



JYOTI STRUCTURES LIMITED

CIN No.: L45200MH1974PLC017494

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

NOTICE is hereby given that the Thirty Ninth Annual General Meeting of the Members of the Company will be held on Monday, the 22nd September, 2014, at 3.00 p.m. at M. C. Ghia Hall, Bhogilal Hargovindas Building, 4th Floor, 18/20, Kaikhushru Dubash Marg, Mumbai 400 001 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt Audited Statement of Profit and Loss for the financial year ended 31st March, 2014, Balance Sheet as at that date and the Report of Directors and Auditors thereon.
2. To confirm declaration of dividend on preference shares.
3. To appoint a Director in place of Mr. S. H. Mirchandani (DIN: 00531110), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. G. L. Valecha (DIN: 00001267), who retires by rotation and being eligible, offers himself for re-appointment.
5. To re-appoint Auditors and in this connection, to consider and if thought fit to pass with or without modification(s) the following resolution as an ordinary resolution:

"RESOLVED THAT the retiring auditors R. M. Ajgaonkar & Associates, Chartered Accountants (Registration No.31927), being eligible for re-appointment, be and are hereby appointed to hold office from the conclusion of this meeting until the conclusion of next Annual General Meeting, on a remuneration of such sum as may be fixed by the Board of Directors / any Committee of the Board of Directors, plus service tax and reimbursement of out of pocket expenses as may be incurred in the performance of their duties."

SPECIAL BUSINESS:

6. To consider, and if thought fit, to pass with or without modification the following resolution as an **Ordinary Resolution**:-
"RESOLVED THAT Mr. Kalpesh Kikani (DIN: 03534772), who was appointed as an Additional Director of the Company in a meeting of the Board of Directors held on 30th January, 2014 and who ceases to hold office at this Annual General Meeting pursuant to Section 161 of the Companies Act, 2013 (Act) and who is eligible for appointment and in respect of whom the Company has received a notice under Section 160 of the Act from a member proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company liable to retire by rotation."
"RESOLVED FURTHER THAT each of the Directors and Company Secretary of the Company be and are hereby jointly and severally authorized to do all such acts and things and deal with all such matters and take all such steps as may be required to give effect to this resolution."
7. To consider and if thought fit, to pass with or without modification the following resolution as a **Special Resolution**:-
"RESOLVED THAT Mr. Ashok Goyal (DIN: 00035392), who was appointed as an Additional Director of the Company in a meeting of the Board of Directors held on 18th August, 2014 and who ceases to hold office at this Annual General Meeting pursuant to Section 161 of the Companies Act, 2013 (Act) and who is eligible for appointment and in respect of whom the Company has received a notice under Section 160 of the Act from a member proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company."
"RESOLVED FURTHER THAT pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactments thereof for the time being in force), and subject to the approval of the Central Government, if necessary, consent of the Company be and is hereby accorded to the appointment of Mr. Ashok

Goyal [DIN: 00035392] as Joint Managing Director of the Company for a period of three years effective from 18th August, 2014 on the terms and conditions of appointment and remuneration as contained in the Agreement dated 18th August, 2014 entered into between the Company and Mr. Ashok Goyal."

"RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to do all such acts, deeds and things as may be considered necessary or expedient to give effect to this resolution."

8. To consider and if thought fit to pass with or without modification the following resolution as an **Ordinary Resolution**:-
- "RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the rules made thereunder, read with Schedule IV to the said Act, Mr. S. D. Kshirsagar (DIN: 00001266), Director of the Company, who retires by rotation at the Annual General Meeting, be and is hereby appointed as an Independent Director of the Company to hold office for 3 (three) consecutive years for a term upto the conclusion of the 42nd Annual General Meeting of the Company in the calendar year 2017."
9. To consider and if thought fit to pass with or without modification the following resolution as an **Ordinary Resolution**:-
- "RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the rules made thereunder, read with Schedule IV to the said Act, Mr. T. C. Venkat Subramanian (DIN: 00040526), Director of the Company, who retires by rotation at the Annual General Meeting, be and is hereby appointed as an Independent Director of the Company to hold office for 3 (three) consecutive years for a term upto the conclusion of the 42nd Annual General Meeting of the Company in the calendar year 2017."
10. To consider and if thought fit to pass with or without modification the following resolution as an **Ordinary Resolution**:-
- "RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the rules made thereunder, read with Schedule IV to the said Act, Mr. R. C. Rawal (DIN: 02932427), Director of the Company, who retires by rotation at the Annual General Meeting, be and is hereby appointed as an Independent Director of the Company to hold office for 3 (three) consecutive years for a term upto the conclusion of the 42nd Annual General Meeting of the Company in the calendar year 2017."
11. To consider and if thought fit to pass with or without modification the following resolution as an **Ordinary Resolution**:-
- "RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the rules made thereunder, read with Schedule IV to the said Act, Mr. V. M. Kaul (DIN: 00015245), Director of the Company, who retires by rotation at the Annual General Meeting, be and is hereby appointed as an Independent Director of the Company to hold office for 3 (three) consecutive years for a term upto the conclusion of the 42nd Annual General Meeting of the Company in the calendar year 2017."
12. To consider and if thought fit to pass with or without modification the following resolution as a **Special Resolution**:-
- "RESOLVED THAT** pursuant to the provisions of the Companies Act, 2013 (Act) including Section 62 and all other applicable provisions, if any, of the Act and the Rules made there under (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in accordance with the enabling provisions of the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended ("ICDR Regulations"), and any other Rules / Regulations / Guidelines, if any, prescribed by the Securities and Exchange Board of India, Reserve Bank of India, Stock Exchanges and / or any other statutory / regulatory authority whether in India or abroad, the Listing Agreements entered into by the Company with the Stock Exchanges where the securities of the Company are listed and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the Board be and is hereby authorised on behalf of the Company to create, offer, issue and allot, from time to time and in one or more tranches, upto 77,00,000 equity shares of face value of ₹ 2 each and/or warrants to Surya India Fingrowth Private Limited, a Promoter Group company, by way of a preferential issue, through offer letter and/or circular and/or information memorandum and/or private placement memorandum and/or such other documents / writings, in such

manner and on such terms and conditions as may be determined by the Board in its absolute discretion; provided that each such warrant shall entitle the holder(s) thereof to subscribe for and be allotted one equity share of the face value of ₹ 2 of the Company (the "Equity Share"), at a minimum exercise price of ₹ 52 (including a premium of ₹ 50) per equity share or such other higher price as may be arrived at in accordance with the ICDR Regulations ("Issue Price")."

"RESOLVED FURTHER THAT an amount equivalent to 25 per cent of the issue price shall be payable at the time of subscription to and allotment of each warrant. The balance 75 per cent of the issue price shall be payable by the warrant holder(s) upon exercise of the entitlement attached to warrant(s) to subscribe for equity share(s). The amount paid against warrants shall be adjusted / set off against the issue price payable for the resultant equity shares."

"RESOLVED FURTHER THAT in accordance with the provisions of ICDR Regulations, the "Relevant Date" for the purpose of calculating the price of equity shares to be issued in terms hereof shall be 6th August, 2014, being the date on which the joint lender forum accepted and agreed the restructuring scheme."

"RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose, including without limitation, to issue and allot equity shares upon exercise of the entitlement attached to warrants, issuing certificates / clarifications, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue), in connection therewith and incidental thereto as the Board in its absolute discretion deem fit without being required to seek any fresh approval of the shareholders of the Company and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the warrants and equity shares and utilisation of proceeds of the warrants / equity shares, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and that the decisions of the Board shall be final, binding and conclusive in all respects."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred by above resolutions to any Director or to any Committee of Directors or any other executive(s) / officer(s) of the Company or any other person as the Board at its discretion deem appropriate, to do all such acts, deeds, matters and things as also to execute such documents, writings, etc. as may be necessary to give effect to the aforesaid resolution."

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

"RESOLVED THAT subject to the provisions of Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, including any statutory modification(s) or re-enactment thereof, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee of Board which the Board may have constituted or hereinafter constitutes to exercise any or all of its powers including the powers conferred by this resolution), for making offer(s) or invitation(s) to subscribe to Non-Convertible Debentures on private placement basis, in one or more series/tranches, such that the total amount shall not exceed ₹ 200 Crore (Rupees Two Hundred Crore only) during a period of one year from the date of passing of this resolution and that the said borrowing is within the overall borrowings of the Company."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to do such acts, deeds, things and execute all such documents, undertaking as may be necessary to give effect to this resolution."

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

"RESOLVED THAT pursuant to the provisions of Section 143(8) and all other applicable provisions of the Companies Act, 2013 (Act) and the Rules made thereunder, as amended from time to time, the Board of Directors be and is hereby authorized to appoint Branch Auditor(s) of any branch office of the Company, whether existing or which may be opened/acquired hereafter, outside India, in consultation with the Company's Auditors, any person(s) qualified to act as Branch Auditor(s) within the provisions of Section 143(8) of the Act and to fix their remuneration."

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

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration of ₹ 2,50,000 plus service tax as applicable and reimbursement of actual travel and

out of pocket expenses for the financial year 31st March, 2015 as approved by the Board of Directors of the Company, to be paid to Mr. Narhar Krishnaji Nimkar, Cost Accountant, for the conduct of cost audit of the Company, be and is hereby ratified and confirmed."

"RESOLVED FURTHER THAT each of the Directors and Company Secretary of the Company be and are hereby jointly and severally authorized to do all such acts and take all such steps as may be required to give effect to this resolution".

By order of the Board
For Jyoti Structures Limited

L. H. Khilnani
Company Secretary

Mumbai: 18th August, 2014

NOTES:

- 1) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING ("THE MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the meeting.
- 2) A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- 3) Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of board resolution authorizing their representative to attend and vote on their behalf at the meeting.
- 4) A Statement pursuant to Section 102 (1) of the Companies Act, 2013 (Act), relating to the Special Business to be transacted at the meeting is annexed hereto.
- 5) In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- 6) The Register of Members and Share Transfer Registers of the Company will remain closed from Friday, the 12th September, 2014 to Monday, the 22nd September, 2014, both days inclusive.
- 7) 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. for shares held in physical form and to their respective Depository Participants (DP) for shares held in electronic form.
- 8) Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses, in respect of electronic holdings with the Depository through their concerned DP and with Bigshare Services Pvt. Ltd., Registrar and Share Transfer Agent for shares held in physical form.
- 9) Pursuant to Section 205A of the Companies Act, 1956, all unclaimed / unpaid dividends upto and including the financial year ended on 31st March, 2006 have been transferred to the Investor Education and Protection Fund of the Central Government. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of Information regarding unpaid and unclaimed amounts lying with Companies) Rules, 2012, the Company has uploaded the details of unclaimed and unpaid amounts lying with the Company as on 27th July, 2013 (date of last Annual General Meeting) on the website of the Company (www.jsl.in), as also on the Ministry of Corporate Affairs website.
- 10) Pursuant to Section 205C of the Companies Act, 1956, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the date of transfer to the Company's Unpaid Dividend Account, will be transferred, to the Investor Education and Protection Fund (the Fund) set up by the Government of India and no payments shall be made in respect of any such claims by the Fund.

- 11) Those Members who have not received the dividends for the financial year 2007-08 and / or 2008-09 and / or 2009-10 and / or 2010-11 and / or 2011-12 and / or 2012-13 declared and paid by the Company, are requested to write to the Company's Registrar and Share Transfer Agents, Bigshare Services Private Limited.
- 12) 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.
- 13) Any member seeking further information on the Accounts at the meeting is requested to send their queries in writing to the Company so as to reach at least one week in advance to enable the Management to keep the information ready. Replies will be provided only at the meeting.
- 14) Members are requested to make use of Nomination facility by filing Form SH-13. In case of shares held in demat mode nomination to be lodged with the respective DP and in case of the shares held in physical mode the same to be lodged with the Company or its Share Transfer Agents.
- 15) Members are requested to note that in case of transfers, deletion of name of deceased shareholder, transmission and transposition of names in respect of shares held in physical form, submission of photocopy of PAN Card of the transferee(s), surviving holder(s), legal heir(s) and joint holder(s) respectively, along with necessary documents at the time of lodgement of request for these transactions, is mandatory.
- 16) Members are requested to bring their attendance slip along with their copy of Annual Report to the meeting.
- 17) Members may also note that the Notice of the 39th Annual General Meeting of the Company and the Annual Report 2014 will also be available on the Company's website www.jsl.in for download.
- 18) Electronic copy of the Annual Report for the financial year 2013 - 14 is being sent to all members whose email IDs are registered with the Registrars and Share Transfer Agent / Depository Participants for communication purpose. Hard copy of the same has been sent to all the members.
- 19) Electronic copy of Notice of the 39th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy form is being sent to all members whose email IDs are registered with the Registrars and Share Transfer Agent / Depository Participants for communication purpose. Hard copy of the same has been sent to all the members.
- 20) In compliance with the provisions of Section 108 of the Act, the Rules framed thereunder and the Listing Agreement, the members are provided with the facility to cast their vote electronically through the e-voting services provided by Central Depository Services Limited (CDSL), on all resolutions set forth in the notice.

Instructions for members for voting electronically are as under:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Now, select "JYOTI STRUCTURES LIMITED" from the drop down menu and click on "SUBMIT".
- (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 and voted on an earlier voting of any company, then your existing password is to be used.

(vii) For shareholders holding shares in physical form and first time users holding shares in electronic form, the steps given below are to be followed:

PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department</p> <ul style="list-style-type: none"> 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 last 8 digits of the demat account/folio number in the PAN field. In case the folio 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 folio number 100 then enter RA00000100 in the PAN field.
Date of Birth or Date of Incorporation or Bank account Number	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account in dd/mm/yyyy format or enter folio no.</p> <p>OR</p> <p>Enter the Bank Account Number as recorded in your demat account or in the company's records for the said demat account or folio no.</p> <p>Please enter any one of the details in order to login. In case both the details are not recorded with the Depository or the Company, please enter the number of shares held in the Bank Account Number field.</p>

(ix) After entering these details appropriately, click on "SUBMIT" tab.

(x) Members holding shares in physical form will then reach directly 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.

(xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xii) Click on the EVSN for JYOTI STRUCTURES LIMITED.

(xiii) 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.

(xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xv) 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.

(xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xviii) 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 Institutional Shareholders:

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.

- After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

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.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

Other instructions:

- a) The e-voting period commences on Tuesday, the 16th September, 2014 (9.00 a.m) IST and ends on Thursday, the 18th September, 2014 (6.00 p.m) IST. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the relevant date of 14th August, 2014, 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 and confirmed by the member, he shall not be allowed to change it subsequently.
- b) The voting rights of members shall be in proportion to the shares held by them in the paid up equity share capital of the Company as on 14th August, 2014.
- c) M/s. S. S. Rauthan & Associates, Practicing Company Secretaries (Membership No. FCS 4807), has been appointed as the Scrutinizer to conduct the e-voting process in a fair and transparent manner.
- d) The Scrutinizer shall, within a period not exceeding three working days from the conclusion of the e-voting period, unblock the votes in the presence of atleast two witnesses not in the employment of the Company and submit a Scrutinizer's Report of the votes cast in favour of or against, if any, forthwith to the Chairman / Managing Director of the Company.
- e) The results declared alongwith the Scrutinizers Report shall be placed on the Company's website www.jsl.in and on the website of CDSL www.evotingindia.com within two days of the passing of the resolutions at the 39th AGM of the Company on 22nd September, 2014 and communicated to National Stock Exchange of India Ltd. and Bombay Stock Exchange Ltd., where share of the Company are listed.

ANNEXURE TO THE NOTICE

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

ITEM NO. 6

The Board of Directors of the Company appointed Mr. Kalpesh Kikani (DIN: 03534772) as an Additional Director of the Company with effect from 30th January, 2014.

The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. Kalpesh Kikani for the office of Director of the Company, liable to retire by rotation.

Mr. Kalpesh Kikani is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

Mr. Kalpesh Kikani is interested in the resolution as it relates to his appointment. None of the other Directors of the Company are concerned or interested in the resolution.

The Directors recommend the resolution at item no.6 for your approval.

ITEM NO. 7

The Board of Directors at their meeting held on 18th August, 2014 appointed Mr. Ashok Goyal (DIN: 00035392) as an Additional Director and a Joint Managing Director of the Company with effect from 18th August, 2014, subject to necessary approvals from the shareholders and the Central Government, for a period of three years.

The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. Ashok Goyal for the office of Director of the Company.

Mr. Ashok Goyal is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

Mr. Ashok Goyal holds a B. Tech degree from IIT Kharagpur and a PGDBM from IIM, Kolkata. He has also attended the Senior Executive Programme from London Business School. He has over 4 decades of professional experience in India and Africa. He is well known as an innovative turnaround artiste and has been instrumental in successfully turning around the companies with whom he has been associated in the recent past. He is a proficient leader having held several leadership positions as Profit Centre Head, Managing Director and Management Board Member.

Considering the present difficult times, the appointment of Mr. Goyal is appropriate and in the best interests of the Company.

The approval of members is being sought to the terms, conditions and stipulations for the appointment of Mr. Goyal as Joint Managing Director and the remuneration payable to him. The terms and conditions fixed by the Board of Directors at their meeting held on 18th August, 2014 are keeping in line with the remuneration package that is necessary to engage good professional managers with a sound career record to the important position as a Joint Managing Director.

The material terms of appointment and remuneration as contained in the Agreement dated 18th August, 2014 are given below:

a) Remuneration:

- i. Basic Salary : ₹12,00,000 (Rupees Twelve Lacs only) per month, in the scale of ₹ 12,00,000 – 1,00,000 – 15,00,000.
- ii. Allowances : 100% of Basic Salary.
- iii. Bonus : Annual bonus @20% of Basic Salary.
- iv. The first annual increment will be due on 1st April, 2015 and thereafter on 1st April each year, up to the tenure of appointment

b) Perquisites:

Part - A

- i. The expenditure incurred by the Company on gas, electricity, water and furnishings shall be valued as per the Income Tax Rules, 1962, subject to a ceiling of 10% of the salary.
- ii. The Company shall reimburse the Joint Managing Director medical expenses for self and family, subject to a ceiling of one month's salary in a year or three month's salary in a block of three years.
- iii. The Company shall reimburse the Joint Managing Director actual traveling expenses for proceeding on leave from Mumbai to any place in India and returning there from once in a year for self and family, in accordance with the rules of the Company.
- iv. The Company shall reimburse the Joint Managing Director actual expenses incurred for one club membership.
- v. The Company shall arrange to insure the Joint Managing Director against personal accident risk, in accordance with the rules of the Company.

(Family means spouse, dependent children and dependent parents of the Joint Managing Director).

Part - B

- i. Contribution to the Provident Fund, Superannuation Fund or Annuity Fund as per the Company's rules, will not be included in the computation of the ceiling on perquisites to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
- ii. Employees stock options granted / to be granted, from time to time, shall not be considered as perquisites and are not to be included for the purpose of computation of the overall ceiling of remuneration.
- iii. Gratuity as per the rules of the Company.

Part - C

Provision of the car for use on Company's business and telephone at residence will not be considered perquisites. Personal long distance calls and use of car for private purpose shall be billed by the Company to the Joint Managing Director.

Other Relevant Provisions

- i. The terms and conditions of the said appointment and / or agreement may be altered and varied from time to time by the Board as it may in its discretion, deem fit.
- ii. In the event of loss or inadequacy of profits in any year, the remuneration including perquisites as aforesaid will continue to be paid to Mr. Ashok Goyal.
- iii. The agreement may be terminated by either party giving the other party three months' notice.
- iv. If at any time the Joint Managing Director ceases to be a Director of the Company for any cause whatsoever, he shall cease to be the Joint Managing Director.
- v. The Joint Managing Director undertakes not to become interested or otherwise concerned directly or through his wife and / or minor children in any selling agency of the Company in future without the prior approval of the Central Government and the Agreement shall cease and determine upon the contravention of this undertaking.
- vi. The Joint Managing Director shall not be entitled to supplement his earnings under the Agreement with any buying or selling commission.
- vii. The Joint Managing Director shall not be entitled to sitting fees for attending the meetings of the Board or any committee or committees thereof.

- viii. The Joint Managing Director shall be entitled to leave, on full pay allowance, at the rate of one month for every eleven months of service.
- ix. The Joint Managing Director in accordance with the provisions of the Articles of Association of the Company shall not be liable to retire by rotation.

Information required to be disclosed under Clause (iv) of the second proviso to Section II (B) of Part II of Schedule V to the Companies Act, 2013

I GENERAL INFORMATION

1. Nature of Industry

The Company is primarily engaged in manufacture of transmission line towers and undertakes engineering procurement construction contracts in the power transmission, distribution and substation sectors. The Company offers end-to-end services from design and construction to commissioning of extra high voltage power transmission lines. It has strategized its business activities into three main business activities- transmission lines, substation & rural electrification on turnkey basis.

2. Date or expected date of commencement of commercial production

The Company is an existing Company and commenced its operations in the year April, 1979.

3. Financial performance based on given indicators

Key financials for last three years are given as below:

(₹ in lacs)

Financial year	Gross Turnover	Profit (Loss) before Tax	Profit (Loss) after Tax	Dividend (%)
31.03.2014	3,38,268	5,230.75	3,232.45	-
31.03.2013	2,84,219	9,792.77	6,487.67	40
31.03.2012	2,64,779	12,856.83	8,554.03	55

4. Foreign investments or collaborations

There is no foreign collaboration and direct capital investment in the Company. Foreign investors, mainly comprising FII's, NRIs are investors in the Company on account of past issuances of securities/secondary market purchases.

II INFORMATION ABOUT THE APPOINTEE

Mr. Ashok Goyal

1. Background details

Mr. Ashok Goyal holds a B. Tech degree from IIT Kharagpur and a PGDBM from IIM, Kolkata. He has also attended the Senior Executive Programme from London Business School. He has over 4 decades of professional experience in India and Africa. He is well known as an innovative turnaround artiste and has been instrumental in successfully turning around the companies with whom he has been associated in the recent past. He is a proficient leader having held several leadership positions as Profit Centre Head, Managing Director and Management Board Member.

2. Past remuneration

For the year ended 31st March, 2014, Mr. Goyal's total remuneration was ₹ 241.50 lakhs.

3. Recognition or awards

Please see item 1 above.

4. Job profile and his suitability

Please see item 1 above.

5. Remuneration proposed

The remuneration proposed to Mr. Ashok Goyal is as set out in the Annexure to the Notice.

6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)

The remuneration proposed for Mr. Goyal, is reasonably in line with the remuneration in similar sized companies in the same segment of business.

7. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any

Mr. Goyal does not have any pecuniary relationship directly or indirectly, with the Company and its managerial personnel that may have potential conflict with the interest of the Company at large.

III OTHER INFORMATION

1. Reasons for loss or inadequate profits

Present times are challenging for transmission & distribution segment. Overall, business environment is expected to remain challenging in the near future with pricing pressure on margins. Project execution and completion is another area of concern as most of the transmission projects face delay because of developer's inability to get right of way and get timely clearances from authorities like forest, aviation, defense and railway.

The Company has been facing significant lag in sanction and release of assessed working capital facilities which resulted in stress in cashflow, delay in project execution, delay in realization leading to engorgement of debtors

2. Steps to be taken for improvement

To overcome these challenges, the Company has concentrated its efforts on completing its projects speedily by mobilizing required resources with focus on speedy recovery of dues, revamping the entire execution system of projects and strengthening senior management team. In addition to this, the Company has resorted to proper selection process at the bidding stage, increasing the share of international business and lastly, aligning the culture of the organization to the Company's nature of business.

3. Expected increase in productivity and profits in measurable terms

The Company has taken all out measures and will be in a position not only to correct the present scenario but be ready to address growth opportunities in the near future and is expected to turnaround sooner than later.

IV DISCLOSURES

The following disclosures have been mentioned in the Board of Director's report under the heading "Corporate Governance", forming a part of the annual report of the Company

The required disclosures as to remuneration package, etc. have been appropriately provided in the Report on Corporate Governance, forming a part of this Annual Report which may be referred to.

The unaudited quarterly financial results for the first quarter of FY 2014-15 indicate that the Company may have no profits or inadequate profits for the said financial year. Accordingly, approval of the Central Government for the payment of remuneration to Mr. Goyal in terms of the Agreement dated 18th August, 2014 will be necessary pursuant to the provisions of Section 197 of the Act read with Schedule V.

Except Mr. Goyal, none of the directors / key managerial personnel of the Company / their relatives are, in any way, concerned or interested financially or otherwise in this resolution.

A copy of the Agreement dated 18th August, 2014 referred to in the resolution will be available for inspection by the members at the registered office of the Company between 10.00 a.m and 12.00 noon on any working day except Saturday and Sunday.

The above may be treated as a written memorandum setting out the terms of appointment of Mr. Goyal under Section 190 of the Act.

The Board recommends the resolution as set out at item no. 7 for the approval of members as a Special Resolution.

ITEM NO. 8 - 11

The Board of Directors of the Company comprises of twelve Directors, out of which five Directors qualify as Independent Directors, whose appointment is proposed in terms of resolutions at item no.8 to 11.

These Directors were duly appointed under the Companies Act, 1956 as Directors liable to retire by rotation. Now it is proposed that these Directors be appointed as Independent Directors under section 149 of the Act to hold office for 3 (three) consecutive years for a term upto the conclusion of the 42nd Annual General Meeting of the Company in the calendar year 2017.

None of these Directors are disqualified from being appointed as Directors in terms of Section 164 of the Act and have given consent to act as Directors.

The Company has received declarations from all the above Directors that they meet with the criteria of independence as prescribed both under Section 149 (6) of the Act and under Clause 49 of Listing Agreement.

In the opinion of the Board, they fulfil the conditions for their appointment as Independent Directors as specified in the Act and the Listing Agreement. They are independent of the management.

Brief resume of these Directors, nature of their expertise in specific functional areas and names of Companies in which they hold directorships, shareholding and relationships between Directors inter-se as stipulated under Clause 49 of Listing Agreement with the stock exchanges, are provided in the Corporate Governance report forming part of the Directors' Report.

Keeping in view their expertise and knowledge, it will be in the interest of the Company that these Directors are appointed as Independent Directors.

Copy of the draft letter for appointment of these Directors as Independent Directors setting out the terms and conditions is available for inspection by members at the registered office of the Company.

Except for the respective Directors / their relatives who may be deemed to be interested in the respective resolutions at item nos. 8 to 11 to the notice as it concerns their appointment as Independent Directors, none of the other Directors / Key Managerial Personnel of the Company / their relative are, in any way, concerned or interested, financially or otherwise in the respective resolutions set out at item nos. 8 to 11 of the notice.

The Directors recommend the ordinary resolutions set out at item nos. 8 to 11 of the notice for approval of the shareholders.

ITEM NO. 12

Members are aware that Company is operating in Engineering, Procurement and Construction business in power transmission, distribution and sub-station sectors, which is highly working capital intensive. It needs regular augmentation of funds to meet business requirements, including execution of ongoing projects and exploring business opportunities available in the sector. While internal generation of funds would partially finance the need for capital and debt raising would be another source of funds, it is thought prudent for the Company to raise part of such funding requirements through issuance of equity share(s) / warrant(s), which would be used for the said purposes as well as for general corporate purposes.

State Bank of India, consortium leader as convener of the joint lender forum has proposed a restructuring scheme whereby your Company is required to bring in contribution to the extent of ₹ 120 crore. Your Company accordingly sought member's approval by way of postal ballot on 12th August, 2014 to issue and allot equity shares not exceeding ₹ 120 crore to qualified institutional buyers (QIB) under qualified institutions placement (QIP). Now, members approval is being sought to issue 77,00,000 equity shares of a face value of ₹ 2 each and/or warrants to Surya India Fingrowth Private Limited, a Promoter Group company, by way of a Preferential issue, within the overall limit of ₹ 120 crore.

The other disclosures in accordance with the Act, the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("ICDR Regulations") and the other applicable provisions of law, in relation to the Special Resolution set out in the accompanying Notice are as follows:

1. The Objects of the Preferential issue: To augment long term resources of the Company for repayment of debt, and for general corporate purposes.
2. The proposal of the promoters / directors or key management personnel to subscribe to the offer: Surya India Fingrowth

Private Limited a Promoter Group company, has agreed to subscribe, to 77,00,000 equity shares / warrants at a minimum exercise price of ₹ 52 (including a premium of ₹ 50) per equity share / warrant or such other higher price as may be arrived at in accordance with the ICDR Regulations ("Issue Price") under the Preferential issue.

3. The Shareholding pattern before and after the Preferential issue: The shareholding pattern of the Company pre and post the preferential allotment, as also based on the fully diluted capital of the Company considering the issue of upto 1,59,92,000 equity shares under the proposed QIP, is given below:

Category	(₹ in lacs)					
	Pre Issue		Post Preferential issue (assuming full conversion of warrants)		Post Preferential issue & post proposed QIP (Fully diluted)	
	No. of Shares held	% of share holding	No. of Shares held	% of share holding	No. of Shares held	% of share holding
Promoters' holding:						
Indian :						
Individual	147,10,926	17.88	147,10,926	16.35	147,10,926	13.88
Bodies Corporate	75,45,965	9.17	152,45,965	16.94	152,45,965	14.39
Sub Total	222,56,891	27.05	299,56,891	33.29	299,56,891	28.27
Foreign Promoters	-	-	-	-	-	-
Sub Total (A)	222,56,891	27.05	299,56,891	33.29	299,56,891	28.27
Non-Promoters' holding :						
Institutional Investors	177,76,164	21.60	177,76,164	19.75	177,76,164	16.77
Qualified Institutional Placement (QIP)					159,92,000	15.09
Non-Institution :						
Private Corporate Bodies	59,43,105	7.22	59,43,105	6.60	59,43,105	5.61
Directors and Relatives	3,04,291	0.37	3,04,291	0.34	3,04,291	0.29
Indian Public	2,71,96,933	33.05	2,71,96,933	30.22	2,71,96,933	25.66
Others (Including NRIs)	88,11,538	10.71	88,11,538	9.79	88,11,538	8.31
Sub Total(B)	422,55,867	51.35	422,55,867	46.96	422,55,867	39.87
GRAND TOTAL	822,88,922	100.00	899,88,922	100.00	10,59,80,922	100.00

Notes:

- a. The Company proposes to issue such number of equity shares of face value of ₹ 2 each for an amount not exceeding ₹ 80 crore to QIB under QIP route. The Company is in the process of launching the QIP issue by filing the placement document with the exchanges, where the equity shares of the Company are listed. The above shareholding pattern based on fully diluted capital shall stand changed to the extent of equity shares that may finally be subscribed and allotted at such price as may be determined in accordance with pricing guidelines prescribed under Chapter VIII of SEBI (ICDR) Regulations. For the purpose of disclosure, the issue price for QIP has been assumed at ₹ 50 per share.
4. Proposed time within which the Preferential issue shall be completed: The allotment of Equity shares / warrants shall be completed within a period of 15 days from the date of passing of the resolution by the shareholders provided that where the allotment is pending on account of pendency of any approval from any regulatory authority / body, the allotment shall be completed by the Company within a period of 15 days from the date of such approvals.

5. Relevant date and pricing of the issue: In accordance with the provisions of SEBI (ICDR) Regulations, the "Relevant Date" for the purpose of calculating the price of equity shares shall be 6th August, 2014, being the date on which the joint lender forum accepted and agreed the restructuring scheme. The price so calculated is ₹ 51.96 (Rupees fifty-one and paise ninety six only) per equity share. The issue price of each equity share / warrant is fixed at ₹ 52 (Rupees Fifty-two only)
6. Auditors' Certificate: A copy of certificate from the Statutory Auditors of the Company certifying that the above issue of the equity shares / warrants is being made in accordance with the SEBI (ICDR) Regulations, shall be placed before the shareholders of the Company at the Annual General Meeting and will also be open for inspection by the Members.
7. Particulars of the proposed allottees and the identity of the natural persons who are the ultimate beneficial owners of the equity shares / warrants proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the preferential issue.
8. Equity shares / warrants shall be allotted to Surya India Fingrowth Private Limited, a promoter group company. Mr. K. R. Thakur and his family shall directly / indirectly hold 23.22 per cent of the post preferential issue equity capital of the Company, assuming full conversion of warrants. However, considering the issue of 1,59,92,000 shares under QIP, Mr. K. R. Thakur and his family shall directly / indirectly hold 19.72 per cent of the fully diluted equity capital of the Company, the same shall however change to the extent of equity shares that may finally be subscribed and allotted under the said QIP.

There will be no change in the control or composition of the Board of the Company consequent to the said preferential issue.

Save and except the preferential issue as proposed in the resolution as set in the accompanying Notice, the Company has made no other issue or allotment of securities on preferential basis during the year.

9. Lock-in:

- i. The warrants and the equity shares allotted pursuant to exercise of entitlement attached to warrants shall be subject to 'lock-in' as per the ICDR Regulations. Such locked-in equity shares may however be transferred to and amongst the promoters / promoter group subject to the provisions of ICDR Regulations.
- ii. The entire pre-preferential allotment shareholding of the above allottee, if any, shall be locked-in from the Relevant Date up to a period of six months from the date of trading approval as per Regulation 78(6) of the ICDR Regulations.

10. General:

- i. An amount equivalent to 25 per cent of the issue price of the equity shares shall be payable at the time of subscription of warrants.
- ii. The holder of warrants will be entitled to apply for and be allotted, in one or more tranches, 1 (one) Equity Share of ₹ 2 each of the Company per warrant at any time within 18 months from the date of allotment of warrants .
- iii. Upon exercise of the right to subscribe for equity shares, the warrant holders shall be liable to make the payment of balance sum, being 75 per cent of the issue price, towards subscription to each equity share, as may be applied. The amount paid against warrants shall be adjusted / set off against the issue price of the resultant equity shares.
- iv. In the event of entitlement attached to warrants to subscribe for equity shares is not exercised within the period as mentioned above, the same shall lapse and the amount paid on the warrants shall stand forfeited.
- v. Upon receipt of the payment as above, the Board (or a Committee thereof) shall allot one equity share per warrant by appropriating ₹ 2 towards equity share capital and the balance amount paid against each warrant, towards the securities premium.
- vi. The warrant holders shall also be entitled to any future issue of bonus / rights, if any, of equity shares or warrants convertible into equity shares or such other securities by the Company, in the same proportion and manner as any other shareholders of the Company for the time being and the Company shall reserve proportion of such entitlement for the warrant holders.
- vii. The warrant by itself does not give to the holder(s) thereof any rights of the shareholders of the Company.

viii. The equity shares to be issued and allotted by the Company on exercise of the warrants in the manner aforesaid shall be in dematerialised form and subject to 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 and be listed on stock exchanges where the equity shares of the Company are listed.

11. The Company undertakes that if required, the price shall be recomputed in terms of the provision of the ICDR Regulations. If the amount payable upon the re-computation is not paid within the stipulated time as mentioned in the ICDR Regulations, the specified securities shall continue to be locked in till such amount is paid by the allottee.

The Board at its meeting held on 18th August, 2014 has approved the issue and allotment of equity shares / warrants on preferential basis in the manner stated hereinabove.

Pursuant to the provisions of Section 62 of the Act and Regulation 72(1)(a) of the ICDR Regulations, the above preferential issue requires approval of its shareholders by way of a Special Resolution. The Board, therefore, recommends the above mentioned resolution to be passed as a Special Resolution.

Except Mr. K. R. Thakur and Mr. P. K. Thakur, none of the Directors and or Key Managerial Personnel of the Company / their relatives, are in any way concerned or interested financially or otherwise in the Resolution set out at item no. 12 of the notice.

The Board recommends the resolution as set out at item no. 12 for the approval of members as a Special Resolution.

ITEM NO. 13

Pursuant to the provisions of the Act and the Rules framed thereunder, the Board of Directors of the Company can issue securities on private placement basis, subject to the approval of the members of the Company by way of a Special Resolution.

Non-Convertible Debentures (NCDs), issued on private placement basis, is an important source of borrowings for the Company. The Borrowings of the Company under NCDs presently aggregate approximately ₹ 49.74 crore. The proceeds of debentures, issued by the Company pursuant to the authority granted by the members, will be used for working capital requirements of the Company including repayment of existing debts.

Approval of members is being sought by way of a special resolution under sections 42 and 71 of the Act and rules made thereunder, to enable the Company to offer or invite subscriptions of NCDs on a private placement basis, in one or more tranches during the period of one year from the date of passing of the resolution at item no. 13, within the overall borrowing limits of the Company, as approved by the members from time to time.

None of the Directors and / or Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise in the resolution set out at item no.13 of the Notice.

The Board recommends the Resolution as set out at item no. 13 for the approval of members as a Special Resolution.

ITEM NO. 14

As the Members are aware, that the Company operates in the Engineering Procurement Construction (EPC) business in power transmission, distribution and substation sectors in India as well as outside India.

To enable the Directors to appoint Branch Auditors for the purpose of auditing the accounts of the Company's Branch Offices in India and abroad (whether now existing or as may be established), the necessary authorization of the Members of the Company is being obtained in accordance with the provisions of Section 143 of the Act, in terms of the Resolution at item no.14 of the accompanying Notice.

None of the Directors and / or Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise in the resolution set out at item no.14 of the Notice.

The Board recommends the Resolution as set out at item no. 14 for the approval of members as an Ordinary Resolution.

ITEM NO. 15

On recommendation of the Audit Committee, the Board appointed Mr. Narhar Krishnaji Nimkar, Cost Accountant, to conduct the audit of the cost records of the Company, at a remuneration of ₹ 2,50,000 plus service tax as applicable and reimbursement of actual travel and out of pocket expenses for the financial year ending 31st March, 2015.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, remuneration payable to the Cost Auditors is required to be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 15 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2015.

None of the Directors and / or Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested financially or otherwise in the resolution set out at Item no.15 of the Notice.

The Directors recommend the resolution at item no.15 for your approval.

By Order of the Board
For Jyoti Structures Limited

L. H. Khilnani
Company Secretary

Mumbai; 18th August, 2014