



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/23-24/898

Date: November 20, 2023

BSE Limited, Phiroze Jeejeeboy Towers, Dalal Street, Fort, Mumbai 400 001. BSE Scrip Code: 513250	National Stock Exchange of India Limited, 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 Extra Ordinary General Meeting (EGM) of the Company

Dear Sir/Madam,

This is to inform you that, in compliance with relevant circulars issued by Ministry of Corporate Affairs and the Securities Exchange Board of India, the Extra Ordinary General Meeting (“**EGM**”) of the Company will be held on **Tuesday, December 12, 2023 at 11.00 A.M.** through Video Conferencing (“**VC**”)/ Other Audio-Visual Means (“**OAVM**”). The Copy of the Notice of EGM is enclosed herewith for your kind reference.

Further, Members of the Company, holding shares either in physical form or dematerialized form, as on December 05, 2023 (Cut off date for eligibility to vote) shall be entitled to vote by electronic means. The Schedule of remote e-voting facility is set out as under:

Event	Day, Date, Time
Commencement of Remote E-voting	Saturday, December 09, 2023 at 09.00 A.M.
End of Remote E-voting	Monday, December 11, 2023 at 05.00 P.M.
Cut-off Date	Tuesday, December 05, 2023

The said Notice of Extra Ordinary General Meeting is placed on the Company’s website i.e. <http://jyotisttructures.in/Notice.html>

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: 2023.11.20
17:07:39 +05'30'

Sonali K. Gaikwad
Company Secretary
ACS 31201



JYOTI STRUCTURES LIMITED

CIN No: L45200MH1974PLC017494

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

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

NOTICE

NOTICE is hereby given that the Extra-Ordinary General Meeting (“EGM”) of the Members of Jyoti Structures Limited (“the Company”) will be held through Video Conferencing (‘VC’) / Other Audio-Visual Means (‘OAVM’) “Ministry of Corporate affairs amended circular dated September 25, 2023 read with circular dated December 28, 2022, January 13, 2021, May 5, 2020, April 13, 2020 & April 8, 2020 on **Tuesday, December 12, 2023 at 11:00 a.m.** to transact the following business:

SPECIAL BUSINESS:

1. Issuance of Warrants Convertible into Equity Shares on Preferential Basis:

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 23, 42, 62 and other applicable provisions, if any, of the Companies Act, 2013, as amended (“the Act”) read with the rules made thereunder, to the extent notified and in effect, the applicable provisions, if any, of the Act as amended (without reference to the provisions thereof that have ceased to have effect upon notification of sections of the Companies Act), and the rules, regulations, guidelines, notifications and circulars, if any, issued by the Securities and Exchange Board of India including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “ICDR Regulations”) and the Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011, as amended (the “Takeover Regulations”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other guidelines and clarifications issued by any other competent authority, whether in India or abroad, from time to time, to the extent applicable including the enabling provisions of the Memorandum of Association and Articles of Association of the Company, Listing Agreements entered into by the Company with the Stock Exchanges where the equity shares of the Company are listed (the “Stock Exchanges”) and subject to the permissions, consents, sanctions and approval by any authority, approval of Shareholders at their general meeting and subject to such other approvals, permissions, sanctions, conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the consent of the Members of the Company be and is hereby accorded to issue, offer and allot, from time to time, in one or more tranches upto 6,07,50,000 number of convertible warrants (“Warrant(s)”) with right to the warrant holders to apply for and be allotted 1 (One) Equity Share of the face value of Rs. 2/- each of the Company (“Equity Shares”) for each Warrant within a period of 18 (Eighteen) months from the date of allotment of the Warrants, in one or more tranches, at a price of Rs. 13.20/- as determined in compliance with the Chapter V of the SEBI ICDR Regulations, 2018 and the SEBI SAST Regulations, per warrant each convertible into or exchangeable for 1 (One) Equity Share of face value of Rs. 2/- each including the resulting premium of Rs. 11.20/- per share to the following persons / entities (“proposed allottees”) not forming part of the promoter / management of the company, for cash and in such form and manner and in accordance with the provisions of ICDR Regulations and SEBI Takeover Regulations or other



applicable laws and on such terms and conditions as the Board may, in its absolute discretion think fit:

Name of the proposed allottee	Number of warrants
Ruchi Gupta	30,00,000
RSP Ventures	50,00,000
Mayank Subhash Rathod	25,00,000
Mangala Subhash Rathod	25,00,000
Saajan Subhash Rathod	25,00,000
Sahi Trading Pvt. Ltd	25,00,000
Shakun Impex Pvt. Ltd	50,00,000
Bengal Finance & Investment Pvt. Ltd.	1,80,00,000
Ashish Kacholia	1,80,00,000
Sanjeev Aggarwal	7,50,000
Gajanand Agrawal	10,00,000
Total	6,07,50,000

RESOLVED FURTHER THAT the “Relevant Date” for this proposed issue of warrants in accordance with the SEBI ICDR Regulations shall be November 10, 2023, being the date 30 days prior to the date of passing of the Resolution by the Members of the Company for the proposed preferential issue of Warrants convertible into Equity Shares.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of Warrants shall be subject to the following terms and conditions:

- (i) The Warrant holders shall, subject to the SEBI ICDR Regulations and other applicable rules, regulations, and laws, be entitled to exercise the Warrants in one or more tranches within a period of 18 (Eighteen) months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised. The Company shall accordingly issue and allot the corresponding number of Equity Shares of face value of Rs. 2/- each to the Warrant holders.
- (ii) An amount equivalent to atleast 25% of the Warrant Issue Price shall be payable at the time of subscription and allotment of each Warrant and the balance 75% shall be payable by the Warrant holder(s) on the exercise of the Warrant(s).
- (iii) In the event, a Warrant holder does not exercise the Warrants within a period of 18 (Eighteen) months from the date of allotment of such Warrants, the unexercised Warrants shall lapse and the amount paid by the Warrant holders on such Warrants shall stand forfeited by Company.
- (iv) The Warrants by themselves, until exercise of the conversion option and allotment of Equity Shares, do not give the Warrant holder thereof any rights akin to that of shareholder(s) of the Company.
- (v) The Company shall procure the listing and trading approvals for the Equity Shares to be issued and allotted to the Warrant holders upon exercise of the Warrants from the relevant Stock Exchanges in accordance with the Listing Regulations and all other applicable laws, rules, and regulations.
- (vi) The Equity Shares so allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari passu in all respects including dividend, with the then existing Equity Shares of the Company.
- (vii) The Warrants and Equity Shares issued pursuant to the exercise of the Warrants shall be locked-in as prescribed under Chapter V of the SEBI ICDR Regulations from time to time.



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RESOLVED FURTHER THAT, the Board or Company Secretary be and is hereby authorized to, do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary or desirable to give effect to the above resolutions, including without limitation to issue and allot Equity Shares upon exercise of the Warrants, to issue certificates/ clarifications on the issue and allotment of Warrants and thereafter allotment of Equity Shares further to exercise of the Warrants, effecting any modifications to the foregoing (including to determine, vary, modify or alter any of the terms and conditions of the Warrants including deciding the size and timing of any tranche of the Warrants), entering into contracts, arrangements, agreements, memoranda, documents to give effect to the resolutions above (including for appointment of agencies, consultants, intermediaries and advisors for managing issuance of Warrants and listing and trading of Equity Shares issued on exercise of Warrants), including making applications to Stock Exchanges for obtaining of in-principle approval, filing of requisite documents with the Registrar of Companies (ROC), National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/or such other authorities as may be necessary for the purpose, seeking approvals from lenders (where applicable), to take all such steps as may be necessary for the admission of the Warrants and Equity Shares (to be issued on exercise of the Warrants) with the depositories, viz. NSDL and CDSL and for the credit of such Warrants / Shares to the respective dematerialized securities account of the proposed allottees, and to delegate all or any of the powers conferred by the aforesaid resolutions on it to any committee of directors or any director(s) or officer(s) of the Company and to revoke and substitute such delegation from time to time, as deemed fit by the Board, to give effect to the above resolutions and also to initiate all necessary actions for and to settle all questions, difficulties, disputes or doubts whatsoever that may arise, including without limitation in connection with the issue and utilization of proceeds thereof, and take all steps and decisions in this regard.”

2. Issuance of Equity Shares on Preferential Basis:

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 23,42, 62 and other applicable provisions, if any, of the Companies Act,2013, as amended (“**the Act**”) read with the rules made thereunder, to the extent notified and in effect, the applicable provisions, if any, of the Act as amended (without reference to the provisions thereof that have ceased to have effect upon notification of sections of the Companies Act), and the rules, regulations, guidelines, notifications and circulars, if any, issued by the Securities and Exchange Board of India including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations,2018, as amended (the “ICDR Regulations”) and the Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011, as amended (the “Takeover Regulations”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other guidelines and clarifications issued by any other competent authority, whether in India or abroad, from time to time, to the extent applicable including the enabling provisions of the Memorandum of Association and Articles of Association of the Company, Listing Agreements entered into by the Company with the Stock Exchanges where the equity shares of the Company are listed (the “Stock Exchanges”) and subject to the permissions, consents, sanctions and approval by any authority, approval of Shareholders at their general meeting and subject to such other approvals, permissions, sanctions, conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the consent of the members of the Company be and is hereby accorded to issue, offer and allot, upto 1,34,00,000 Equity shares of Rs. 2/- each for cash at a price of Rs. 13.20/- per Equity Share, including a premium of Rs. 11.20/- per Equity Share aggregating to Rs. 17,68,80,000/- (Rupees Seventeen Crores Sixty-Eight Lakhs Eighty Thousand only) to the following persons / entities (“proposed allottees”) not forming part of the promoter / management of the company, for cash and in such form and manner and in accordance with the provisions of ICDR Regulations and SEBI Takeover Regulations or other applicable laws and on such terms and conditions as the Board may, in its absolute discretion think fit:



Name of the proposed allottee	Number of securities
Ruchi Gupta	20,00,000
RSP Ventures	25,00,000
Bengal Finance & Investment Pvt. Ltd.	44,00,000
Ashish Kacholia	44,00,000
Gajanand Agrawal	1,00,000
Total	1,34,00,000

RESOLVED FURTHER THAT the Equity Shares so allotted shall rank pari passu with the existing equity shares of the Company and the allotment shall be made in such form and manner and upon such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations or other applicable laws as may be prevailing at the relevant time.

RESOLVED FURTHER THAT the "Relevant Date" for this proposed issue of Equity Shares in accordance with the SEBI ICDR Regulations shall be November 10, 2023, being the date 30 days prior to the date of passing of the Resolution by the Members of the Company for the proposed issue of Equity Shares on preferential basis.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of Equity Shares shall be subject to the following terms and conditions:

- (i) The Company shall procure the listing and trading approvals for the Equity Shares to be issued and allotted to the proposed allottee from the relevant Stock Exchanges in accordance with the Listing Regulations and all other applicable laws, rules and regulations.
- (ii) The Equity Shares to be allotted as above shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari passu in all respects including dividend, with the existing Equity Shares of the Company.
- (iii) The Equity Shares issued as above shall be locked-in as prescribed under Chapter V of the SEBI ICDR Regulations from time to time.

RESOLVED FURTHER THAT the Company be and is hereby further authorized to do all such acts, deeds and things, as it may in its absolute discretion, deem necessary including appointing Merchant Bankers, Compliance Officer, Advisors, Consultants or Representatives, being incidental to the above.

RESOLVED FURTHER THAT the Whole-Time Director and Company Secretary of the Company be and are hereby authorized severally to do all such acts, deeds, matters and things as may be necessary or expedient including filing of necessary documents, intimations including e-forms with regulatory authorities and to settle any questions, difficulties or doubts that may arise in this regard including any amendment to the list of proposed allottees and the number of securities at any stage in connection with the preferential issue of the Equity Shares and obtain such confirmations / certifications as may be required from Practicing Chartered Accountants or Practicing Company Secretary for submission to regulators, including the Stock Exchanges, in connection with the preferential issue of the securities.

RESOLVED FURTHER THAT, the Board be and is hereby authorized to, do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary or desirable to give effect to the above resolutions, including without limitation to issue and allot Equity Shares, to issue certificates/ clarifications on the issue and allotment of Equity Shares effecting any modifications to the foregoing, entering into contracts, arrangements, agreements, memoranda, documents to give effect to the resolutions above (including for appointment of agencies, consultants, intermediaries and advisors for managing



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issuance of and listing and trading of Equity Shares), including making applications to Stock Exchanges for obtaining of in-principle approval, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, seeking approvals from lenders (where applicable), to take all such steps as may be necessary for the admission of the Equity Shares with the depositories, viz. NSDL and CDSL and for the credit of such Equity Shares to the respective dematerialized securities account of the proposed allottees and to delegate all or any of the powers conferred by the aforesaid resolutions on it to any Committee or any Director(s) or Officer(s) of the Company and to revoke and substitute such delegation from time to time, as deemed fit by the Board, to give effect to the above resolutions and also to initiate all necessary actions for and to settle all questions, difficulties, disputes or doubts whatsoever that may arise, including without limitation in connection with the issue and utilization of proceeds thereof, and take all steps and decisions in this regard.”

3. Increase in Authorised Share Capital of the company and consequential amendment in Memorandum of Association of the company:

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

“**RESOLVED THAT** pursuant to the provisions of Section 61 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the Rules framed thereunder, consent of the members of the Company be and is hereby accorded for increase in the Authorised Share Capital of the Company from existing Rs. 1,86,30,00,000/- (Rupees One Hundred Eighty-Six Crores Thirty Lakhs Only) equity share capital divided into 93,15,00,000 (Ninety-Three Crores Fifteen Lakhs) equity shares of a face value of Rs. 2/- each; to (i) Rs. 1,96,30,00,000/- (Rupees One Hundred Ninety-Six Crores Thirty Lakhs Only) equity share capital divided into 98,15,00,000 ((Ninety-Eight Crores Fifteen Lakhs) equity shares of a face value of Rs. 2/- each; ranking pari-passu in all respect with the existing Equity Shares of the Company as per the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT pursuant to Section 13 and all other applicable provisions, if any, of the Companies Act, 2013, consent of the members of the Company, be and is hereby accorded for alteration of Clause V of the Memorandum of Association of the Company by substituting in its place and stead the following:

“V. *The Authorised Share Capital of the Company is Rs. 1,96,30,00,000/- (Rupees One Hundred Ninety-Six Crores Thirty Lakhs Only) equity share capital divided into 98,15,00,000 ((Ninety-Eight Crores Fifteen Lakhs) equity shares of a face value of Rs. 2/- each with power to increase, reduce and reclassify the capital and divide the shares in the capital for the time being into several classes and attach thereto respectively such preference, deferred or special rights, privileges or conditions as may be determined by the and in accordance with regulations of the Company and to vary, modify or abrogate any rights, privileges and conditions in such manner as may for the time being be provided by the regulations of the Company.*”



RESOLVED FURTHER THAT approval of the Members of the Company, be and is hereby accorded to the Board of Directors of the Company or Company Secretary to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard.”

Registered Office:

6th Floor, Valecha Chambers
New Link Road, Oshiwara
Andheri West, Mumbai-400053

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

CIN:L45200MH1974PLC017494

Place: Mumbai

Date: November 16, 2023

By Order of the Board
For **Jyoti Structures Limited**



Sonali K Gaikwad
Company Secretary & Compliance Officer
ACS 31201



JYOTI STRUCTURES LIMITED

NOTES:

- 1) In 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 Extra-Ordinary General Meeting (“EGM”), 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, December 28, 2022 (collectively referred to as “MCA Circulars”) and Circular No. 09/2023 dated September 25, 2023 has permitted Companies to conduct EGM 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 EGM shall be the Registered Office of the Company. In terms of MCA Circulars and the provisions of the Act, the EGM of the Members is to be held through VC/OAVM. Hence, Members can attend and participate in the EGM.
- 3) The EGM Notice 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 available at the Company’s website www.jyotisttructures.in.
- 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 EGM 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@jysl.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, December 5, 2023 to Tuesday, December 12, 2023** both days inclusive. Members holding shares either in physical form or in dematerialized form, as on **Tuesday, December 5, 2023** i.e. cut-off date, may cast their vote electronically.
- 7) 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.
- 8) 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”).



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

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

- 10) In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the EGM.
- 11) Members attending the EGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- 12) Members who have not registered their e-mail addresses are requested to register their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participant and with Bigshare Services Pvt. Ltd., Registrar and Share Transfer Agent for shares held in physical form. Further, the members can refer the company's website i.e. www.jyotisttructures.in or stock exchanges website i.e. www.bseindia.com & www.nseindia.com in case of download/ to view the notice of the Extra-ordinary General Meeting of the Company.
- 13) Members are requested to notify immediately any change in their addresses and / or bank mandate details to the Company's Registrar and Share Transfer Agents, Bigshare Services Pvt. Ltd., at S6 – 2 Pinnacle Business Park, Mahakali Caves Road, Next to Ahura Centre, Andheri (E), Mumbai 400093, for shares held in physical form and to their respective Depository Participants (DP) for shares held in electronic form.
- 14) 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) 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.
- 16) 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.
- 17) 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 lodgment of request for these transactions, is mandatory.
- 18) 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.

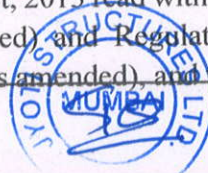


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- 19) The manner in which the members who are holding shares in physical form or who have not registered their email addresses with the company can cast their vote through remote e-voting or through the e-voting system during the meeting;
- 20) The 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;
- 21) The remote e-voting period commences on **Saturday, December 9, 2023 (9:00 a.m. IST)** and ends on **Monday, December 11, 2023 (5:00 p.m. IST)**.
- 22) The Board of Directors has appointed M/s. VLA & Associates, Practicing Company Secretaries as the Scrutinizer to scrutinize the voting during the EGM and remote e-voting process in a fair and transparent manner.
- 23) 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.
- 24) Since the EGM 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, Circular No. 09/2023 dated September 25, 2023 and all other relevant circulars issued from time to time, physical attendance of the Members to the EGM venue is not required and general meeting be held through video conferencing (VC) or other audiovisual means (OAVM). Hence, Members can attend and participate in the ensuing EGM 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 EGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the EGM 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 EGM through VC 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 EGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the EGM 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 EGM. 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 will be provided by NSDL.

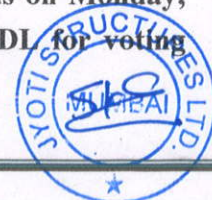
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at www.jyotisttructures.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the EGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
7. EGM 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, Circular no. 10/2022 dated December 28, 2022 and Circular No. 09/2023 dated September 25, 2023.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM 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 Saturday, December 9, 2023 at 09.00 am and ends on Monday, December 11, 2023 at 05.00 pm. The remote e-voting module shall be disabled by NSDL for voting



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thereafter. The Members whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Tuesday, December 5, 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 Tuesday, December 5, 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.nsd.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.nsd.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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 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



	<p>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> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 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. 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. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 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>	<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> <div style="text-align: right; margin-top: 20px;">  </div>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID

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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 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.

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***

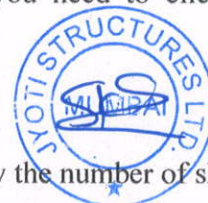


4. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the '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**
5. 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.
6. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
7. Now, you will have to click on "Login" button.
8. 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 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.
- 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:

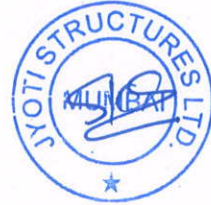
1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to investor@jsl.co.in.
2. In case shares are held 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 shareholder 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 EGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.



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2. Only those Members/ shareholders, who will be present in the EGM through VC 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 EGM.
 3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
 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 EGM shall be the same person mentioned for Remote e-voting.



JYOTI STRUCTURES LIMITED

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

ITEM NO. 1 & 2

TO APPROVE THE ISSUANCE OF WARRANTS CONVERTIBLE INTO EQUITY SHARES TO THE PROPOSED ALLOTTEES AND ISSUANCE OF EQUITY SHARES ON A PREFERENTIAL BASIS:

In order to meet long-term funding requirements of the Company inter alia to fund Company's growth capital requirements, to meet the Company's capital expenditure, to enhance its long term resources and thereby strengthening of the financial structure of the Company and for meeting working capital requirements and for other general corporate purposes and purposes permitted by applicable laws, the Board of Directors of the Company in its meeting held on November 16, 2023 accorded its approval for raising funds through issuance of Equity Shares and Warrants convertible into Equity Shares to the proposed allottees as set out below ("proposed allottees") on a preferential basis by way of private placement subject to approval of the members of the Company.

As per Section 62(1)(c) of the Companies Act, 2013 (as amended) read with Rule 13 of the Companies (Share Capital and Debenture) Rules, 2014, and Regulation 160 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as may be applicable, a listed issuer is permitted to make a preferential issue of specified securities, if a special resolution has been passed by its members.

The Board of Directors of the Company (the Board) at their meeting held on November 16, 2023, approved issue of upto 6,07,50,000 Warrants of Rs. 13.20/- each giving the warrant holder a right to apply and be allotted, in one or more tranches, 1 Equity Share of Rs. 2/- each at a price of Rs. 13.20/- per Equity Share, including a premium of Rs. 11.20/- per Equity Share within a period of 18 months from the date of allotment of the Warrants; and 1,34,00,000 Equity Shares of Rs. 2/- each at a price of Rs. 13.20/- per Equity Share, including a premium of Rs. 11.20/- per Equity Share as under:

(A) 6,07,50,000 Warrants convertible into Equity Shares to the following proposed allottees:

Name of the proposed allottee	No. of Warrants	Category of the proposed allottee
Ruchi Gupta	30,00,000	Individual
RSP Ventures	50,00,000	Body Corporate
Mayank Subhash Rathod	25,00,000	Individual
Mangala Subhash Rathod	25,00,000	Individual
Saajan Subhash Rathod	25,00,000	Individual
Sahi Trading Pvt. Ltd	25,00,000	Body Corporate
Shakun Impex Pvt. Ltd	50,00,000	Body Corporate
Bengal Finance & Investment Pvt. Ltd.	1,80,00,000	Body Corporate
Ashish Kacholia	1,80,00,000	Individual
Sanjeev Aggarwal	7,50,000	Individual
Gajanand Agrawal	10,00,000	Individual

Each Warrant is convertible into 1 (One) Equity Share and the conversion can be exercised at any time during the period of Eighteen (18) months from the date of allotment of Warrants, in one or more tranches, as the case may be, on such terms and conditions as applicable, entitling the Proposed Allottees to subscribe to and be allotted the Warrants convertible into Equity Shares of the Company.

(B) 1.34,00,000 Equity Shares on Preferential Basis to the following proposed allottees:



Name of the proposed allottee	Number of Equity Shares	Category of the proposed allottee
Ruchi Gupta	20,00,000	Individual
RSP Ventures	25,00,000	Body Corporate
Bengal Finance & Investment Ltd.	44,00,000	Body Corporate
Ashish Kacholia	44,00,000	Individual
Gajanand Agrawal	1,00,000	Individual

The above referred individual / entities are collectively referred to as “the proposed allottees”.

Accordingly, the approval of the members of the Company is being sought, by way of a special resolution, to create, offer, issue and allot, Equity Shares and Warrants convertible into Equity Shares, by way of preferential allotment to the proposed allottees.

The Equity Shares and the Warrants issued pursuant to the abovementioned resolutions shall be subject to lock-in and transferability in accordance with Regulations 167 and 168 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

The Equity Shares and the Equity Shares allotted upon conversion of the warrants when exercised by the proposed allottees shall rank pari passu inter se and with the then existing equity shares of the Company in all respects, including in relation to dividend.

The disclosures prescribed under the Companies Act, 2013 and Regulation 163 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “SEBI ICDR Regulations”) as may be applicable, in respect of the Resolution proposed at Item No. 1 & 2 is as follows:

a) The objects of the preferential issue:

To augment long term financial resources of the Company, to meet its working capital, capital expenditure and other general corporate purposes besides strengthening the capital base of the Company.

b) Type and number of securities to be issued

It is proposed to issue and allot in aggregate upto 6,07,50,000 Warrants at a price of Rs. 13.20/- per warrant, aggregating to Rs. 80,19,00,000/-, and 1,34,00,000 Equity Shares of Rs. 2/- each at a price of Rs. 13.20 per Equity Share aggregating to Rs. 17,68,80,000/-. The details of each issue are as under:

It is proposed to issue and allot in aggregate the following securities on preferential basis to the proposed allottees:

- (1) Upto 6,07,50,000 (Six Crores Seven Lakhs Fifty Thousand only) Warrants at a price of Rs.13.20 per warrant, aggregating to Rs. 80,19,00,000/- (Rupees Eighty Crore Nineteen Lakhs only) each convertible into or exchangeable for One (1) Equity Share of the face value of Rs. 2/- at a price of Rs. 13.20 per Equity Share (including a premium of Rs.11.20 per Equity Share) to the following proposed allottees:



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Name of the proposed allottee	No. of Warrants	Category of the proposed allottee
Ruchi Gupta	30,00,000	Individual
RSP Ventures	50,00,000	Body Corporate
Mayank Subhash Rathod	25,00,000	Individual
Mangala Subhash Rathod	25,00,000	Individual
Saajan Subhash Rathod	25,00,000	Individual
Sahi Trading Pvt. Ltd	25,00,000	Body Corporate
Shakun Impex Pvt. Ltd	50,00,000	Body Corporate
Bengal Finance & Investment Pvt. Ltd.	1,80,00,000	Body Corporate
Ashish Kacholia	1,80,00,000	Individual
Sanjeev Aggarwal	7,50,000	Individual
Gajanand Agrawal	10,00,000	Individual

The warrants are to be exercised for conversion into Equity Shares in one or more tranches, within 18 months from the date of its allotment

- (2) Upto 1,34,00,000 Equity Shares of Rs. 2/- each at a price of Rs. 13.20/- per Equity Share (including a premium of Rs. 11.20/- per Equity Share) aggregating to Rs. 17,68,80,000/- (Rupees Seventeen Crores Sixty-Eight Lakhs Eighty Thousand only) to the following proposed allottees:

Name of the proposed allottee	Number of Equity Shares	Category of the proposed allottee
Ruchi Gupta	20,00,000	Individual
RSP Ventures	25,00,000	Body Corporate
Bengal Finance & Investment Pvt. Ltd.	44,00,000	Body Corporate
Ashish Kacholia	44,00,000	Individual
Gajanand Agrawal	1,00,000	Individual

c) Amount which the company intends to raise by way of such securities

Rs. 97,87,80,000/- (Rupees Ninety-Seven Crore Eighty-Seven Lakhs Eighty Thousand only) by issue of upto 6,07,50,000 Warrants and 1,34,00,000 Equity Shares, each at a price of Rs. 13.20/-.

d) The price or price band at which the allotment is proposed:

The issue price is Rs.13.20/- per warrant ("Warrant Issue Price") with a right to the warrant holders to apply for and be allotted 1 (One) Equity Share of the face value of Rs. 2/- each of the Company ("Equity Shares") at a premium of Rs. 11.20/- per share for each Warrant. The issue price for the Equity Shares is Rs. 13.20/- per Equity Share, including premium of Rs. 11.20/- per Equity Share.

e) Basis on which the price has been arrived at:

The equity shares of Company are listed on Stock Exchanges at BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) and are frequently traded in accordance with the SEBI (ICDR) Regulations. For the purpose of computation of the price for each Equity Share / warrant convertible into each equity share, National Stock Exchange of India Limited is the Stock Exchange that has higher trading volume for the said period and has been accordingly considered.

In terms of the applicable provisions of SEBI (ICDR) Regulations, the price at which the Equity Shares



Warrants convertible into Equity Shares shall be allotted, shall be not less than higher of the following:

- (a) the 90 trading days volume weighted average price of the equity shares of the Company quoted on the Stock Exchange preceding the Relevant Date; or
- (b) the 10 trading days volume weighted average price of the equity shares of the Company quoted on the Stock Exchange preceding the Relevant Date.

The pricing of the Equity Shares and the Warrants convertible into Equity Shares to be allotted on preferential basis is Rs. 13.20/- per Equity Share / Warrant convertible into equivalent number of Equity Share of face value of Rs. 2/- each, which price is not lower than the price determined in accordance with applicable provisions of SEBI (ICDR) Regulations.

f) Relevant Date

The "Relevant Date" in accordance with SEBI ICDR Regulations would be November 10, 2023 being the date 30 days prior to the date of passing of the Special Resolution by the Members of the Company for the proposed preferential issue of Warrants convertible into Equity Shares.

g) Proposal / Intent of the promoters, directors or key management personnel of the Company to subscribe to the offer:

The Company is professionally managed Company with no identifiable person as its Promoter. The proposed allottee(s) is/are not related in any manner with the company or its management. None of the Directors or Key Management Personnel of the Company intend or propose to subscribe to the Preferential Issue.

h) Equity Shareholding Pattern of the Company before and after the Preferential Issue:

The table mentioned below shows the expected shareholding pattern of the Company consequent to issue of the Equity Shares (as per Resolution at item no. 2 to this notice) and the Equity Shares upon conversion of the Warrants (as per resolutions at item No. 1 to this notice) and assuming conversion of all the Warrants (convertible within a period of 18 (eighteen) months from the date of allotment) proposed to be allotted to the proposed allottees as per the resolution:

Category	Pre-issue		Post-issue	
	Shares	%	Shares	%
Promoters	0	0	0	0
Public	70,45,27,710*	100	77,86,77,710	100
Total	70,45,27,710*	100	77,86,77,710	100

*The Pre issued capital includes 7,00,00,000 Equity Shares to be issued on conversion of Compulsorily Convertible Preference Shares for which approval is awaited from the Stock Exchanges.

Please refer Annexure I to this notice for details.

Notes:

1. Pre issue shareholding pattern has been prepared based on shareholding of the Company as on September 30, 2023.
2. Post issue holding of all the other shareholders is assumed to remain the same, as it was on the date, on which the pre-issue shareholding pattern was prepared.



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i) Proposed time frame within which the preferential issue of the Warrants convertible into Equity Shares shall be completed

As required under the SEBI ICDR Regulations, the Equity Shares and the Warrants shall be issued and allotted by the Company within a period of Fifteen (15) days from the date of passing of this Resolution. In case of Warrants, tenure of the same shall not exceed eighteen months from the date of their allotment and the proposed allottee would have to exercise his right for conversion within the said period. The Equity Shares arising pursuant to the exercise of the conversion of warrant shall be allotted within 15 days from the date of such exercise for conversion by the allottee. Provided that where the issue and allotment of the Equity Shares and the Warrants / the Equity Shares arising out of the conversion of the warrants, is pending on account of pendency of any approval for such issue and allotment by any regulatory authority or the Central Government, the issue and allotment shall be completed within a period of Fifteen (15) days from the date

receipt of last of such approvals. Pursuant to Regulation 170(2) of the SEBI ICDR Regulations, if the allotment of the specified securities is not completed within fifteen days from the date of special resolution, a fresh special resolution shall be passed and the relevant date for determining the price of specified securities shall be taken with reference to the date of the latter special resolution.

j) Identity of the natural persons who are ultimate beneficial owners of the shares proposed to be allotted and / or who ultimately control the proposed allottee

The Equity Shares and the Warrants convertible into Equity Shares are proposed to be allotted to the entities who are not related to the Company or its management in any manner. The details of the proposed allottees are as per the following table. No change in control or management of the Company is contemplated consequent to the proposed preferential issue of the warrants and resultant Equity Shares being allotted upon conversion of the warrants. However, voting rights will change in accordance with the shareholding pattern. The pre and post issue holding of the proposed allottees in the company are as under:

Sr.	Name of the proposed allottee	Ultimate Beneficial Owners of the proposed allottee(s)	Pre-issue		Issue of Shares and warrants	Post-issue #	
			Shares	%		Shares	%
1)	Ruchi Gupta	Ruchi Gupta	0	0	50,00,000	50,00,000	0.64
2)	RSP Ventures	i. Sahil ii. Puneet Arora iii. Richa Sachdeva	0	0	75,00,000	75,00,000	0.96
3)	Mayank Subhash Rathod	Mayank Subhash Rathod	0	0	25,00,000	25,00,000	0.32
4)	Mangala Subhash Rathod	Mangala Subhash Rathod	0	0	25,00,000	25,00,000	0.32
5)	Saajan Subhash Rathod	Saajan Subhash Rathod	0	0	25,00,000	25,00,000	0.32



6)	Sahi Trading Pvt. Ltd.	i. Subhash Phootarmal Rathod						
		ii. Mangala Subhash Rathod	0	0	25,00,000	25,00,000	0.32	
		iii. Saajan Subhash Rathod						
7)	Shakun Impex Pvt. Ltd	i. Shri. Arun Kumar Jain						
		ii. Mrs. Sarita Jain						
		iii. Mr. Pranav Jain	0	0	50,00,000	50,00,000	0.64	
		iv. Mrs. Radhika Jain						
8)	Bengal Finance & Investment Pvt. Ltd.	Suresh Kumar Agarwal	0	0	2,24,00,000	2,24,00,000	2.88	
9)	Ashish Kacholia	Ashish Kacholia	0	0	2,24,00,000	2,24,00,000	2.88	
10)	Sanjeev Aggarwal	Sanjeev Aggarwal	0	0	7,50,000	7,50,000	0.10	
11)	Gajanand Agrawal	Gajanand Agrawal	0	0	11,00,000	11,00,000	0.14	

#Assuming full conversion of warrants

k) Lock in

The Equity Shares, Warrants and Equity Shares to be allotted to the proposed allottees upon conversion of the Warrants, including the pre-preferential allotment shareholding of the proposed allottees will be subject to applicable lock-in and transfer restrictions stipulated under Regulations 167 and 168 of the SEBI ICDR Regulations.

l) Practicing Company Secretary's Certificate

The certificate from M/s Sandeep Dubey & Associates, Practicing Company Secretaries, certifying that the proposed Preferential Issue is in accordance with the requirements contained in the SEBI ICDR Regulations will be placed before the Members at the EGM and is also hosted on website of the Company which can be accessed at the link: www.jyotisttructures.in

m) Class or classes of persons to whom the allotment is proposed to be made and current and post allotment status:

The Equity Shares and the Warrants are proposed to be allotted on preferential basis to the following entities who are not in any manner related to the Company or its management:



JYOTI STRUCTURES LIMITED

Sr.	Name of the proposed allottee	Ultimate Beneficial Owners of the proposed allottee(s)	Pre-issue		Issue of Shares and warrants	Post-issue #	
			Shares	%		Shares	%
1)	Ruchi Gupta	Ruchi Gupta	0	0	50,00,000	50,00,000	0.64
2)	RSP Ventures	i. Sahil ii. Puneet Arora iii. Richa Sachdeva	0	0	75,00,000	75,00,000	0.96
3)	Mayank Subhash Rathod	Mayank Subhash Rathod	0	0	25,00,000	25,00,000	0.32
4)	Mangala Subhash Rathod	Mangala Subhash Rathod	0	0	25,00,000	25,00,000	0.32
5)	Saajan Subhash Rathod	Saajan Subhash Rathod	0	0	25,00,000	25,00,000	0.32
6)	Sahi Trading Pvt. Ltd.	i. Subhash Phootarmal Rathod ii. Mangala Subhash Rathod iii. Saajan Subhash Rathod	0	0	25,00,000	25,00,000	0.32
7)	Shakun Impex Pvt. Ltd	i. Shri. Arun Kumar Jain ii. Mrs. Sarita Jain iii. Mr. Pranav Jain iv. Mrs. Radhika Jain	0	0	50,00,000	50,00,000	0.64
8)	Bengal Finance & Investment Pvt. Ltd.	Suresh Kumar Agarwal	0	0	2,24,00,000	2,24,00,000	2.88
9)	Ashish Kacholia	Ashish Kacholia	0	0	2,24,00,000	2,24,00,000	2.88
10)	Sanjeev Aggarwal	Sanjeev Aggarwal	0	0	7,50,000	7,50,000	0.10
11)	Gajanand Agrawal	Gajanand Agrawal	0	0	11,00,000	11,00,000	0.14

n) Undertaking

The Company hereby undertakes that:

- (i) It would re-compute the price of the securities specified above in terms of the provisions of SEBI (ICDR) Regulations, where it is so required;



- (ii) If the amount payable, if any, on account of the re-computation of price is not paid within the time stipulated in SEBI (ICDR) Regulations the above warrants/shares shall continue to be locked-in till the time such amount is paid by the allottees.

In accordance with the SEBI ICDR Regulations, (i) all the Equity Shares held by the proposed allottees in the Company are in dematerialized form only; (ii) The proposed allottee(s) have not sold/transferred any Equity Shares of the Company during the 90 trading days preceding the Relevant Date; (iii) None of the proposed allottee(s) have previously subscribed to any warrants of the Company but failed to exercise them; (iv) Neither the Company nor any of its promoters and directors is a wilful defaulter or a fraudulent borrower or a fugitive economic offender; and (v) valuation requirement is not applicable as the securities are proposed to be issued for cash consideration.

The issue of the Equity Shares, Warrants and resultant Equity Shares upon conversion of the warrants shall be made in accordance with the provisions of the Memorandum and Articles of Association of the Company and shall be made in a dematerialized format only.

The Members of the Company recommends passing of the resolution as set out at Item 1 & 2 as a special resolution.

None of the other directors or any key managerial personnel or any relative of any of the other directors / key managerial personnel of the Company are, in any way concerned or interested, financially or otherwise, in passing of this resolution.

ITEM NO. 3

The Company intends to increase its Authorized Share Capital with a view to raise funds through various modes. The Authorised Share Capital is proposed to be increased from Rs. 1,86,30,00,000/- (Rupees One Hundred Eighty-Six Crores Thirty Lakhs Only) equity share capital divided into 93,15,00,000 (Ninety-Three Crores Fifteen Lakhs) equity shares of a face value of Rs. 2/- each; to (i) Rs. 1,96,30,00,000/- (Rupees One Hundred Ninety-Six Crores Thirty Lakhs Only) equity share capital divided into 98,15,00,000 ((Ninety-Eight Crores Fifteen Lakhs) equity shares of a face value of Rs. 2/- each in all respects as per the Memorandum and Articles of Association of the Company.

Consequently, Clause V of the Memorandum of Association would also require alteration so as to reflect the changed Authorised Share Capital. The proposal for increase in Authorised Share Capital and 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 EGM.



JYOTI STRUCTURES LIMITED

The Members of the Company recommends passing of the resolution as set out at Item 3 as Ordinary resolution.

None of the other directors or any key managerial personnel or any relative of any of the other directors / key managerial personnel of the Company are, in any way concerned or interested, financially or otherwise, in passing of this resolution.

Registered Office:

6th Floor, Valecha Chambers
New Link Road Oshiwara,
Andheri West, Mumbai-400 053

E-mail: investor@jsl.co.in

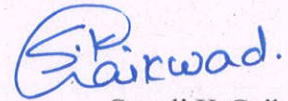
Website: www.jyotisttructures.in

CIN: L45200MH1974PLC017494

Place: Mumbai

Date: November 16, 2023

By Order of the Board
For Jyoti Structures Limited



Sonali K Gaikwad

Company Secretary & Compliance Officer

ACS 31201



Annexure I

Category	Pre-issue		Issue of securities on preferential basis			Post-issue	
	Shares	%	Shares	Warrants	Total	Shares	%
(A) Promoters / Promoter Group's shareholding							
(1) Indian Promoters	-	-	-	-	-	-	-
Individuals & HUF	-	-	-	-	-	-	-
Body corporates	-	-	-	-	-	-	-
Sub-total (A)(1)							
(2) Foreign Promoters	-	-	-	-	-	-	-
Sub-total (A)(2)	-	-	-	-	-	-	-
Total Promoter/ Promoter Group Shareholding (A)=(A)(1)+(A)(2)	-	-	-	-	-	-	-
(B) Public Shareholding							
(1) Institutions							
(a) Mutual Funds	-	-	-	-	-	-	-
(b) Alternative Investment Fund	1,00,00,000	1.419	-	-	-	1,00,00,000	1.284
(c) Financial Institutions / Banks	3,51,69,622	4.992	-	-	-	3,51,69,622	4.517
(d) Foreign Portfolio Investors & Any Other (FII's)	2,22,682	0.032	-	-	-	2,22,682	0.029
(e) Qualified Institutional Buyer	-	-	-	-	-	-	-
(f) Insurance Companies	1,60,105	0.023	-	-	-	1,60,105	0.021
Sub-total (B)(1)	4,55,52,409	6.466	-	-	-	4,55,52,409	5.850
(2) Non-Institutions							
(a) Clearing Members	56,12,823	0.797	-	-	-	56,12,823	0.721
(b) Bodies Corporate	17,62,43,172	25.016	69,00,000	3,05,00,000	3,74,00,000	21,36,43,172	27.437
(c) NBFC	1,650	0.000	-	-	-	1,650	0.000
(d) Non-Resident Indians	2,14,74,497	3.048	-	-	-	2,14,74,497	2.758
(e) Trusts	26,390	0.004	-	-	-	26,390	0.003
(f) Directors & Relatives	32,60,000	0.463	-	-	-	32,60,000	0.419
(g) IEPF	-	-	-	-	-	0	-
(h) Foreign Nationals	-	-	-	-	-	0	-
(i) Individual Shareholders							



JYOTI STRUCTURES LIMITED

- holding nominal share capital up to Rs. 2 Lakh	12,97,14,718	18.412	-	-	-	12,97,14,718	16.658
- holding nominal share capital in excess of Rs. 2 Lakh	30,16,17,007	42.811	65,00,000	3,02,50,000	3,67,50,000	33,83,67,007	43.454
Any Others	2,10,25,044	2.984	-	-	-	2,10,25,044	2.700
Sub-total (B)(2)	65,89,75,301	93.534	1,34,00,000	6,07,50,000	7,41,50,000	73,31,25,301	94.150
Total Public Shareholding (B)= (B)(1)+(B)(2)	70,45,27,710	100	1,34,00,000	6,07,50,000	7,41,50,000	77,86,77,710	100
(C) Custodians for GDRs and ADRs	-	-	-	-	-	0	-
TOTAL (A) + (B) + (C)	70,45,27,710	100				77,86,77,710	100

