



SINCE 1974

## JYOTI STRUCTURES LIMITED

Corporate Office: Valecha Chambers  
6th Floor, New Link Road Oshiwara  
Andheri (West) Mumbai -400053  
Corporate Identity No: L45200MH1974PLC017494

Ref: : JSL/HO/CS/GEN/24-25/521

Date: July 12, 2024

<b>BSE Limited,</b> Phiroze Jeejeeboy Towers, Dalal Street, Fort, Mumbai 400 001.  BSE Scrip Code: 513250	<b>National Stock Exchange of India Limited,</b> Exchange Plaza, 5th Floor, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra (East), Mumbai 400 051.  NSE Scrip Symbol: JYOTISTRUC
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### **Sub: Notice of 49<sup>th</sup> Annual General Meeting (AGM) of the Company**

Dear Sir/Madam,

In terms of the provisions of Regulation 30 of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, please find enclosed herewith a copy of Notice of 49<sup>th</sup> Annual General Meeting (AGM) of the Company scheduled to be held through video conferencing/other audio visual means.

The said Notice of 49<sup>th</sup> Annual General Meeting is placed on the Company's website i.e. <https://jyotisttructures.in/notice>

Please acknowledge the receipt and update the records.

Thanking You.  
Yours Faithfully

#### **For Jyoti Structures Limited**

SONALI  
KRISHNAJI  
GAIKWAD

Digitally signed by  
SONALI KRISHNAJI  
GAIKWAD  
Date: 2024.07.12  
17:30:08 +05'30'

**Sonali K. Gaikwad**  
**Company Secretary**  
**ACS 31201**

# JYOTI STRUCTURES LIMITED



## JYOTI STRUCTURES LIMITED

CIN No: L45200MH1974PLC017494

Regd. Office: Valecha Chambers, 6th Floor, New Link Road, Andheri West, Mumbai-400053E-mail: [investor@jstl.co.in](mailto:investor@jstl.co.in) Website: [www.jyotisttructures.in](http://www.jyotisttructures.in)

### NOTICE

**NOTICE** is hereby given that the Forty-Ninth Annual General Meeting of ("AGM") the Members of the Jyoti Structures Limited ("the Company") will be held on Saturday, August 03, 2024 at 11:00 P.M. through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM') 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, 2024, and the Report of the Board of Directors and Auditors thereon.
2. To Appoint M/s. SARC & Associates. LLP, Chartered Accountant as Statutory Auditor from the conclusion of this Annual General Meeting until the conclusion of the Fifty-Second 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 the appointment of statutory auditor, M/s. SARC & Associates, LLP, Chartered Accountants, (Firm Registration No.104026) who have confirmed their eligibility for appointment of Statutory Auditor in terms of Section 141 of the Companies Act, 2013 and applicable Rules be and are hereby appointed as Statutory Auditor of the Company to hold office for a period of 3 years from the conclusion of the Forty-Ninth Annual General Meeting (AGM) of the Company till the conclusion of the Fifty-Second 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 authorized to decide and finalize the terms and conditions of appointment, including the remuneration of the Statutory Auditor.

#### SPECIAL BUSINESS:

3. **APPOINTMENT OF BRANCH AUDITORS FOR THE FINANCIAL YEAR 2024-2025.**

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 section 143(8) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, and the Rules framed thereunder, the Board be and is hereby authorized to appoint from time to time Branch Auditors of the Company, whether existing or which may be opened/acquired hereafter outside India, based on the recommendation of the Audit Committee, in consultation with the Auditor of the company any person(s) qualified to act as Branch Auditors within the meaning of section 143(8) of the Companies Act, 2013 and to fix their remuneration."

**RESOLVED FURTHER THAT** the following are the names of the branches and their auditor's firms to be appointed:

Sr. No.	Country Name	Firm Name
1	Uganda	Sapi & Associates
2	Kenya	JNS & Associates LLP
3	Tunisia	Karim Rejeb & Co

4. **APPOINTMENT OF COST AUDITOR FOR THE FINANCIAL YEAR 2024-2025.**

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 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) Mr. Narhar Nimkar, Cost Accountant be and is hereby appointed as a Cost Auditor of the Company to conduct the audit of the cost records of the Company for the financial year 2024-2025, at a remuneration of Rs. 1,50,000/- per annum plus GST as applicable for the financial year 2024-2025."



# JYOTI STRUCTURES LIMITED

## 5. APPOINTMENT OF MR. RAAJEEV B. BATRA AS NON-EXECUTIVE AND INDEPENDENT DIRECTOR:

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 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. Raajeev B. Batra (DIN: 10654756), who was appointed as an Additional Director of the Company with effect from 03rd June, 2024 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, be and is hereby appointed as a Non-Executive & Independent Director of the Company with effect from the ensuing AGM to hold office for a term upto three consecutive years from the date of ensuing annual general meeting.

## 6. TO APPROVE THE TERMS OF THE ENGAGEMENT OF MR. RAAJEEV B. BATRA IN TERMS OF HIS EXPERTISE AND GUIDANCE AND APPROVE PAYMENT TO HIM AS NON-EXECUTIVE INDEPENDENT DIRECTOR:

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

**“RESOLVED THAT** pursuant to the provisions of Section 197 read with Schedule V of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), and Article of Association of the Company the consent and approval of members and the Company, be and are hereby accorded for payment of Rs.6,00,000/- ( Rupees Six Lakh only) per month w.e.f. 01st August, 2024 under Section II of Part II of Schedule V, to Mr. Raajeev B. Batra (DIN: 10654756), Non-executive, Independent Director of the Company.

For Jyoti Structures Limited



*Sonali K. Gaikwad*

Sonali K. Gaikwad  
Company Secretary & Compliance Officer  
ACS 31201

Date : 09.07.2024  
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 49th 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 49th 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 Saturday, July 27, 2024 to Saturday, August 3, 2024 both days inclusive. Members holding shares either in physical form or in dematerialized form, as on Saturday, July 27, 2024 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

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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](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 Wednesday, July 31, 2024 (9:00 a.m. IST) and ends on Friday, August 02nd, 2024 (5:00 p.m. IST)
- 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@jssl.co.in so as to reach at least one week in advance to enable the Management to keep the information ready. The same will be replied by the Company suitably.
- 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](http://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.





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## **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 Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.jyotisttructures.in](http://www.jyotisttructures.in) . The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
7. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020, MCA Circular No. 2/2021 dated January 13, 2021 and Circular no. 10/2022 dated December 28, 2022.

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

**The remote e-voting period begins on Wednesday, July 31, 2024 at 9:00 a.m. IST and ends on Friday, August 02, 2024 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. Saturday, July 27, 2024 , 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 Saturday, July 27, 2024 .**

### **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.



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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>1. Existing IDeAS user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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 &amp; voting during the meeting.</li> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS Portal" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A 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 &amp; voting during the meeting.</li> <li>4. Shareholders/Members can also download NSDL MobileApp "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">  <b>App Store</b> </div> <div style="text-align: center;">  <b>Google Play</b> </div> </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL Website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> </ol>



Type of shareholders	Login Method
	4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**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.nsd.com](http://www.evoting.nsd.com).
  - b) Physical User Reset Password? (If you are holding shares in physical mode) option available on [www.evoting.nsd.com](http://www.evoting.nsd.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

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

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting"
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [vloconsultant@gmail.com](mailto:vloconsultant@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
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.nsd.com](http://www.evoting.nsd.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.nsd.com](http://www.evoting.nsd.com) or call on.: 022 - 4886 7000 or send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com)





## General Guidelines for shareholders

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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.: 022 - 4886 7000 or send a request to at evoting@nsdl.com

## 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@jisl.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@jisl.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.

## 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.

## 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 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.



## JYOTI STRUCTURES LIMITED

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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@jssl.co.in. The same will be replied by the Company suitably.



For Jyoti Structures Limited

  
Sohali K. Gaikwad  
Company Secretary & Compliance Officer  
ACS 31201

Date : 09.07.2024  
Place : Mumbai

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## 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 the 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. To carry out the audit of the accounts of such branches, it is necessary to appoint branch auditors for these branches. The names of the branches along with the names of the auditors are as follows:

Sr.No.	Country Name	Firm Name
1	Uganda	Sapi & Associates
2	Kenya	JNS & Associates LLP
3	Tunisia	Karim Rejeb & Co

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 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, financially or otherwise, in the said Resolution.

The Board of Directors of the Company recommends the resolution set out at Item No. 3 for approval of the members as Ordinary Resolution.

### ITEM No. 4

The Board of Directors pursuant to its meeting held on 29th May, 2024 has approved the appointment of Mr. Narhar Nimkar, Cost Accountant, to conduct the audit of the cost records of the Company for the financial year 2024-2025 at a remuneration of Rs. 1,50,000/- per annum plus goods and service tax as applicable had been fix for this purpose.

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.

Accordingly, the members are requested to ratify the remuneration payable to the Cost Auditors for the financial year 2024-2025, in terms of the resolution set out in 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

Based on the recommendation of NRC, the Board of Directors of the Company at its meeting held on 29th May, 2024 has appointed Mr. Raajeev B. Batra (DIN: 10654756) as an Additional Director with effect from 03rd June, 2024 in terms of Section 161 of the Companies Act, 2013 and Rules framed thereunder ('the Act').

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. Raajeev B. Batra, 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.

It is proposed to seek members' approval for the appointment of Mr. Raajeev B. Batra as Non-Executive & Independent Director in terms of the applicable provisions of the Act.

No Director or the Key Managerial Personnel of the company, other than Mr. Raajeev B. Batra, 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. 5 for approval of the members as Ordinary Resolution





## JYOTI STRUCTURES LIMITED

### ITEM No. 6

In the Nomination and Remuneration Committee ("NRC") meeting held on 29th May, 2024, the NRC has considered the terms of engagement of Mr. Raajeev B. Batra.

Mr. Raajeev B. Batra is a seasoned advisory professional with 35+ years diverse experience spanning across consulting and Industry in the domain of corporate governance, assurance and risk management. He is a partner at KPMG for over 18 years, including the last 8 years in the UAE. He currently leads the Private Enterprise market segment, focusing on providing tailored advisory services to family businesses and family offices. His areas of focus encompass tax planning, family governance, and succession planning.

Mr. Raajeev B. Batra expertise lies in guiding companies to effectively navigate their business and operational risks, particularly in sectors such as construction & real estate, power & utilities, urban infrastructure, consumer markets, and manufacturing. In his various operational roles, Raajeev established frameworks that facilitated proactive risk management, fostering a culture of transparency and preparedness through risk monitoring and reporting.

Mr. Raajeev B. Batra approach emphasizes proactive risk management, instilling a 'no surprise' philosophy within organizations to enhance governance and mitigate potential risks. Drawing from his tenure as the head of Management Assurance at Vedanta Resources and Coca Cola India, Raajeev brings invaluable experience in implementing strategic advice and aligning with stakeholder expectations.

Mr. Raajeev B. Batra joined the KPMG's Lower Gulf firm to lead the Risk Consulting practice. As the head of the Risk Consulting practice, Raajeev oversaw a transformation of the practice, achieving a twofold growth in three years. He accomplished this achievement through the collaborative efforts of his 200+ member team, including 10 Partners and Directors under Raajeev's leadership. With an entrepreneurial spirit, Raajeev consistently seeks unconventional paths and seizes opportunities to establish and nurture practices. A notable example of this is his role in founding the Construction Projects Advisory practice, which has grown to become one of the largest in terms of headcount within the KPMG Global network. Driven by a passion for the aviation industry, Raajeev took the lead in establishing KPMG India's Aviation Advisory practice. In this role, he advised private airport operators and the key organizations within the Indian aviation and logistics sectors.

Through his career, Mr. Raajeev B. Batra has advised diverse organizations across various industries, focusing on enhanced corporate governance and effective

Mr. Raajeev B. Batra was a member of the KPMG Lower Gulf Board between 2018–23.

The Board of Directors, in their meeting held on 29th May, 2024 has approved the management proposal for the remuneration amount payable to Mr. Raajeev B. Batra Rs 6,00,000/- (Rupees Six Lacs Only) plus Goods and Services Tax.

None of the Directors / Key Managerial Personnel of the Company / their relatives except Mr. Raajeev B. Batra, are, in any way, concerned or interested, financially or otherwise, in the proposed resolution, set out at Item No. 6 of the Notice.

The Board of Directors of the Company recommends the resolution set out at item No. 6 for approval of the members as Special Resolution.

For Jyoti Structures Limited



*Sonali K. Gaikwad*

Sonali K. Gaikwad  
Company Secretary & Compliance Officer  
ACS 31201

Date : 09.07.2024  
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:

Name of the Director	Mr. Raajeev B. Batra
Date of Birth	08.08.1966
Nationality	Indian
Director Identification Number (DIN)	10654756
Date of Appointment on the Board	03.06.2024
Qualifications and Expertise	Mr. Raajeev B. Batra is Chartered Accountant from the Institute of Chartered Accountants of India (ICAI), Certified Information Systems Auditor from ISACA, USA & STEP Advanced Certificate in Advising the Family Business.  Further Raajeev's areas of specialization are in the domain of strengthening governance and risk management. With a focus on companies in the Infrastructure, Real Estate & Construction and Consumer markets sectors, Raajeev also advised clients helping them successfully deliver large and complex programs & projects
Number of shares held in the Company	Nil
List of the directorships held in other entities	Nil
Chairman / Member in the Committees of the Boards of companies in which he is Director	Nil
Relationships between Directors inter-se	None

