



SINCE 1974

## JYOTI STRUCTURES LIMITED

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

Ref: : JSL/HO/CS/GEN/23-24/1201

Date: February 16, 2024

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

Dear Sir/Madam,

This is to inform you that, in compliance with relevant circulars issued by Ministry of Corporate Affairs and the Securities Exchange Board of India, the Extra Ordinary General Meeting (“**EGM**”) of the Company will be held on **Tuesday, March 12, 2024 at 11.00 A.M.** through Video Conferencing(“**VC**”)/ Other Audio Visual Means (“**OAVM**”). The Copy of the Notice of EGM is enclosed herewith for your kind reference.

Further, Members of the Company, holding shares either in physical form or dematerialized form, as on March 05, 2024 (Cut off date for eligibility to vote) shall be entitled to vote by electronic means. The Schedule of remote e-voting facility is set out as under:

<b>Event</b>	<b>Day, Date, Time</b>
Commencement of Remote E-voting	Saturday, March 09, 2024 at 09.00 A.M.
End of Remote E-voting	Monday, March 11, 2024 at 05.00 P.M.
Cut-off Date	Tuesday, March 05, 2024

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

Please acknowledge the receipt and update the records.

Thanking You.  
Yours Faithfully

**For Jyoti Structures Limited**

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



**JYOTI STRUCTURES LIMITED**

CIN No: L45200MH1974PLC017494

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

E-mail: [investor@jsl.co.in](mailto:investor@jsl.co.in) Website: [www.jyotisttructures.in](http://www.jyotisttructures.in)

**NOTICE**

**NOTICE** is hereby given that the Extra-Ordinary General Meeting (“EGM”) of the Members of Jyoti Structures Limited (“the Company”) will be held on **Tuesday, March 12, 2024 at 11:00 A.M.** through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”) (“as per the amended circular of Ministry of Corporate affairs dated September 25, 2023 read with circular dated December 28, 2022, January 13, 2021, May 5, 2020, April 13, 2020 & April 8, 2020”) to transact the following business:

**SPECIAL BUSINESS:**

**1. TO APPOINT DR. RAJENDRA PRASAD SINGH (DIN:00004812) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 161 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under, the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), in accordance with the provisions of Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee, **Dr. Rajendra Prasad Singh (DIN:00004812)**, who was appointed as an Additional Director (Category: Non-Executive Independent Director) of the Company by the Board of Directors with effect from February 13, 2024 and who holds office till the conclusion of upcoming Extraordinary General Meeting (EGM) in terms of Section 161 of the Companies Act, 2013 as additional director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term commencing from date of Board’s approval i.e. February 13, 2024 till February 12, 2029 for a period of 5 years;

**RESOLVED FURTHER THAT** any Director or the Key Managerial Personnel of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient for appointment of Dr. Rajendra Prasad Singh (DIN: 00004812), as a Non-Executive Independent Director of the Company.”

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its committee thereof) and/or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable, or expedient to give effect to this resolution.”





## 2. REAPPOINTMENT OF DR. GOVIND PRASAD SAHA AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (**“the Act”**) and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, Dr. Govind Prasad Saha (DIN: 09256986), who was appointed as an Independent Director and who holds office of Independent Director up to September 13, 2024 and being eligible, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed by the Board of Directors of the Company (**“the Board”**) based on the recommendation of the Nomination and Remuneration Committee with effect from September 13, 2024 pursuant to the provisions of Section 161(1) of the Act and Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director (Non-Executive) of the Company, not liable to retire by rotation, to hold office for a second term of consecutive five years on the Board of the Company up to September 12, 2029.

**RESOLVED FURTHER THAT** the declarations pursuant to provisions of the Companies Act, 2013, including intimation and declaration with respect to eligibility in Form DIR-8, consent to act as director in Form DIR-2, form pertaining to the notice of disclosure of interest in Form MBP-1, received from Dr. Govind Prasad Saha (DIN: 09256986), as placed before the board at this meeting, be and is hereby taken on record.

**RESOLVED FURTHER THAT** the Board (including its committee thereof) and/or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable, or expedient to give effect to this resolution.”

## 3. REAPPOINTMENT OF MRS. MONICA AKHIL CHATURVEDI AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (**“the Act”**) and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, Mrs. Monica Akhil Chaturvedi (DIN: 02193359), who was appointed as an Independent Director and who holds office of Independent Director up to September 13, 2024 and being eligible, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed by the Board of Directors of the Company (**“the Board”**) based on the recommendation of the Nomination and Remuneration Committee with effect from September 13, 2024 pursuant to the provisions of Section 161(1) of the Act and Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director (Non-Executive) of the Company, not liable to retire by rotation, to hold office for a second term of consecutive five years on the Board of the Company up to September 12, 2029.



## JYOTI STRUCTURES LIMITED

**RESOLVED FURTHER THAT** the declarations pursuant to provisions of the Companies Act, 2013, including intimation and declaration with respect to eligibility in Form DIR-8, consent to act as director in Form DIR-2, form pertaining to the notice of disclosure of interest in Form MBP-1, received from Mrs. Monica Akhil Chaturvedi (DIN: 02193359), as placed before the board at this meeting, be and is hereby taken on record.

**RESOLVED FURTHER THAT** the Board (including its committee thereof) and/or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable, or expedient to give effect to this resolution.”

**Registered Office:**

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

E-mail: [investor@jssl.co.in](mailto:investor@jssl.co.in)

Website: [www.jyotisttructures.in](http://www.jyotisttructures.in)

CIN: L45200MH1974PLC017494

**Place:** Mumbai

**Date:** February 13, 2024



By Order of the Board  
For Jyoti Structures Limited

A handwritten signature in blue ink, appearing to read 'S. Gaikwad'.

Sonali K Gaikwad  
Company Secretary & Compliance Officer  
ACS 31201



**NOTES:**

- 1) In an Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") which sets out details relating to Special Business to be transacted at Extra-Ordinary General Meeting ("EGM"), is annexed hereto.
- 2) The Ministry of Corporate Affairs ("MCA") vide its Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 19/2021 dated December 08, 2021, Circular No.21/2021 dated December 14, 2021, December 28, 2022 (collectively referred to as "MCA Circulars") and Circular No. 09/2023 dated September 25, 2023 has permitted Companies to conduct EGM through Video Conferencing ("VC") and Other Audio Visual Means ("OAVM") without the physical presence of Members at a Common Venue. The deemed venue of the EGM shall be the Registered Office of the Company. In terms of MCA Circulars and the provisions of the Act, the EGM of the Members is to be held through VC/OAVM. Hence, Members can attend and participate in the EGM.
- 3) The EGM Notice shall be placed on the Company's website [www.jyotisttructures.in](http://www.jyotisttructures.in) and websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively available at the Company's website [www.jyotisttructures.in](http://www.jyotisttructures.in).
- 4) As per the aforesaid circular provisions of appointment of proxy by the member(s) of the Company are not applicable to General meeting convened through VC/OAVM. Accordingly, members cannot appoint a proxy and have to attend the meeting through Video Conferencing personally.
- 5) Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the EGM through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/ Authorization shall be sent to the Company by email through its registered email address to [investor@jsl.co.in](mailto:investor@jsl.co.in).
- 6) Pursuant to the provisions of section 91 of the Act, the Register of Members and Share Transfer Registers of the Company will remain closed from **Tuesday, March 5, 2024 to Tuesday, March 12, 2024** both days inclusive. Members holding shares either in physical form or in dematerialized form, as on **Tuesday, March 5, 2024** i.e. cut-off date, may cast their vote electronically.
- 7) SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated November 03, 2021 and clarification issued vide Circular No. SEBI/HO/MIRSD/ MIRSD\_RTAMB/P/CIR/2021/687 dated December 14, 2021 has mandated all listed Companies to record/update the KYC details i.e. PAN, Nomination and Bank Account details of the first holder for the shares held in physical mode.
- 8) The Company has sent a letter to all the Members holding shares in physical mode whose details are yet to be updated seeking the aforesaid information. Detailed information in this regard is available at the Company's website [https://www.jyotisttructures.in/update\\_kyc.html](https://www.jyotisttructures.in/update_kyc.html). Members holding shares in physical form are requested to ensure the aforesaid KYC details are updated with the Company's Registrar and Share Transfer Agents, M/s. Bigshare Services Pvt. Ltd. ("RTA").
- 9) As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be



## JYOTI STRUCTURES LIMITED

transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities.

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

- 10) In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the EGM.
- 11) Members attending the EGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- 12) Members who have not registered their e-mail addresses are requested to register their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participant and with Bigshare Services Pvt. Ltd., Registrar and Share Transfer Agent for shares held in physical form. Further, the members can refer the company's website i.e. [www.jyotisttructures.in](http://www.jyotisttructures.in) or stock exchanges website i.e. [www.bseindia.com](http://www.bseindia.com) & [www.nseindia.com](http://www.nseindia.com) in case of download/ to view the notice of the Extra-ordinary General Meeting of the Company.
- 13) Members are requested to notify immediately any change in their addresses and / or bank mandate details to the Company's Registrar and Share Transfer Agents, Bigshare Services Pvt. Ltd., at S6 – 2 Pinnacle Business Park, Mahakali Caves Road, Next to Ahura Centre, Andheri (E), Mumbai 400093, for shares held in physical form and to their respective Depository Participants (DP) for shares held in electronic form.
- 14) With a view to serving the members better and for administrative convenience, an attempt would be made to consolidate multiple folios. Members who hold shares in identical names and in the same order of names in more than one folio are requested to write to the Company to consolidate their holdings in one folio.
- 15) As the equity shares of the Company are compulsorily traded in demat form. Members holding equity shares in physical form are requested to get the shares converted in demat form.
- 16) Members are requested to make use of Nomination facility by filing Form SH-13. In case of shares held in demat mode Form SH-13 has to be lodged with the respective DP and in case of the shares held in physical mode the same has to be lodged with the Company or its Share Transfer Agents.
- 17) Members are requested to note that in case of transfers, deletion of name of deceased shareholder, transmission and transposition of names in respect of shares held in physical form, submission of photocopy of PAN Card of the transferee(s), surviving holder(s), legal heir(s) and joint holder(s) respectively, along with necessary documents at the time of lodgment of request for these transactions, is mandatory.
- 18) As per the MCA circular dated April 13, 2020, Members may also note that Poll will be not applicable, hence ballot paper is not required. Poll through email, procedure prescribed in Section 109 read with Rules to be followed is not applicable.
- 19) The manner in which the members who are holding shares in physical form or who have not registered their



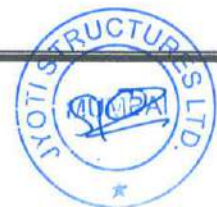


email addresses with the company can cast their vote through remote e-voting or through the e-voting system during the meeting;

- 20) The members who have cast their vote by remote-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again;
- 21) The remote e-voting period commences on **Saturday, March 9, 2024 (9:00 a.m. IST)** and ends on **Monday, March 11, 2024 (5:00 p.m. IST)**.
- 22) The Board of Directors has appointed M/s. VLA & Associates, Practicing Company Secretaries as the Scrutinizer to scrutinize the voting during the EGM and remote e-voting process in a fair and transparent manner.
- 23) The results declared along with the Scrutinizers Report shall be placed on the Company's website [www.jyotistructures.in](http://www.jyotistructures.in) and communicated to the Stock Exchanges immediately after the result is declared.
- 24) Since the EGM will be held through VC/OAVM, the route Map is not annexed in this Notice.

**INSTRUCTIONS FOR MEMBERS FOR VOTING ELECTRONICALLY ARE AS UNDER:**

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 09/2023 dated September 25, 2023 and all other relevant circulars issued from time to time, physical attendance of the Members to the EGM venue is not required and general meeting be held through video conferencing (VC) or other audiovisual means (OAVM). Hence, Members can attend and participate in the ensuing EGM through VC/ OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the EGM through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is



## JYOTI STRUCTURES LIMITED

providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the EGM will be provided by NSDL.

6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at [www.jyotisttructures.in](http://www.jyotisttructures.in). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and the EGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
7. EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020, MCA Circular No. 2/2021 dated January 13, 2021, Circular no. 10/2022 dated December 28, 2022 and Circular No. 09/2023 dated September 25, 2023.

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

1. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join General meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [investor@jsl.co.in](mailto:investor@jsl.co.in). The same will be replied by the company suitably.

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

**The remote e-voting period begins on Saturday, March 9, 2024 at 09.00 am and ends on Monday, March 11, 2024 at 05.00 pm. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members whose names appear in the Register of Members / Beneficial Owners as on the record date**





(cut-off date) i.e. Tuesday, March 5, 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Tuesday, March 5, 2024.

**How do I vote electronically using NSDL e-Voting system?**

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

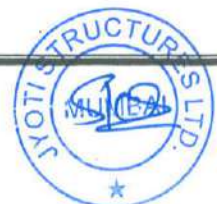
**Step 1: Access to NSDL e-Voting system**

- A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode





In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "<b>Beneficial Owner</b>" icon under "<b>Login</b>" which is available under '<b>IDeAS</b>' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "<b>Access to e-Voting</b>" under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "<b>Register Online for IDeAS Portal</b>" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected</li> </ol>



## JYOTI STRUCTURES LIMITED

	<p>to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: center; gap: 20px;">   </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.





Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 or 022-23058542-43

**B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode. How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***



5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) Physical User Reset Password? (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

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

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting"
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.





5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

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

- 1) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [vloconsultant@gmail.com](mailto:vloconsultant@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- 2) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
- 3) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990

#### **PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL IDS ARE NOT REGISTERED WITH THE DEPOSITORY FOR PROCURING USER ID AND PASSWORD AND REGISTRATION OF E MAIL IDS FOR E-VOTING FOR THE RESOLUTIONS SET OUT IN THIS NOTICE:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [investor@jsl.co.in](mailto:investor@jsl.co.in).
2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [investor@jsl.co.in](mailto:investor@jsl.co.in). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively, shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility

#### **THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM through VC facility and have not casted



## JYOTI STRUCTURES LIMITED

### THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM through VC facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for Remote e-voting.





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

**ITEM NO. 1**

**TO APPROVE APPOINTMENT OF DR. RAJENDRA PRASAD SINGH (DIN: 00004812) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY:**

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company ("**Board**") at its meeting held on February 13, 2024 had appointed Dr. Rajendra Prasad Singh (DIN: 00004812) as Additional Director under Non-Executive Independent Director category, of the Company.

Further, the Board of Directors of the Company ("**Board**") at its meeting held on February 13, 2024 had appointed Dr. Rajendra Prasad Singh (DIN: 00004812) as Non- Executive, Independent Director of the Company for a term of five (5) years effective from February 13, 2024, not liable to retire by rotation, subject to approval of the shareholders of the Company.

In terms of the amended Regulation 17(1C) of the SEBI Listing Regulations, effective from January 01, 2022, a listed entity shall ensure that the approval of shareholders for appointment of a person on the Board of Directors has to be taken either at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, approval of the shareholders is sought to comply with the SEBI Listing Regulations.

The Company has received from Dr. Rajendra Prasad Singh (i) consent in writing to act as Directors in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act.

Pursuant to Regulation 36(3) of SEBI Listing Regulations and Para 1.2.5 of Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India (ICSI), requisite particulars of Dr. Rajendra Prasad Singh (DIN:00004812) including his profile and specific areas of expertise are given below.

**A brief profile of Dr. Rajendra Prasad Singh is as follows:**

Dr. Rajendra Prasad Singh is the former Chairman and Managing Director of Power Grid Corporation, a Government of India enterprise and India's largest electric transmission utility. He is the recipient of many national and international awards including from the World Bank, Electric Power Research Institute, USA, and the Scope Excellence Award. Dr. Singh is also a member of the Board of Directors of a member of top corporates in India, including Azure Power. He is a respected author and has published two books. He holds a post-graduate degree in Mechanical Engineering from Banaras Hindu University. In recognition of his contributions, he was conferred with the Degree of Doctor of Science by Banaras Hindu University in 2007.

A brief justification for appointment of Dr. Rajendra Prasad Singh as Non-executive Independent Director on the Board of the Company is given below as **Annexure I**.

None of the directors, except Dr. Rajendra Prasad Singh (DIN:00004812) or any key managerial personnel or any relative of any of the directors / key managerial personnel of the Company are, in any way concerned or interested, financially or otherwise, in passing of this resolution.

In accordance with the provisions of section 149, 152 of the Companies Act, 2013, the Board recommends the resolution as set out at Item No. 1 for approval of the Members of the Company as a Special Resolution.





**ITEM NO. 2**

**TO APPROVE APPOINTMENT OF DR. GOVIND PRASAD SAHA (DIN:09256986) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY:**

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company (“**Board**”) at its meeting held on February 13, 2024 had appointed Dr. Govind Prasad Saha (DIN: 09256986) as Non- Executive, Independent Director of the Company for a second term of five (5) years effective from September 13, 2024, not liable to retire by rotation, subject to approval of the shareholders of the Company.

Further, in terms of the amended Regulation 17(1C) of the SEBI Listing Regulations, effective from January 01, 2022, a listed entity shall ensure that the approval of shareholders for appointment of a person on the Board of Directors has to be taken either at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, approval of the shareholders is sought to comply with the SEBI Listing Regulations.

The Company has received from Dr. Govind Prasad Saha (i) consents in writing to act as Directors in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act and (iii) a declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and under SEBI Listing Regulations.

**A brief profile of Dr. Govind Prasad Saha is as follows:**

Dr. Govind Prasad Saha has been a High-level Energy Sector Advisor to the Millennium Challenge Account which focuses on US investment and financial support to African utilities for 5 years. His role has included strategic and policy advisory in power sector reform, IPP Program and regulatory reform including establishment of utility and regulatory organizations. His experience has led him to work with utilities in several countries in Africa, India, Australia, Namibia, New Zealand, Indonesia, South Africa, Malaysia, Singapore. He has been the Partner and Head of Energy & Utility Consulting at Ernst & Young, New Zealand for over 13 years. Besides significant power sector experience, his role also included mentoring and coaching board members and senior management. Prior to that, he worked as the Director of Electricity Policy and Planning with the Ministry of Energy, Wellington, New Zealand and focused on electricity policy and planning, and management of organizational changes and capacity development for utilities and regulators. He is gold medalist who ranked first in the Faculty of Engineering from Bhagalpur University followed by Master’s in Engineering, with distinction and then pursued a doctorate in Philosophy in engineering from the University of Auckland as well as Master of Business Administration degree in strategy and finance from Victoria University of Wellington.

A brief justification for the continuation of Dr. Govind Prasad Saha as Non-executive Independent Director on the Board of the Company is given below as **Annexure I**.

None of the other directors, except Dr. Govind Prasad Saha (DIN: 09256986), any key managerial personnel or any relative of any of the other directors / key managerial personnel of the Company are, in any way concerned or interested, financially or otherwise, in passing of this resolution.

**ITEM NO. 3**

**TO APPROVE APPOINTMENT OF MRS. MONICA AKHIL CHATURVEDI (DIN: 02193359) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY:**

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company (“**Board**”) at its meeting held on February 13, 2024 had appointed Mrs. Monica Akhil Chaturvedi(DIN: 02193359) as Non- Executive, Independent Director of the Company for a second term of five (5) years effective





from September 13, 2024, not liable to retire by rotation, subject to approval of the shareholders of the Company.

Further, in terms of the amended Regulation 17(1C) of the SEBI Listing Regulations, effective from January 01, 2022, a listed entity shall ensure that the approval of shareholders for appointment of a person on the Board of Directors has to be taken either at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, approval of the shareholders is sought to comply with the SEBI Listing Regulations.

The Company has received from Mrs. Monica Akhil Chaturvedi (i) consents in writing to act as Directors in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under Section 164(2) of the Act and (iii) a declaration to the effect that she meets the criteria of independence as provided in Section 149(6) of the Act and under SEBI Listing Regulations.

**A brief profile of Mrs. Monica Akhil Chaturvedi is as follows:**

Mrs. Monica Akhil Chaturvedi has two decades of banking experience with a global bank. A multifaceted person committed to cause of women in industry, society, business and education. She comes from a business family that has varied interests in real estate, retail, brands, and international trade. She is an investor & mentor for start-up projects in technology, and she is also working on projects in the field of school education.

A brief justification for the continuation of Mrs. Monica Akhil Chaturvedi as Non-Executive Independent Director on the Board of the Company is given below as **Annexure I**.

None of the directors, except Mrs. Monica Akhil Chaturvedi (DIN: 02193359), any key managerial personnel or any relative of any of the other directors / key managerial personnel of the Company are, in any way concerned or interested, financially or otherwise, in passing of this resolution.

The Board recommends passing of the Special Resolutions as set out in Items no. 1, 2 & 3 of this Notice, for approval by the Members of the Company, as the rich experience and the vast knowledge they bring with them would benefit the Company.



## JYOTI STRUCTURES LIMITED

### ANNEXURE I

Pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India, the following information is furnished about the Directors proposed to be re-appointed:

Name of the Director	Dr. Rajendra Prasad Singh	Dr. Govind Prasad Saha
Date of Birth	17.07.1948	06.12.1947
Nationality	Indian	New Zealand
Director Identification Number (DIN)	00004812	09256986
Date of Appointment on the Board	21.08.2019	06.08.2021
Qualifications and Expertise	<p>Dr. Rajendra Prasad Singh is the former Chairman and Managing Director of Power Grid Corporation, a Government of India enterprise and India's largest electric transmission utility. He is the recipient of many national and international awards including from the World Bank, Electric Power Research Institute, USA, and the Scope Excellence Award. Dr. Singh is also a member of the Board of Directors of a number of top corporates in India, including Azure Power. He is a respected author and has published two books. He holds a post-graduate degree in Mechanical Engineering from Banaras Hindu University. In recognition of his contributions, he was conferred with the Degree of Doctor of Science by Banaras Hindu University in 2007.</p>	<p>Dr. Govind Prasad Saha has been a High level Energy Sector Advisor to the Millennium Challenge Account which focuses on US investment and financial support to African utilities for 5 years. His role has included strategic and policy advisory in power sector reform, IPP Program and regulatory reform including establishment of utility and regulatory organizations. His experience has led him to work with utilities in several countries in Africa, India, Australia, Namibia, New Zealand, Indonesia, South Africa Malaysia, Singapore. He has been the Partner and Head of Energy &amp; Utility Consulting at Ernst &amp; Young, New Zealand for over 13 years. Besides significant power sector experience, his role also included mentoring and coaching board members and senior management. Prior to that, he worked as the Director of Electricity Policy and Planning with the Ministry of Energy, Wellington, New Zealand and focused on electricity policy and planning, and management of organizational changes and capacity development for utilities and regulators. He is gold medalist who ranked first in the Faculty of Engineering from Bhagalpur University followed by Master's in Engineering, with distinction and then pursued a doctorate in Philosophy in engineering from the University of Auckland</p>





		as well as Master of Business Administration degree in strategy and finance from Victoria University of Wellington.
Number of shares held in the Company	Nil	Nil
List of the directorships held in other entities	6	Nil
Chairman / Member in the Committees of the Boards of companies in which he is Director	10	2
Relationships between Directors inter-se	None	None

Name of the Director	Mrs. Monica Akhil Chaturvedi
Date of Birth	23.01.1967
Nationality	Indian
Director Identification Number (DIN)	02193359
Date of Appointment on the Board	06.08.2021
Qualifications and Expertise	Mrs. Monica Akhil Chaturvedi has two decades of banking experience with a global bank. A multifaceted person committed to cause of women in industry, society, business and education. She comes from a business family that has varied interests in real estate, retail, brands, and international trade. She is an investor & mentor for start-up projects in technology, and she is also working on projects in the field of school education.
Number of shares held in the Company	Nil



## JYOTI STRUCTURES LIMITED

List of the directorships held in other entities	Nil
Chairman / Member in the Committees of the Boards of companies in which he is Director	4
Relationships between Directors inter-se	None

**Registered Office:**

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



By Order of the Board  
For Jyoti Structures Limited



Sonali K Gaikwad  
Company Secretary & Compliance Officer  
ACS 31201

**E-mail:** investor@jstl.co.in

**Website:** www.jyotisttructures.in

**CIN:** L45200MH1974PLC017494

**Place:** Mumbai

**Date:** February 13, 2024