



## JYOTI STRUCTURES LIMITED

CIN No.: L45200MH1974PLC017494

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

Email : investor@jsl.in; Website : www.jsl.in

### POSTAL BALLOT NOTICE

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013, ('the Act') read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and Regulation 44 of the Securities & Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 and other applicable laws and regulations to transact the following special business by the members of Jyoti Structures Limited by passing the resolutions through postal ballot.

Your consideration and approval is sought for the resolutions annexed herewith. The statement to be annexed to Notice under Section 102 (1) of the Act setting out the material facts and reasons for the resolutions is also appended herewith and is being sent to you along with a postal ballot form for your consideration. Mr. Surjan Singh Rauthan of M/s. S. S. Rauthan & Associates, Practicing Company Secretaries has been appointed by the Board of Directors of your Company as the Scrutinizer for conducting the postal ballot / e-voting process in a fair and transparent manner.

You are requested to carefully read the instructions printed on the postal ballot form and notice and return the completed form in the enclosed self-addressed postage pre-paid envelope (if posted in India), so as to reach the Scrutinizer on or before the close of business hours on Monday, the 18<sup>th</sup> January, 2016, the last date for receipt of the completed Postal Ballot Forms. The postage on the enclosed self-addressed postage pre-paid envelope shall be borne and paid by the Company.

#### E-Voting Option

In compliance with Regulation 44 of the Securities & Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 and section 108 and other applicable provisions of the Act read with the related rules (including any statutory modification or re-enactment thereof, for the time being in force), we are pleased to provide e-voting facility for our members which would enable you to cast your votes electronically, instead of dispatching physical postal ballot form. E-voting is optional and all members (whether holding shares in demat form or physical form) may vote either by completing and dispatching the postal ballot form by post or by e-voting. The Company has engaged the services of Central Depository Services (India) Limited ('CDSL') for the purpose of providing e-voting facility to all its members. Please carefully read and follow the instructions on e-voting printed in this notice.

The Scrutinizer will submit his report to the Chairman of the Company, upon completion of scrutiny of postal ballots in a fair and transparent manner and the result of the postal ballot will be announced on or before Thursday, the 21<sup>st</sup> January, 2016 at the Registered Office of the Company. The result of the postal ballot will also be displayed at the said address and hosted on the Company's website www.jsl.in besides communicating to the National Stock Exchange of India Limited and Bombay Stock Exchange Limited. The date of announcement of the result of postal ballot shall be taken to be the date of passing of the resolution.

#### SPECIAL BUSINESS:

##### 1. To re-classify the authorized share capital of the company

To consider, and if deemed fit, to pass the following Resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to Sections 13 and 61 and other applicable provisions if any of the Companies Act, 2013 and the articles of association, the authorised share capital of the Company be and is hereby reclassified from 17,50,00,000 (Seventeen Crore Fifty Lac) equity shares of Rs. 2 (Rupees Two) each and 50,00,000 (Fifty Lac) Redeemable Preference Shares of Rs. 100 (Rupees One Hundred) each to 30,00,00,000 (Thirty Crore) equity shares of Rs. 2 (Rupees Two) each and 25,00,000 (Twenty Five Lac) Preference Shares of Rs. 100 (Rupees One Hundred) each by the creation of 12,50,00,000 (Twelve Crore Fifty Lac) equity shares of Rs. 2 (Rupees Two) each and the cancellation of 25,00,000 (Twenty Five Lac) unissued preference shares of Rs. 100 (Rupees One Hundred) each."

**"RESOLVED FURTHER THAT** the existing capital Clause V appearing in the Memorandum of Association be substituted with the following new clause:

*"The Authorized Share Capital of the company is Rs. 85,00,00,000 (Rupees Eighty Five Crore only) divided into 30,00,00,000*

*(Thirty Crore) Equity Shares of Rs. 2 (Rupees Two) each and 25,00,000 (Twenty Five Lac) Preference Shares of Rs.100 (Rupees One Hundred) each capable of being increased in accordance with the Company's Regulations and legislative provisions for the time being in force in that behalf. The Authorised Share Capital in the Company whether original or increased may be divided into several classes with any preferential, qualified or other special rights, privileges, conditions or restrictions attached thereto whether in regard to dividend, voting, return of capital or otherwise. If and when the Capital of the company is divided into Shares of different classes, the rights of such class may be varied, modified, affected, extended, abrogated or surrendered as provided by the Articles of Association"*

2. **To create, offer and issue new equity shares on preferential basis to the lenders of the Company pursuant to invocation of SDR Scheme**

To consider, and if deemed fit, to pass the following Resolution as a **Special Resolution**:

**"RESOLVED THAT** in accordance with applicable provisions of the Companies Act, 2013 and the Rules issued thereunder and in accordance with the Memorandum of Association and Articles of Association of the Company, the Reserve Bank of India ("RBI") circular on the Strategic Debt Restructuring Scheme numbered RBI/2014-15/627, dated June 08, 2015 ("SDR Scheme"), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2009, and applicable regulations and all appropriate statutory, governmental and other authorities and departments in this regard and subject to such conditions and modifications as may be prescribed by the respective statutory, governmental and other authorities and departments while granting such approvals, consents, sanctions, permissions, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (which expression shall be deemed to include any committee(s) thereof constituted or to be constituted by the Board of Directors to exercise its powers, including the powers conferred by this resolution and hereinafter referred to as the "Board") to amend, alter and modify the Master Restructuring Agreement dated 29<sup>th</sup> September 2014 ("Master Restructuring Agreement") between the banks and financial institutions mentioned thereunder ("Lenders") and the financing documents referred to in the Master Restructuring Agreement (together, the "Financing Documents") to include provisions to invoke SDR i.e. convert the whole or part of the loans granted by the Lenders and the interest outstanding thereon into fully paid-up equity shares constituting not less than 51% of the paid-up share capital of the Company, subject to applicable law and in the manner and within timelines specified in a notice in writing to be given by the Lenders to the Company (hereinafter referred to as the "Notice of Conversion") and in accordance with the following conditions:

- (i) The conversion right reserved as aforesaid may be exercised by the Lenders as specified under the Financing Documents or in accordance with the SDR Scheme;
- (ii) The rate of conversion of the outstanding debt into fully paid-up equity shares of the Company shall be at the rate determined by the Lenders in accordance with the SDR Scheme;
- (iii) On receipt of the Notice of Conversion, the Company shall allot and issue the requisite number of fully paid-up equity shares to the Lenders as from the date of conversion which allotment shall either be pro-rata to the debt owed by the Company to each Lender or in such other proportion as the Lenders may inter-se agree and specify in the Notice of Conversion and the Lenders shall accept the same in satisfaction of the part of the loans so converted;
- (iv) The equity shares so allotted and issued to the Lenders shall rank pari passu with the existing equity shares of the Company in all respects including in relation to the voting rights attached thereto. The Company shall, at all times, maintain sufficient un-issued authorized equity shares for the above purpose;
- (v) In the event that the Lenders exercise the conversion right as aforesaid, the Company shall at its cost get the equity shares, issued to the Lenders as a result of the conversion, listed with such stock exchanges as may be prescribed by the Lenders and for the said purpose the Company shall take all such steps as may be necessary to the satisfaction of the Lenders, to ensure that the fully paid-up equity shares are listed as required by the Lenders;
- (vi) In the event that the Lenders exercise the conversion right as aforesaid, the Lenders shall, for the purposes of divesting their shareholding in the Company in compliance with the SDR Scheme, sell the equity shares so acquired to a new investor (identified by the Company and accepted by the Lenders) ("**New Investor**");
- (vii) In the event that the Lenders exercise the conversion right as aforesaid, the equity shares so acquired by the Lenders shall be locked in for a period of one year commencing from the date of receipt of the trading approval in respect of such shares, provided for the purpose of transferring the control, the lenders may transfer their shareholding to the New Investor before completion of the lock-in period subject to continuation of the lock-in on such shares on the remaining period with the transferee.

**“RESOLVED FURTHER THAT** subject to compliance with applicable laws, the Board be and are hereby authorized to issue, offer and allot the fully paid-up equity shares to the Lenders on such terms and conditions as provided in the Financing Documents and the number of fully paid-up equity shares for conversion of the said portion of the loans granted by the Lenders as may be desired by the Lenders except where the lenders and the company agree to proceed with a direct issue of equity shares to the New Investor instead of lenders converting their debt to equity and subsequent sale of such equity shares to the New Investor, in which case the provisions of the resolution for direct issue of equity shares to the New Investor on a preferential basis will apply.”

**“RESOLVED FURTHER THAT** in the event the Lenders decide not to proceed with the conversion of loan into equity and authorise the company to allot such shares directly to a New Investor the Board be and is hereby authorized to allot such shares directly to the New Investor.”

**“RESOLVED FURTHER THAT** subject to compliance with applicable laws, the Board be and are hereby authorized to issue, offer and allot the fully paid-up equity shares to the Lenders on such terms and conditions as provided in the Financing Documents and the number of fully paid-up equity shares for conversion of the said portion of the loans granted by the Lenders as may be desired by the Lenders except where the lenders and the Company agree to proceed with a direct issue of equity shares to the New Investor instead of lenders converting their debt to equity and subsequent sale of such equity shares to the New Investor, in which case the provisions of the resolution for direct issue of equity shares to the New Investor on a preferential basis will apply.”

**“RESOLVED FURTHER** that the Board be and are hereby authorized to negotiate and accept such modifications and to negotiate and accept such terms and conditions as may be imposed or required by the Lenders arising from or incidental to the aforesaid terms providing for such option and to do all such acts and things as may be necessary to give effect to the above resolution.”

**“RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution and the conversion right of the Lenders including pursuant to the SDR Scheme, the Board, be and is hereby authorised to do all such acts, deeds, matters and things, as the Lenders may require and the Board may in its absolute discretion deem necessary, proper or desirable as may be required to create, offer, issue and allot the aforesaid equity shares, to list the equity shares with the stock exchange(s), to dematerialize the said fully paid-up equity shares of the Company, to convert the outstanding debt into fully paid-up equity shares of the Company, effectuate the change in ownership of the Company in favour of the Lenders as per the SDR Scheme (except where the lenders and the company agree to proceed with a direct issue of equity shares to the New Investor instead of lenders converting their debt to equity and subsequent sale of such equity shares to the New Investor) and to resolve and settle any question, difficulty or doubt that may arise in this regard and to do all such other acts, deeds, matters and things in connection or incidental thereto as the Board in its absolute discretion may deem fit, without being required to seek any further consent or approval of the members or otherwise to that end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

**“RESOLVED FURTHER THAT** subject to applicable law, the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any one or more Directors of the Company, with power to delegate to any officers of the Company, to give effect to this resolution.”

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

Mumbai; 9<sup>th</sup> December, 2015

**L. H. Khilnani**  
Company Secretary

**NOTES:**

1. The Statement as required under Section 102 of the Companies Act, 2013 is annexed to this Notice. A postal ballot form is also enclosed.
2. The Notice is being sent to all the members by post (and electronically by email to those members who have registered their email IDs with the Company), whose names appear in the Register of members/record of depositories as on 11<sup>th</sup> December, 2015.
3. The Notice is also being published in The Economic Times and Maharashtra Times.
4. The Notice has also been published on the website of the Company [www.jsl.in](http://www.jsl.in).
5. Resolutions passed by the members through postal ballot are deemed to have been passed as if they have been passed at the general meeting of the members.
6. Shareholders who do not receive the Postal Ballot Form may apply to the Company and obtain a duplicate thereof.

**Instructions for Voting:****Voting through Postal Ballot Form**

- A. A member desiring to exercise vote by postal ballot shall complete the enclosed postal ballot form with assent (for) or dissent (against) and send it to the Scrutinizer in the enclosed self-addressed business reply envelope. Postage will be borne and paid by the Company. However, envelopes containing postal ballots, if sent by courier or by registered post at the expense of the registered member will also be accepted. The envelopes may also be deposited personally at the address given thereon. The postal ballot form, duly completed and signed should be returned in the enclosed self-addressed postage prepaid envelope directly to the Scrutinizer so as to reach the Scrutinizer before the close of working hours on or before Monday, the 18<sup>th</sup> January, 2016. Any postal ballot form received after 30 days of issuance of this notice shall be treated as if the reply from the shareholders has not been received.
- B. The members are requested to exercise their voting rights by using the attached postal ballot form only. No other form or photocopy of the form is permitted.

**E-Voting Facility**

The Company is pleased to offer e-voting facility for the members to enable them to cast their votes electronically instead of dispatching postal ballot form. Members have an option to vote either through e-voting or through ballot form. If a member has opted for e-voting, then he/she should not vote by postal ballot and vice-a-versa. However, in case members cast their vote both via physical ballot and e-voting, then voting through physical ballot shall prevail and voting done by e-voting shall be treated as invalid.

**Instructions, process and manner for remote e-voting are as under:**

- (i) The e-voting period begins on Saturday, the 19<sup>th</sup> December 2015 at 9.00 a.m. and ends on Monday, the 18<sup>th</sup> January, 2016 at 5.00 p.m. During this period, shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Saturday, the 12<sup>th</sup> December 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by a member, he or she will not be allowed to change it subsequently.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> <li>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iii).</li> </ul>

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates;
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com);
  - After receiving the login details a compliance user should be created using the admin login and password. The compliance user would be able to link the account(s) for which they wish to vote on;
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**ANNEXURE TO THE NOTICE**  
Statement under Section 102 of the Companies Act, 2013

**ITEM NO. 1**

The authorised share capital of the Company at present is Rs. 85,00,00,000 (Rupees Eighty Five Crore) divided into 17,50,00,000 (Seventeen Crore Fifty Lac) equity shares of Rs. 2 (Rupees Two) each aggregating to Rs. 35,00,00,000 (Rupees Thirty Five Crore) and 50,00,000 (Fifty Lac) redeemable preference shares of Rs. 100/- (Rupees One Hundred) each aggregating to Rs. 50,00,00,000 (Rupees Fifty Crore). To accommodate the proposed issue of new equity shares by the Company, as discussed in Item No. 2 of this Explanatory Statement, the authorized equity share capital needs to be increased.

Your board of directors is of the view that instead of increasing the authorised share capital of the Company to accommodate the proposed issue, it is prudent to reclassify the existing unissued preference share capital into equity share capital of the Company. Therefore, 25,00,000 (Twenty Five Lac) unissued preference shares of Rs. 100/- (Rupees One Hundred) each are proposed to be reclassified into 12,50,00,000 (Twelve Crore Fifty Lac) equity shares of Rs. 2 (Rupees Two) each, aggregating to Rs. 25,00,00,000 (Rupees Twenty Five Crore).

Accordingly, post reclassification of the share capital as contemplated above, the authorized share capital of the Company will be Rs. 85,00,00,000 (Rupees Eighty Five Crore only) divided into 30,00,00,000 (Thirty Crore) Equity Shares of Rs. 2 (Rupees Two) each and 25,00,000 (Twenty Five Lac) Preference Shares of Rs. 100 (Rupees One Hundred) each.

The alterations proposed in the Memorandum and Articles of Association of the Company are consequential to reflect the reclassification of the Authorized Share Capital of the Company.

None of the directors or key managerial personnel of the Company or their relatives is in any way concerned or interested in the said resolution.

Your Directors recommend the resolution at Item No. 1 for your approval.

**ITEM NO. 2**

On 29<sup>th</sup> September 2014, the Company had restructured its existing term loans and working capital facilities provided by various banks and financial institutions (**Lenders**) pursuant to a master restructuring agreement (**Master Restructuring Agreement**). As the Company continued to be under financial stress, several meetings were held between the Joint Lenders Forum and the Company wherein various proposals were explored for revival of the Company.

One such proposal was an investment of a significant stake in the Company by a new strategic investor identified by the Company with the consent of the Lenders (**"New Investor"**).

Whilst the discussions were progressing, Reserve Bank of India (**RBI**) introduced a Strategic Debt Restructuring Scheme (**"SDR Scheme"**) on 8<sup>th</sup> June 2015 to facilitate revival of stressed companies. The SDR Scheme contemplates conversion of debt owed by a borrower company to its lenders in cases the borrower company is unable to meet critical conditions and / or adhere to viability milestones stipulated in the restructuring package such that, pursuant to such conversion, the lenders acquire not less than 51% of the equity of the borrower company.

On 19<sup>th</sup> August 2015, State Bank of India, being the lead bank, wrote to the Company advising that the SDR had been invoked with reference date as of 11<sup>th</sup> August 2015.

The SDR Scheme applies not only to accounts restructured after the date of the SDR Scheme but also to accounts restructured prior to such date provided the necessary clauses enabling the lenders to convert their debt into equity are included in the financing documents between the lenders and the borrower. Such conversion of debt into equity is required to be approved by the shareholders of the borrowing company by way of a special resolution.

Accordingly, at Item No. 2, board of directors of the Company seek approval of shareholders of the Company by way of a special resolution to amend, alter and modify the Master Restructuring Agreement to include provisions enabling the Lender to convert their loans into fully paid-up equity shares constituting not less than 51% of the paid-up share capital of the Company. Under the SDR Scheme, subject to the floor of 'Face Value', conversion of outstanding debt into equity shares should be at a 'Fair Value' which will not exceed the lowest of the 'Market Value': average of the closing price of the equity shares of the Company on a recognized stock exchange during the 10 trading days preceding the 'reference date' or 'Break-up Value': book value per share to be calculated from the company's latest audited balance sheet. Under the SDR Scheme, the Market Value works out to Rs. 27.01 per equity share and Break-up Value works out to Rs. 54.73 and the lenders will be issued not less than 11,39,98,230 equity shares of Rs. 2 (Rupees Two) each.

The conversion of debt into equity shares of the Company shall either be pro-rata to the debt owed by the Company to each Lender or in such other proportion as the Lenders may inter-se agree and notify to the Company in the notice of conversion given by the Lenders to the Company in writing. The table below reflects debt owed by the Company to the Lenders:

Sr No.	Banks	Total Limits (Rs. in crore)	%
1	Allahabad Bank	117.70	1.64
2	Bank of India	763.14	10.66
3	Bank of Maharashtra	165.66	2.31
4	Central Bank of India	117.59	1.64
5	Canara Bank	291.26	4.07
6	Corporation Bank	175.78	2.46
7	DBS Bank	175.00	2.44
8	DENA Bank	233.62	3.26
9	Exim Bank	220.64	3.08
10	ICICI Bank	813.55	11.37
11	IDBI Bank	532.23	7.44
12	Indian Bank	458.71	6.41
13	IndusInd Bank	33.33	0.47
14	Mahindra & Mahindra Finance	5.25	0.07
15	Reliance Capital	3.36	0.05
16	State Bank of Hyderabad	289.58	4.05
17	State Bank of India	1,454.41	20.32
18	Standard Chartered Bank	177.00	2.47
19	South Indian Bank	246.11	3.44
20	Syndicate Bank	146.71	2.05
21	Tata Capital	14.56	0.20
22	Union Bank of India	361.95	5.06
23	UCO Bank	177.46	2.48
24	Vijaya Bank	183.70	2.57
	<b>Total</b>	<b>7,158.30</b>	<b>100</b>

Under the SDR Scheme, on conversion of debt into equity shares of the borrower company, the lenders are required to divest their holding in favour of a new promoter as soon as possible.

Should the Lenders have converted their loans into equity shares of the Company, the Lenders propose to transfer the entire shareholding acquired by them on conversion of their debt into equity shares of the Company to the New Investor. Alternatively, the Lenders may decide not to convert their loans into equity shares of the Company, in which event, the Company will directly issue shares representing 51% of the paid up equity share capital of the Company to the New Investor subject to the approval.

Financing documents referred to in the explanatory statement will be available for inspection by the members at the Registered Office of the Company between 10.00 a.m. to 12.00 noon on any working day except Saturday and Sunday.

None of the directors or key managerial personnel of the Company or their relatives is in any way concerned or interested in the said resolution.

Your Directors recommend the resolution at Item No. 2 for your approval.

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

Mumbai; 9<sup>th</sup> December, 2015

**L. H. Khilnani**  
Company Secretary

Encl:1. Postal Ballot Form  
2. Self-addressed postage pre-paid envelope

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JYOTI STRUCTURES LIMITED

Corporate Identification No. : L45200MH1974PLC017494

Registered Office: Valecha Chambers, 6<sup>th</sup> Floor, New Link Road, Andheri (W), Mumbai 400 053

Phone: +91 22 4091 5000; Fax: +91 22 4091 5014/15; Email: investor@jsl.in; Website: www.jsl.in

POSTAL BALLOT FORM

Serial No.

- 1 Name & Registered Address of the Sole / first named Shareholder
- 2 Name(s) of the Joint Holder(s), if any
- 3 Registered Folio No. / DP ID No. / Client ID No\*  
\*(Applicable to investors holding shares in dematerialized form)
- 4 Number of shares held

I/We hereby exercise my/our votes in respect of the special resolutions being passed by the Company, through postal ballot, for the business stated in the postal ballot notice dated 9<sup>th</sup> December, 2015 and hereby indicate my/our assent (for) or dissent (against) to the said resolutions, by placing a tick (✓) mark at the appropriate box below (tick in both boxes will render the ballot invalid).

Resolution No.	Description	Type of Resolution	No. of Shares	FOR (I/We assent to the resolution)	AGAINST (I/We dissent to the resolution)
1	To re-classify the authorised share capital of the Company	Special			
2	To create, offer and issue new equity shares on preferential basis to the lenders of the Company pursuant to invocation of SDR Scheme	Special			

Place: \_\_\_\_\_

Email: \_\_\_\_\_

Mobile No. \_\_\_\_\_

Date: \_\_\_\_\_

(Signature of Member)

## INSTRUCTIONS

1. A Member desirous of exercising vote by Postal Ballot should complete the Postal Ballot Form (no other form or photo copy thereof is permitted) in all respects and send it after signature to the Scrutinizer in the attached self-addressed postage pre-paid envelope which shall be properly sealed with adhesive or adhesive tape. However, envelopes containing Postal Ballot Form, if sent by courier at the expense of the Member but using the postage pre-paid envelope will also be accepted.
2. The self-addressed envelope bears the name and address of the Scrutinizer appointed by the Board of Directors of the Company.
3. The Postal Ballot Form should be signed by the Member as per specimen signature registered with the Company. In case, shares are jointly held, this Form should be completed and signed (as per specimen signature registered with the Company) by the first named member and in his/her absence, by the next named member. Holders of Power of Attorney (POA) on behalf of member may vote on the Postal Ballot mentioning the registration No. of the POA or enclosing an attested copy of POA. Unsigned Postal Ballot Form will be rejected.
4. Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours (05.00 p.m) on Monday, the 18<sup>th</sup> January, 2016. Postal Ballot Forms received after that date will be strictly treated as if reply from such member has not been received.
5. The voting shall be reckoned in proportion to a Member's share of the paid up equity share capital of the Company as on cut-off date i.e. Saturday, the 12<sup>th</sup> December, 2015.
6. In case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of the Board Resolution / Authority and preferably with attested specimen signature(s) of the duly authorized signatory(s) giving requisite authority to the person voting on the Postal Ballot Form.
7. Members are requested not to send any paper (other than the resolution/authority as mentioned under item Nos. 3 & 6 above) along with the Postal Ballot Form in the enclosed self-addressed postage pre-paid envelope as all such envelopes will be sent to the Scrutinizer and if any extraneous paper is found in such envelope the same would not be considered and would be destroyed by the Scrutinizer.
8. The exercise of vote by Postal Ballot is not permitted through proxy.
9. There will be only one Postal Ballot Form for every folio / client ID irrespective of the number of Joint Member(s).
10. Incomplete, improperly or incorrectly tick marked Postal Ballot Forms will be rejected.
11. A member may request for a duplicate postal ballot form, if so required. However, the duly completed duplicate postal ballot form should reach the Scrutinizer not later than the last date of receipt of postal ballot form i.e. 05.00 p.m on Monday, the 18<sup>th</sup> January, 2016.
12. Members from whom no Postal Ballot Form is received or received after the aforesaid stipulated period shall not be counted for the purposes of passing of the resolution.
13. The Scrutinizer's decision on the validity of a Postal Ballot shall be final and binding.
14. The result of the voting on the resolutions will be declared at the Registered Office of the Company on or before Thursday, the 21<sup>st</sup> January, 2016. The results will thereafter be also informed to the stock exchanges and hosted on the Company's website [www.jsl.in](http://www.jsl.in).
15. The item of business covered by this Postal Ballot will not be transacted at any General Meeting even though Members who have not exercised their franchise through Postal Ballot might be present in person or through proxy at the meeting.
16. Any query in relation to the resolutions proposed to be passed by Postal Ballot may be addressed to Company Secretary, Jyoti Structures Limited, Valecha Chambers, 6<sup>th</sup> Floor, New Link Road Andheri West, Mumbai 400053.
17. Members have option to vote either through e-voting or through Ballot Form. If a member has opted for e-voting, then he/she should not vote by Postal Ballot also and vice-a-versa. However, in case members cast their vote both via physical ballot and e-voting, then voting through physical ballot shall prevail and voting done by e-voting shall be treated as invalid. The detailed procedure is set out in the postal ballot notice.