/OAVM”) to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt Standalone & Consolidated Audited Financial Statements for the financial year ended March 31, 2018 and the Report of Board of Directors’ and Auditor’s thereon.
2. To consider Auditor’s appointment and in this connection if thought fit to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 139 and 142 of the Companies Act, 2013 read with Rule 3 of the Companies (Audit and Auditors) Rules, 2014, and other applicable provisions of the Companies Act, 2013 read with rules made thereunder (including any statutory modifications or re-enactment thereof for the time being in force) the consent of the members of the Company be and are hereby accorded for appointing M/s MKPS & Associates, Chartered Accountants (Firm Registration No. 302014E) as Statutory Auditor of the Company from the conclusion of the 43rd Annual General Meeting to the conclusion of the 45th Annual General Meeting to carry out the Statutory Audit for the financial year 2018-19 and financial year 2019-20 on such remuneration as may be mutually agreed upon between the Company and the Auditors plus reimbursement of service tax, travelling and out of pocket expenses.

RESOLVED FURTHER THAT Ms. Vandana Garg, Erstwhile Resolution Professional, Mr. Rajendra Prasad Singh, Independent Director or Ms. Sonali K. Gaikwad, 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. **APPOINTMENT OF BRANCH AUDITORS FOR FINANCIAL YEAR 2018-19:**

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

“**RESOLVED THAT** pursuant to the provisions of Section 143(8) and all other applicable provisions of the Companies Act, 2013 (Act) and rules made thereunder, as amended from time to time, the Resolution Professional (in exercise of the powers of the Board of Directors by the Resolution Professional of Jyoti Structures Limited as per Section 17(1)(b) of Insolvency and Bankruptcy Code, 2016) be and is hereby authorized to appoint Branch Auditor(s) of any branch office of the Company (in India or outside India) for the financial year 2018-19, whether existing or which may be opened/acquired hereafter within the provisions of Section 143(8) of the Act and to fix their remuneration.

RESOLVED FURTHER THAT Ms. Vandana Garg, Erstwhile Resolution Professional, Mr. Rajendra Prasad Singh, Independent Director or Ms. Sonali K. Gaikwad, 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.”

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4. APPOINTMENT OF COST AUDITOR FOR FINANCIAL YEAR 2018-19:

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

“**RESOLVED THAT** pursuant to the provisions of Section 148 (3) and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) appointment of Mr. Narhar Nimkar, Cost Accountants to conduct the audit of the cost records of the Company for the financial year 2018-2019, on a remuneration as may be mutually agreed upon between the Board of the Company and the Cost Auditors plus goods and service tax as applicable and reimbursement of actual travel and out of pocket expenses incurred by them in connection with the aforesaid audit of the Company be and is hereby ratified by the members of the Company.

RESOLVED FURTHER THAT Ms. Vandana Garg, Erstwhile Resolution Professional, Mr. Rajendra Prasad Singh, Independent Director or Ms. Sonali K. Gaikwad, 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.”

5. APPOINTMENT OF MR. RAJENDRA PRASAD SINGH AS NON-EXECUTIVE AND INDEPENDENT DIRECTOR:

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013, and the Rules made thereunder, read with Schedule IV of the said Act, Mr. Rajendra Prasad Singh (DIN:00004812), who was appointed as an Additional Director of the Company with effect from August 21, 2019 under Section 161 of the Companies Act, 2013 to hold the office till the date of ensuing Annual General Meeting, be and is hereby appointed as an Independent Director of the Company, not to retire by rotation, to hold office for a term upto three consecutive years from the date of ensuing Annual General Meeting .

RESOLVED FURTHER THAT Ms. Vandana Garg, Erstwhile Resolution Professional or Ms. Sonali K. Gaikwad, 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.”

By Order of the Board
For **Jyoti Structures Limited**
(Company under Corporate Insolvency Resolution Process)
Sd/-

Vandana Garg
Erstwhile Resolution Professional
IBBI/IPA-001/IP-P0025/2016-17/10058

Date: January 6,2021
Place: Mumbai

NOTES:

- 1) In view of the prevailing situation due to COVID-19 and in line with direction issued by Ministry of Corporate Affairs vide its Circular no. 14/2020, dated April 8, 2020, read with Circular no. 17/2020, dated April 13, 2020 and Circular no. 20/2020, dated May 5, 2020, the Company has decided to hold its 43rd AGM through Video Conferencing (VC/OAVM).
- 2) 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
- 3) As per the MCA circular dated May 5, 2020 and SEBI Circular dated May 12, 2020, 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.
- 4) 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.
- 5) 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 Scrutinizer by email through its registered email address to vyasnamrata17@gmail.com with a copy marked to investor@jssl.co.in.
- 6) 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, January 26, 2021 to Monday, February 1, 2021 both days inclusive. Members holding shares either in physical form or in dematerialized form, as on Tuesday, January 26, 2021 i.e. cut-off date, may cast their vote electronically.
- 7) 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.
- 8) 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.
- 9) Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- 10) 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.
- 11) 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 1st Floor Bharat Tim Works Building, Makwana Road, Marol, Andheri (East) Mumbai 400059 for shares held in physical form and to their respective Depository Participants (DP) for shares held in electronic form.
- 12) Explanatory statement pursuant to Section 102 (1) of the Act, relating to Special Business to be transacted at the meeting is annexed hereto.
- 13) 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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- 14) 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.
- 15) Pursuant to Act, all unclaimed / unpaid dividends up to and including the financial year ended on March 31, 2010 have been transferred to the (Investor Education Protection Fund (Fund) of the Central Government. Those Members who have not received the dividends for the financial year 2011-12 and / or 2012-13 declared and paid by the Company, are requested to write to the Company's Registrar and Share Transfer Agents, Bigshare Services Private Limited. It may be noted that unclaimed dividend for the financial year 2010-11 were not transferred to the Fund by the Company. The Company has not transferred the shares on which dividends were unclaimed for seven consecutive years to the Fund. The Company has not uploaded details of unclaimed and unpaid amounts lying with the Company as on 27th February 2019 (date of last annual general meeting) on the website of the Company www.jyotisttructures.in and on the Ministry of Corporate Affairs website.
- 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 Saturday, January 30, 2021 (9:00 a.m. IST) and ends on Monday, February 1, 2021 (5:00 p.m. IST).
- 23) Any member seeking further information or queries on the Accounts and any other matter mentioned in the notice are requested to send their queries in writing to the investor@jssl.co.in so as to reach at least one week in advance to enable the Management to keep the information ready. Replies will be provided only at the meeting.
- 24) The Board of Directors has appointed M/s Namrata Vyas & 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 and communicated to the Stock Exchanges immediately after the result is declared.
- 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, physical attendance of the Members to the AGM venue is not required and annual general meeting (AGM) be held through video conferencing (VC/OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.

2. 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.
3. 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.
4. 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 EGM/AGM will be provided by NSDL.
5. 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.
6. 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 and MCA Circular No. 20/2020 dated May 05, 2020.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM 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 the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members 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. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
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 (company email id). 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 Saturday, January 30, 2021 at 09.00 A.M and ends on Monday, February 1, 2021 at 05.00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter.

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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: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

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 ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password 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. Your password details 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.
 - 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.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. 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 vyasnamrata17@gmail.com with a copy marked to evoting@nsdl.co.in.
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.: 1800-222-990

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/ RTA email id info@bigshareonline.com.

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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/RTA email id info@bigshareonline.com.

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/OAVM 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.

By Order of the Board
For **Jyoti Structures Limited**
(Company under Corporate Insolvency Resolution Process)
Sd/-
Vandana Garg
Erstwhile Resolution Professional
IBBI/IPA-001/IP-P0025/2016-17/10058

Date: January 6,2021
Place: Mumbai

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

ITEM NO.3

The Company operates in the Engineering Procurement Construction (EPC) business in power transmission, distribution and substation sectors in India as well as outside India. For execution of projects awarded to the Company in various countries, the Company is required to set up several branches outside India.

Your Company has established some branches in India as well as outside India. In order to carry out the audit of the accounts of such branches, it is necessary to appoint branch auditors for these branches.

Therefore necessary authorization of the members is being sought in accordance of provisions of section 143 of the Companies Act, to authorize the Board of Directors (RP) of the Company to appoint branch auditors for branches situated in or outside India (whether existing or as may be established in terms of resolution set out at Item No. 3 of the notice.

None of the Directors and / or Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the said Resolution.

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

ITEM No. 4

The Board of Directors pursuant to its meeting held on February 11, 2020 and has approved the appointment of Mr. Narhar Nimkar, Cost Accountants, to conduct the audit of the cost records of the Company of for financial year March 31, 2019 at a remuneration as may be mutually agreed upon between the Board and the Cost Auditors plus goods and service tax as applicable and reimbursement of actual travel and out of pocket expenses incurred by them in connection with the aforesaid audit of the Company.

In terms of the provisions of Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, (as amended or re-enacted from time to time) the remuneration as mentioned above, payable to the Cost Auditor is required to be ratified by the members of the Company. Cost audit report is not received from Cost auditor for the financial year 2017-18.

Accordingly, the members are requested to ratify the remuneration payable to the Cost Auditors for the financial year ending March 31, 2019, in terms of resolution set out at Item No. 4 of the notice.

None of the Directors and / or Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the said Resolution.

The Board of Directors recommends passing of the Ordinary Resolution set out at Item No. 4 of the Notice.

ITEM No. 5

The Hon'ble National Company Law Tribunal vide order dated March 27, 2019 had approved the Resolution Plan submitted by the Resolution Applicant. In accordance of the Resolution Plan the new Board of Directors of the Company will include nominees of the Investor, nominee of Committee of Creditors and Independent Directors. Accordingly, the Investor has recommended the appointment of **Mr. Rajendra Prasad Singh as Non-executive Independent Director of the Company.**

Accordingly, the Board of Directors of the Company appointed Mr. Rajendra Prasad Singh as an Additional Director (Non-executive and Independent) of the Company with effect from August 21, 2019 to hold the office up to the date of the forthcoming Annual General Meeting. Further his appointment as Independent Director of the Company is subject to approval of members in the Annual General meeting to hold office for a term upto 3 consecutive years from the date of ensuing Annual General meeting.

The Company has received a declaration of independence from Mr. Rajendra Prasad Singh. In the opinion of the Board, Mr. Rajendra Prasad Singh fulfills the conditions specified in the Companies Act, 2013 and the Equity Listing Agreement, for appointment as Independent Director of the Company.

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Accordingly, a resolution is set out at Item No. 5 of the notice for members' approval.

None of the Directors or Key Managerial Personnel and their relatives, except Mr. Rajendra Prasad Singh, are concerned or interested (financially or otherwise) in this Resolution.

The Board of Directors recommends passing of the Ordinary Resolution set out at Item No. 5 of the Notice.

By Order of the Board
For **Jyoti Structures Limited**
(Company under Corporate Insolvency Resolution Process)
Sd/-
Vandana Garg
Erstwhile Resolution Professional
IBBI/IPA-001/IP-P0025/2016-17/10058

Date: January 6, 2021

Place: Mumbai

Details of Directors seeking appointment and re-appointment at the forthcoming Annual General Meeting (Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 (SS-2))

Name of the Director	Mr. Rajendra Prasad Singh
Date of Birth	July 17, 1948
Nationality	Indian
Director Identification Number (DIN)	00004812
Date of Appointment on the Board	August 21, 2019
Qualifications and Expertise	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.
Number of shares held in the Company	NIL
List of the directorships held in other entities	2
Chairman / Member in the Committees of the Boards of companies in which he is Director	2
Relationships between Directors inter-se	None

For other details of the aforesaid directors, please refer to the Corporate Governance Report.