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

SINCE 1974

Ref: JSL/HO/CS/GEN/23-24/993 Date: December 20, 2023

BSE Limited Phiroze Jeejeebhoy Tower, Dalal Street, Fort, Mumbai-400 001. **Scrip Code: 513250**	**National Stock Exchange of India Limited** Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Mumbai-400 051. **Symbol: JYOTISTRUC**

Dear Sir/Madam,

Sub: Proposed issue of equity shares of face value of Rs. 2/- each on a rights basis to existing shareholders by Jyoti Structures Limited ("Company").

This is further to the Meeting of the Board of Directors of the Company ("the **Board**") held on November 30, 2023, approving the issue of fully paid-up equity shares of face value of Rs.2/- each of the Company by way of rights issue to the existing shareholders of the Company for an amount not exceeding Rs. 175 crores, in accordance with the Companies Act, 2013 and the rules made thereunder, as amended, the Securities and Exchange Board of India (Issue of Capital and Disclosures Requirements) Regulations, 2018, as amended, and other applicable laws ('**Issue**").

Pursuant to the above referred Board approval, please take note that the Company has filed the draft letter of offer dated December 20, 2023 ("**DLOF**") in connection with the issue with the Securities and Exchange Board of India.

This intimation is issued in terms of Regulation 30 of the Securities and Exchange Board of India, Listing Regulations.

Kindly take the same on record.

Thanking you,

Yours faithfully,
For **Jyoti Structures Limited**

SONALI KRISHNAJI GAIKWAD
Digitally signed by SONALI KRISHNAJI GAIKWAD
Date: 2023.12.20 18:46:12 +05'30'

Sonali K. Gaikwad
Company Secretary
ACS 31201

Please scan this QR code to view the Draft Letter of Offer

Draft Letter of Offer
Dated: December 20, 2023
For Eligible Equity Shareholders only

JYOTI STRUCTURES LIMITED

Our Company was incorporated as "Jyoti Structurers Private Limited" on May 27, 1974, as a private limited Company under the Companies Act, 1956, and was granted the Certificate of Incorporation by the Registrar of Companies, Mumbai (the "**RoC**"). Subsequently, our Company was converted into a public limited company and the name of our Company was changed to "Jyoti Structures Limited" on October 21, 1974, vide a fresh certificate of incorporation issued by the RoC.

Registered Office: 6th Floor, Valecha Chambers, New Link Road, Andheri (West), Mumbai 400 053, Maharashtra, India
Contact person: Sonali Krishanji Gaikwad, Company Secretary and Compliance Officer
Telephone: 022-40915000| **E-mail id:** investors@jsl.co.in | **Website**: www.jyotistructures.in
Corporate Identity Number: L45200MH1974PLC017494

OUR COMPANY IS A PROFESSIONALLY MANAGED COMPANY AND DOES NOT HAVE AN IDENTIFIABLE PROMOTER

FOR PRIVATE CIRCULATION TO THE ELIGIBLE EQUITY SHAREHOLDERS OF JYOTI STRUCTURES LIMITED (OUR "COMPANY" OR THE "ISSUER") ONLY

ISSUE OF UP TO [●] FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF ₹2 EACH OF OUR COMPANY (THE "RIGHTS EQUITY SHARES") FOR CASH AT A PRICE OF ₹[●] PER EQUITY SHARE (INCLUDING A PREMIUM OF ₹[●] PER EQUITY SHARE) AGGREGATING UP TO ₹17,500 LAKHS# ON A RIGHTS BASIS TO THE ELIGIBLE EQUITY SHAREHOLDERS OF OUR COMPANY IN THE RATIO OF [●] RIGHTS EQUITY SHARE FOR EVERY [●] FULLY PAID-UP EQUITY SHARES HELD BY THE ELIGIBLE EQUITY SHAREHOLDERS ON THE RECORD DATE, THAT IS ON [●] (THE "ISSUE"). FOR FURTHER DETAILS, PLEASE REFER TO "TERMS OF THE ISSUE" ON PAGE 249 OF THIS DRAFT LETTER OF OFFER.

#Assuming full subscription. Subject to finalisation of the Basis of Allotment

WILFUL DEFAULTER(S) OR FRAUDULENT BORROWER(S)

Neither our Company nor any of our Directors have been identities as Wilful Defaulter(s) or Fraudulent Borrower(s).

GENERAL RISKS

Investment in equity and equity related securities involve a degree of risk and investors should not invest any funds in the Issue unless they can afford to take the risk with such investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue including the risks involved. The securities being offered in the Issue have not been recommended or approved by the Securities and Exchange Board of India ("**SEBI**") nor does SEBI guarantee the accuracy or adequacy of this Draft Letter of Offer. Specific attention of the investors is invited to "***Risk Factors***" on page 23 of this Draft Letter of Offer.

ISSUER'S ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Letter of Offer contains all information with regard to our Company and the Issue, which is material in the context of the Issue, and that the information contained in this Draft Letter of Offer is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Draft Letter of Offer as a whole or any such information or the expression of any such opinions or intentions misleading in any material respect.

LISTING

The existing Equity Shares are listed on BSE Limited ("**BSE**") and National Stock Exchange of India Limited ("**NSE**", together, the "**Stock Exchanges**"). Our Company has received 'in-principle' approvals from the BSE and NSE for listing the Rights Equity Shares to be allotted pursuant to this Issue vide letters dated [●] and [●] respectively. Our Company will also make applications to the Stock Exchanges to obtain their trading approvals for the Rights Entitlements as required under the SEBI circular bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020. For the purpose of this Issue, the Designated Stock Exchange is [●].

LEAD MANAGER TO THE ISSUE	REGISTRAR TO THE ISSUE
ArihantCapital Generating Wealth	
Arihant Capital Markets Limited 1011, Solitaire Corporate Park Bldg. No. -10, 1st Floor, Guru Hargovindji Road, Chakala, Andheri (East), Mumbai, 400093 **CIN:** L67120MP1992PLC007182 **Telephone:** +91 22 4225 4800 **E-mail:** mbd@arihantcapital.com **Investor grievance e-mail id:** mbd@arihantcapital.com **Contact person:** Amol Kshirsagar / Satish Kumar P. **Website:** www.arihantcapital.com **SEBI registration number:** INM000011070	**Bigshare Services Private Limited** Office No. S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai 400 093 **CIN:** U99999MH1994PTC076534 **Telephone**: +91 22 6263 8200 **Email**: rightsissue@bigshareonline.com **Investor grievance e-mail**: investor@bigshareonline.com **Contact Person**: Suraj Gupta **Website**: www.bigshareonline.com **SEBI registration no.**: INR000001385

ISSUE PROGRAMME

ISSUE OPENS ON	LAST DATE FOR ON MARKET RENUNCIATIONS*	ISSUE CLOSES ON#
[●]	[●]	[●]

**Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncee(s) on or prior to the Issue Closing Date.*

#Our Board or the Rights Issue Committee or a duly authorized committee thereof will have the right to extend the Issue Period as it may determine from time to time but not exceeding 30 (thirty) days from the Issue Opening Date (inclusive of the Issue Opening Date). Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date.

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SECTION I - GENERAL

DEFINITIONS AND ABBREVIATIONS

This Draft Letter of Offer uses the definitions and abbreviations set forth below, which you should consider when reading the information contained herein. The following list of certain capitalised terms used in this Draft Letter of Offer is intended for the convenience of the reader/prospective investor only and is not exhaustive.

This Draft Letter of Offer uses the definitions and abbreviations set forth below, which, unless the context otherwise indicates or implies, or unless otherwise specified, shall have the meaning as provided below. References to any legislation, act, regulation, rules, guidelines, clarifications or policies shall be to such legislation, act, regulation, rules, guidelines or policies as amended, supplemented, or re-enacted from time to time and any reference to a statutory provision shall include any subordinate legislation made from time to time under that provision.

The words and expressions used in this Draft Letter of Offer, but not defined herein, shall have the same meaning (to the extent applicable) ascribed to such terms under the, the Companies Act, 2013, the SEBI ICDR Regulations, the SEBI LODR Regulations, the SCRA, the Depositories Act, and the rules and regulations made thereunder.

*Notwithstanding the foregoing, terms used in sections / chapters titled "**Summary of Offer document**" "**Industry Overview**", "**Statement of Possible Special Tax Benefits**", "**Financial Information**", "**Outstanding Litigation and Defaults**" and "**Terms of the Issue**" on pages 20, 74, 60, 125, 232 and 249 respectively, shall, unless indicated otherwise, have the meanings ascribed to such terms in the respective sections/ chapters.*

General Terms

Term	Description
"Jyoti Structures Limited" or "Our Company" or "the Company" or "the Issuer"	Jyoti Structures Limited, a public limited company incorporated under the erstwhile Companies Act, 1956 and having its registered office at Valecha Chambers, 6th Floor, New Link Road, Andheri (West), Mumbai, Maharashtra, 400053, India
"We", "Our", "Us", or "Our Group"	Unless the context otherwise requires, indicates or implies or unless otherwise specified, our Company along with our Subsidiaries, on a consolidated basis

Company Related Terms

Term	Description
Articles of Association / Articles / AoA	The Articles of Association of our Company, as amended from time to time
Auditor / Statutory Auditor	The current statutory auditor of our Company, namely, M/s G.P. Sharma & Co. .LLP
Audit Committee	The Board of Directors of our Company constituted audit committee in accordance with Regulation 18 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and Section 177 of the Companies Act, 2013
Audited Consolidated Financial Statements	The audited consolidated financial statements of our Company for the period ended September 30, 2023 and for the financial years ended March 31, 2023, 2022 and 2021 which comprise of the consolidated balance sheet, the consolidated statement of profit and loss including other comprehensive income, the consolidated cash flow statement, the consolidated statement of changes in equity for the period ended September 30, 2023 and for the financial years ended March 31, 2023, 2022 and 2021 and notes to the consolidated to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information. For details, see "***Financial Information***" on page 125 of this Draft Letter of Offer
Board / Board of Directors/Directors	Board of Directors of our Company including duly constituted committee thereof. For details of the Board of Directors, see "***Our Management and Organisational Structure***" on page 112 of the Draft Letter of Offer
Chairman	Rajendra Prasad Singh, the Chairman of our Company
Chief Financial Officer /	Kumar Vaidyanath Balan, the Chief Financial Officer of our Company

Term	Description
CFO	
Committee(s)	Duly constituted committee(s) of our Board of Directors
Committee of Corporate Creditors	The committee of corporate creditors of our Company constituted in accordance with Section 22 of the Insolvency and Bankruptcy Code, 2016, as amended.
Company Secretary and Compliance Officer	Sonali Krishanji Gaikwad, the Company Secretary and the Compliance Officer of our Company
CRISIL/ Industry Expert	CRISIL Limited
CRISIL Report	Report titled "*Industry Report on Power transmission, distribution and smart metering"* issued on October, 2023 issued by CRISIL and which has been commissioned by our Company
Directors	Directors on the Board, as may be appointed from time to time
Equity Shareholder / Shareholders	A Holder of Equity Share(s) of our Company, from time to time
Equity Shares	Equity shares of face value of ₹2 each of our Company
Executive Directors	Executive directors of our Company
Independent Director(s)	Independent director(s) on the Board, who are eligible to be appointed as Independent Directors as per Section 2(47) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI Listing Regulations, and as described in the chapter "***Our Management and Organisational Structure***" on page 112 of this Draft Letter of Offer
Joint Venture / JV	Joint ventures of our Company as on the date of this Draft Letter of Offer, Gulf Jyoti International LLC and GJIL Tunisia Sar* **Held by Gulf Jyoti International LLC*
Key Managerial Personnel / KMP	Key managerial personnel of our Company as per the definition provided in Section 2(51) of the Companies Act, 2013 and Regulation 2(1)(bb) of the SEBI ICDR Regulations as described in the "***Our Management***" on page 112 of this Draft Letter of Offer.
Materiality Policy	Policy for Determination and Disclosure of Materiality of an Event or Information adopted by our Board in accordance with the requirements under Regulation 30 of the SEBI Listing Regulations, read with the materiality threshold adopted by the Board of Directors through its resolution dated November 30, 2023 which shall subject to ratification on the next Board Meeting, for the purpose of litigation disclosures in this Draft Letter of Offer.
Memorandum of Association / Memorandum / MoA	The Memorandum of Association of our Company, as amended from time to time.
Nomination and Remuneration Committee	The Board of Directors of our Company constituted nomination and remuneration committee in accordance with Regulation 19 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and Section 178 of the Companies Act, 2013.
Non-executive Director	Non-executive director(s) on our Board, as described in "***Our Management***" on page 112 of this Draft Letter of Offer.
Registered Office	The registered office of our Company Valecha Chambers, 6th Floor, New Link Road, Andheri (West), Mumbai, Maharashtra, 400053, India
Registrar of Companies / RoC	The Registrar of Companies, Maharashtra at Mumbai
Resolution Plan	Resolution plan dated March 25, 2018, as amended, prepared in respect of the corporate insolvency resolution process that the Company is underwent and is approved by the Committee of Creditors and the Hon'ble NCLT on March 27, 2019 vide 1137(MB)/2017
Rights Issue Committee	The committee of our Board constituted through the board resolution dated November 30, 2023 for purposes of the Issue and incidental matters thereof.
Senior Management Personnel/ SMP	Senior management personnel of our Company determined in accordance with Regulation 2(1)(bbbb) of the SEBI ICDR Regulations and as disclosed in "***Our Management***" on page 112.
Stakeholders' Relationship	The Board of Directors of our Company constituted a stakeholder relationship

Term	Description
Committee	committee in accordance with Regulation 20 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and Section 178 of the Companies Act, 2013.
Subsidiaries	The subsidiaries of our Company as on the date of this Draft Letter of Offer, including step down subsidiaries, are as follows, JSL Corporate Services Limited, Jyoti Energy Limited, Jyoti Structures FZE, Jyoti Structures Nigeria Ltd., Jyoti Structures Kenya Ltd, Jyoti Structures Namibia (Pty) Ltd., Jyoti Structures Africa (Pty) Ltd., Jyoti International Inc, Jyoti America LLC and Jyoti Structures Canada Limited
Whole-time Director	Whole-time director(s) on our Board, as described in "***Our Management***" on page 112 of this Draft Letter of Offer.

Issue Related Terms

Term	Description
Abridged Letter of Offer / ALOF	Abridged Letter of Offer to be sent to the Eligible Equity Shareholders with respect to the Issue in accordance with the provisions of the SEBI ICDR Regulations and the Companies Act, 2013
Additional Rights Equity Shares / Additional Equity Shares	The Rights Equity Shares applied or allotted under this Issue in addition to the Rights Entitlement
Allotment / Allot / Allotted	Unless the context otherwise requires, the Allotment of Rights Equity Shares pursuant to the Issue
Allotment Account	The accounts opened with the Banker(s) to the Issue, into which the Application Money blocked by Application Supported by Blocked Amount in the ASBA Account, with respect to successful Applicants will be transferred on the Transfer Date in accordance with Section 40(3) of the Companies Act, 2013
Allotment Account Bank(s)	Bank(s) which are clearing members and registered with SEBI as bankers to an issue and with whom the Allotment Accounts will be opened, in this case being, [●]
Allotment Advice	The note, advice or intimation of Allotment, sent to each successful Applicant who has been or is to be Allotted the Rights Equity Shares after approval of the Basis of Allotment by the Designated Stock Exchange
Allotment Date / Date of Allotment	Date on which the Allotment is made pursuant to the Issue
Allottee(s)	Person(s) to whom the Rights Equity Shares are Allotted pursuant to the Issue
Applicant(s) or Investors	Eligible Equity Shareholder(s) and/or Renouncee(s) who are entitled to apply or make an application for the Rights Equity Shares pursuant to the Issue in terms of the Draft Letter of Offer
Application	Application made through submission of the Application Form or plain paper Application to the Designated Branch(es) of the SCSBs or online / electronic application through the website of the SCSBs (if made available by such SCSBs) under the ASBA process to subscribe to the Rights Equity Shares at the Issue Price
Application Form / Common Application Form	Unless the context otherwise requires, an application form (including online application form available for submission of application through the website of the SCSBs (if made available by such SCSBs) under the ASBA process) used by an Investor to make an application for the Allotment of Rights Equity Shares in the Issue
Application Money	Aggregate amount payable at the time of Application, i.e. ₹[●] per Rights Equity Share in respect of the Rights Equity Shares applied for in the Issue at the Issue Price.
Application Supported by Blocked Amount / ASBA	Application (whether physical or electronic) used by an ASBA Applicants to make an Application authorizing the SCSB to block the Application Money in the ASBA Account maintained with the SCSB.
ASBA Account	Account maintained with the SCSB and as specified in the Application Form or the plain paper Application, as the case may be, by the Applicant for blocking the amount mentioned in the Application Form or the plain paper Application.

Term	Description
ASBA Applicant/ ASBA Investor(s)	Eligible Equity Shareholders proposing to subscribe to the Issue through ASBA process
ASBA Circulars	Collectively, SEBI circular bearing reference number SEBI/CFD/DIL/ASBA/1/2009/30/12 dated December 30, 2009, SEBI circular bearing reference number CIR/CFD/DIL/1/2011 dated April 29, 2011, SEBI circular bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020, SEBI circular bearing reference number SEBI/HO/CFD/SSEP/CIR/P/2022/66 dated May 19, 2022 and any other circular issued by SEBI in this regard and any subsequent circulars or notifications issued by SEBI in this regard
Banker(s) to the Issue	Collectively, the Allotment Account Bank and the Refund Bank in this case being [●]
Banker to the Issue Agreement	Agreement dated [●] entered into by and among our Company, the Registrar to the Issue, the Lead Manager and the Banker(s) to the Issue for collection of the Application Money from Applicants/Investors making an application for the Rights Equity Shares
Basis of Allotment	The basis on which the Rights Equity Shares will be Allotted to successful Applicants in consultation with the Designated Stock Exchange under this Issue, as described in "***Terms of the Issue***" on page 249 of this Draft Letter of Offer
Controlling Branches / Controlling Branches of the SCSBs	Such branches of the SCSBs which co-ordinate with the Registrar to the Issue and the Stock Exchange, a list of which is available on http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes, updated from time to time or at such other website(s) as may be prescribed by the SEBI from time to time.
Demographic Details	Details of Investors including the Investor's address, PAN, DP ID, Client ID, occupation and bank account details, where applicable.
Designated Branches / Designated SCSB Branches	Such branches of the SCSBs which shall collect the Application Form or the plain paper application, as the case may be, used by the ASBA Investors and a list of which is available on http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes, updated from time to time or at such other website(s) as may be prescribed by the SEBI from time to time.
Designated Stock Exchange	[●]
Depository(ies)	NSDL and CDSL or any other depository registered with SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 as amended from time to time read with the Depositories Act, 1996.
Draft Letter of Offer / DLOF	This draft letter of offer dated December 20, 2023 filed with SEBI in accordance with SEBI ICDR Regulations
Eligible Equity Shareholder(s) / Eligible Shareholder(s)	Existing Equity Shareholder(s) as on the Record Date i.e., [●]. Please note that the investors eligible to participate in the Issue exclude certain overseas shareholders. For, further details, see "***Notice to Investors***" on page 12 of this Draft Letter of Offer.
Escrow Account	One or more no-lien and non-interest-bearing accounts with the Escrow Collection Bank(s) for the purposes of collecting the Application Money from resident investors– eligible equity shareholders as on record date making an Application through the ASBA facility
Escrow Collection Bank	Banks which are clearing members and registered with SEBI as bankers to an issue and with whom Escrow Account(s) will be opened, in this case being [●].
Fraudulent Borrower	Company or person, as the case may be, categorized as a fraudulent borrower by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on fraudulent borrower issued by RBI as defined under Regulations 2(1)(lll) of the SEBI ICDR Regulations
IEPF	Investor Education and Protection Fund
Investor(s)	Eligible Equity Shareholder(s) of our Company on the Record Date, [●] and the Renouncee(s), who are entitled to apply or make an application for the Equity Shares pursuant to the Issue in terms of the Letter of Offer.

Term	Description
Issue / Rights Issue	Issue of up to [●] Fully paid-up Equity Shares of face value of ₹2 each of our Company for cash at a price of ₹[●] per Equity Share (including a premium of ₹[●] per Equity Share) aggregating to ₹17,500 lakhs# on a rights basis to the Eligible Equity Shareholders of our Company in the ratio of [●] Rights Equity Share for every [●] fully paid-up Equity Shares held by the Eligible Equity Shareholders on the Record Date On Application, Investors will have to pay ₹[●] per Rights Equity Share which constitutes 100% of the Issue Price *#Assuming full subscription. Subject to Finalisation of the Basis of Allotment*
Issue Agreement	Issue agreement dated November 30, 2023, entered into between our Company and the Lead Manager, pursuant to which certain arrangements are agreed to in relation to the Issue
Issue Closing Date	[●]
Issue Materials	Collectively, the Draft Letter of Offer, Letter of Offer, the Abridged Letter of Offer, the Application Form and Rights Entitlement Letter, any other issue material relating to the Issue
Issue Opening Date	[●]
Issue Period	The period between the Issue Opening Date and the Issue Closing Date, inclusive of both days, during which Applicants / Investors can submit their Applications, in accordance with the SEBI ICDR Regulations
Issue Price	₹ [●] per Rights Equity Share On Application, Investors will have to pay ₹[●] per Rights Equity Share which constitutes [●]% of the Issue Price and the balance ₹[●] per Rights Equity Share which constitutes [●]% of the Issue Price, will have to be paid, on one more additional call as may be decided by the Board / Rights Issue Committee of the Board from time to time
Issue Proceeds/ Gross Proceeds	The gross proceeds raised through the Issue
Issue Size	Amount aggregating up to ₹17,500 lakhs# *#Assuming full subscription Subject to finalisation of the Basis of Allotment*
Lead Manager to the Issue / LM / Lead Manager	Arihant Capital Markets Limited
Letter of Offer / LOF	The final letter of offer dated [●] filed with the Stock Exchanges and with SEBI after incorporating the observations received from the SEBI on this Draft Letter of Offer
Listing Agreement	The listing agreements entered into between our Company and the Stock Exchange in terms of the SEBI Listing Regulations
Monitoring Agency	[●]
Monitoring Agency Agreement	Agreement to be entered between our Company and the Monitoring Agency in relation to monitoring of Net Proceeds
Multiple Application Forms	Multiple application forms submitted by an Eligible Equity Shareholder / Renouncee in respect of the Rights Entitlement available in their demat account. However supplementary applications in relation to further Equity Shares with / without using additional Rights Entitlements will not be treated as multiple application
Net Proceeds	Issue Proceeds less the Issue related expenses. For further details, please refer to "***Objects of the Issue***" on page 55 of this Draft Letter of Offer
Non-Institutional Investor / NII	An Investor other than a Retail Individual Investor or Qualified Institutional Buyer as defined under Regulation 2(1)(jj) of the SEBI ICDR Regulations
Off Market Renunciation	The renunciation of Rights Entitlements undertaken by the Investor by trading them over off-market transfer through a depository participant in accordance with the SEBI ICDR Master Circular and the circulars issued by the Depositories, from time to time, and other applicable laws

Term	Description
On Market Renunciation	The renunciation of Rights Entitlements undertaken by the Investor by trading them over the secondary market platform of the Stock Exchange through a registered stock broker in accordance with the SEBI ICDR Master Circular and the circulars issued by the Stock Exchange, from time to time, and other applicable laws, on or before [●]
Qualified Institutional Buyer / QIB	Qualified institutional buyers as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations
Record Date	Designated date for the purpose of determining the Equity Shareholders eligible to apply for Rights Equity Shares, being [●]
Refund Bank(s)	The Banker(s) to the Issue with whom the Refund Account(s) will be opened.
Registrar Agreement	Agreement dated November 30, 2023, entered into between our Company and the Registrar to the Issue in relation to the responsibilities and obligations of the Registrar to the Issue pertaining to the Issue
Registrar to the Issue / Registrar to the Company / Registrar	Bigshare Services Private Limited
Renouncee(s)	Person(s) who has/have acquired Rights Entitlements from the Eligible Equity Shareholders on renunciation either through On Market Renunciation or through Off Market Renunciation in accordance with the SEBI ICDR Regulations, the SEBI Rights Issue Circulars, the Companies Act and any other applicable law
Renunciation Period	The period during which the Investors can renounce or transfer their Rights Entitlements which shall commence from the Issue Opening Date i.e., [●]. Such period shall close on [●] in case of On Market Renunciation. Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncee on or prior to the Issue Closing Date i.e., [●]
Retail Individual Investor (s)/ RII(s) / Retail Individual Bidders(s) / RIB(s)	An individual Investor (including an HUF applying through karta) who has applied for Rights Equity Shares for an amount not more than ₹200,000 in the Issue as defined under Regulation 2(1)(vv) of the SEBI ICDR Regulations.
RE ISIN	ISIN for Rights Entitlement i.e. [●]
Rights Entitlement(s) / RE(s)	Number of Rights Equity Shares that an Eligible Equity Shareholder is entitled to in proportion to the number of the Equity Shares held by the Eligible Equity Shareholder on the Record Date, in this case being [●] Equity Shares for every [●] Equity Shares held by an Eligible Equity Shareholder. Pursuant to the provisions of the SEBI ICDR Regulations and the SEBI Rights Issue Circulars, the Rights Entitlements shall be credited in dematerialized form in respective demat accounts of the Eligible Equity Shareholders before the Issue Opening Date. The Rights Entitlements with a separate ISIN will be credited to the respective demat account of Eligible Equity Shareholder before the Issue Opening Date, against the Equity Shares held by the Eligible Equity Shareholders as on the Record Date.
Rights Entitlement Letter	Letter including details of Rights Entitlements of the Eligible Equity Shareholders. The Rights Entitlements will also accessible on the website of our Company and Registrar
Rights Equity Shares / Rights Shares	Equity Shares of our Company to be Allotted pursuant to this Issue
SEBI Rights Issue Circulars	SEBI circular bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020, read with SEBI circular bearing reference number SEBI/HO/CFD/SSEP/CIR/P/2022/66 dated May 19, 2022, and any other circular issued by SEBI in this regard and any subsequent circulars or notifications issued by SEBI in this regard.

Term	Description
SCSB(s) / Self-Certified Syndicate Banks	Self-certified syndicate banks registered with SEBI, which acts as a banker to the Issue and offers the facility of ASBA. A list of all SCSBs is available at http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes, updated from time to time or at such other website(s) as may be prescribed by the SEBI from time to time.
Stock Exchange	Stock exchange where the Equity Shares of our Company are presently listed, i.e., BSE and NSE
Transfer Date	The date on which the Application Money blocked in the ASBA Account will be transferred to the Allotment Account(s) in respect of successful Applications, upon finalization of the Basis of Allotment, in consultation with the Designated Stock Exchange
Wilful Defaulter / Fraudulent Borrower	Company or person, as the case may be, categorized as a wilful defaulter or a fraudulent borrower by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on wilful defaulters issued by RBI
Working Day(s)	In terms of Regulation 2(1)(mmm) of SEBI ICDR Regulations, working day means all days on which commercial banks in Mumbai are open for business. Further, in respect of Issue Period, working day means all days, excluding Saturdays, Sundays and public holidays, on which commercial banks in Mumbai are open for business. Furthermore, the time period between the Issue Closing Date and the listing of Equity Shares on the Stock Exchange, working day means all trading days of the Stock Exchange, excluding Sundays and bank holidays, as per circulars issued by SEBI.

Industry Related Terms

Term	Description
CNC	Computerized Numeric Control
EHV	Extra High Voltage
EPC	Engineering Procurement and Construction
ESG	Environmental, Social and Governance
HVAC	High Voltage Alternating Current
HVDC	High Voltage Direct Current
Kms.	Kilometres
KPTCL	Karnataka Power Transmission Corporation Limited
kV	Kilo Volts
MSEDCL	Maharashtra State Electricity Distribution Company Limited
MT	Metric Tonnes
PGCIL	Power Grid Corporation of India Limited
UPPCL	The Uttar Pradesh Power Corporation Limited

Resolution Plan Related Terms/Abbreviations

Term	Description
Proposed Investors	Individuals or entities that have shown an interest to invest in the company, in accordance with the resolution plan approved by the NCLT
Aion Secured NCD Claim	Claim by holder (Aion Jyoti LLC and Apollo Jyoti LLC) of the company's secured non-convertible debenture to receive payment from the company due to insolvency proceedings
Aion Guarantee Dues	Obligations or payments that are alleged to be required to be paid under a guarantee agreement with Aion Jyoti LLC and Apollo Jyoti LLC
Dissenting Financial Creditor Dues	The aggregate amount owed to those financial creditors who have voted against the resolution plan in insolvency proceedings
Founder Promoter(s)	An individual or entity that was instrumental in setting up or

Term	Description
	promoting a company
Resolution Applicant	An individual or entity who submits a resolution plan to the insolvency professional managing the affairs of the debtor company undergoing insolvency proceedings.
Secured Financial Creditors	Any person to whom a financial debt is owed and admitted in the Resolution Plan
Information Memorandum	A document prepared for providing comprehensive information to potential resolution applicants

Conventional and General Terms/Abbreviations

Term	Description
₹ / Rs. / Rupees / INR	Indian Rupees
A/c	Account
AGM	Annual General Meeting
AIF(s)	Alternative investment funds, as defined and registered with SEBI under the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012
AS	Accounting Standards issued by the Institute of Chartered Accountants of India
AY	Assessment Year
BSE	BSE Limited
CAGR	Compound Annual Growth Rate
CBDT	Central Board of Direct Taxes, Government of India
Category I AIF	AIFs who are registered as “Category I Alternative Investment Funds” under the SEBI AIF Regulations
Category I FPIs	FPIs who are registered as “Category I foreign portfolio investors” under the SEBI FPI Regulations
Category II AIF	AIFs who are registered as “Category II Alternative Investment Funds” under the SEBI AIF Regulations
CDSL	Central Depository Services (India) Limited
CFO	Chief Financial Officer
Central Government	Central Government of India
CIN	Corporate Identity Number
CIT	Commissioner of Income Tax
CLRA	Contract Labour (Regulation and Abolition) Act, 1970
Civil Code	Code of Civil Procedure 1908
Client ID	The client identification number maintained with one of the Depositories in relation to the demat account
Companies Act, 1956	Erstwhile Companies Act, 1956 along with the rules made thereunder (without reference to the provisions thereof that have ceased to have effect upon the notification of the Notified Sections)
Companies Act, 2013 / Companies Act	Companies Act, 2013 along with the rules made thereunder
COVID-19	The novel coronavirus disease which was declared as a Public Health Emergency of International Concern on January 30, 2020, and a pandemic on March 11, 2020, by the World Health Organisation
CrPC	Code of Criminal Procedure, 1973
Depositories Act	Depositories Act, 1996
Depository(ies)	A depository registered with SEBI under the Securities and Exchange Board of India (Depositories and Participant) Regulations, 1996
Depository Participant / DP	A depository participant as defined under the Depositories Act
DIN	Director Identification Number
DP ID	Depository Participant’s Identification
DTAA	Double Taxation Avoidance Agreement
DPIIT	Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry (formerly Department of Industrial Policy and Promotion),

Term	Description
	Government of India
EBIT	Earnings before interest and taxes
EBITDA	"Earnings before interest, tax, depreciation and amortization" - Profit/(loss) after tax for the year adjusted for income tax expense, finance costs, depreciation and amortization expense, as presented in the statement of profit and loss
EGM	Extraordinary general meeting
EPF Act	Employees' Provident Fund and Miscellaneous Provisions Act, 1952
EPS	Earnings Per Equity Share
FCNR Account	Foreign Currency Non-Resident (Bank) account opened in accordance with the FEMA
FDI	Foreign Direct Investment
FDI Circular 2020	Consolidated FDI Policy dated October 15, 2020, issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India
FEMA	Foreign Exchange Management Act, 1999, read with rules and regulations thereunder
FEMA Rules	Foreign Exchange Management (Non-debt Instruments) Rules, 2019
Financial Year / Fiscal Year / Fiscal	Period of 12 months ended March 31 of that particular year, unless otherwise stated
FIR	First Information Report
FPIs	A foreign portfolio investor who has been registered pursuant to the SEBI FPI Regulations, provided that any FII who holds a valid certificate of registration shall be deemed to be an FPI until the expiry of the block of three years for which fees have been paid as per the Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995
Fugitive Economic Offender	An individual who is declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018
FVCI	Foreign Venture Capital Investors (as defined under the Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000) registered with SEBI
FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000
GAAP	Generally Accepted Accounting Principles
GDP	Gross Domestic Product
GoI / Government	The Government of India
GST	Goods and Services Tax
HUF	Hindu Undivided Family
IBC / Insolvency Code	Insolvency and Bankruptcy Code, 2016, as amended
ICAI	Institute of Chartered Accountants of India
ICC	Internal Complaint Committee
ICSI	Institute of Company Secretaries of India
IEPF Authority	Investor Education and Protection Fund Authority established by the GOI under Section 125 of the Companies Act, 2013
IFRS	International Financial Reporting Standards
IFSC	Indian Financial System Code
Income Tax Act / IT Act	Income-tax Act, 1961
Ind AS	The Indian Accounting Standards as specified under section 133 of the Companies Act 2013 read with Companies (Indian Accounting Standards) Rules 2015, as amended
India	Republic of India
Indian GAAP	Generally Accepted Accounting Principles of India
Insider Trading Regulations	Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended
ISIN	International Securities Identification Number
IBC	Insolvency and Bankruptcy Code, 2016, as amended
IT	Information Technology

Term	Description
ITAT	Income Tax Appellate Tribunal
Ltd.	Limited
MCA	Ministry of Corporate Affairs
Mn / mn	Million
Mutual Fund	Mutual funds registered with SEBI under the Securities and Exchange Board of (Mutual Funds) Regulations, 1996
N.A. or NA	Not Applicable
NAV	Net Asset Value
Net Asset Value per Equity Share / NAV per Equity Share	Net worth means the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the audited balance sheet, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation
Net Worth	Net worth means the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the audited balance sheet, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation
NBFC	Non-Banking Financial Companies
NCLT	National Company Law Tribunal
NCLAT	National Company Law Appellate Tribunal
Notified Sections	The sections of the Companies Act, 2013 that have been notified by the MCA and are currently in effect
NRE Account	Non-resident External Account
NRI	A person resident outside India, who is a citizen of India and shall have the same meaning as ascribed to such term in the Foreign Exchange Management (Deposit) Regulations, 2016
NRO	Non-Resident Ordinary
NRO Account	Non-Resident Ordinary Account
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
OCB / Overseas Corporate Body	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts, in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003, and immediately before such date had taken benefits under the general permission granted to OCBs under FEMA. OCBs are not allowed to invest in the Issue.
p.a.	Per annum
P/E Ration	Price / Earnings Ratio
PAN	Permanent Account Number
PAT	Profit after tax
Payment of Bonus Act	Payment of Bonus Act, 1965
Payment of Gratuity Act	Payment of Gratuity Act, 1972
Pvt. Ltd.	Private Limited
RBI	The Reserve Bank of India
RBI Act	Reserve Bank of India Act, 1934, as amended
Regulation S	Regulation S under the United States Securities Act of 1933, as amended
RoC	Registrar of Companies, Mumbai
RTGS	Real Time Gross Settlement
Rule 144A	Rule 144A under the U.S. Securities Act
SCRA	Securities Contracts (Regulation) Act, 1956, as amended
SCRR	Securities Contracts (Regulation) Rules, 1957, as amended
SEBI	The Securities and Exchange Board of India constituted under the SEBI Act

Term	Description
SEBI Act	Securities and Exchange Board of India Act, 1992, as amended
SEBI AIF Regulations	Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012, as amended
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019, as amended
SEBI ICDR Master Circular	SEBI circular bearing number SEBI/HO/CFD/PoD- 2/P/CIR/2023/00094 dated June 21, 2023
SEBI ICDR Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended
SEBI Listing Regulations / SEBI LODR Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended
SEBI Relaxation Circulars	SEBI circular bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2020/78 dated May 06, 2020, read with SEBI circulars bearing reference numbers SEBI/HO/CFD/DIL1/CIR/P/2020/136 dated July 24, 2020, and SEBI/HO/CFD/DIL1/CIR/P/2021/13 dated January 19, 2021, as amended
SEBI Takeover Regulations / Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended
Securities Act	The United States Securities Act of 1993
State Government	The Government of a State in India
Stock Exchange	BSE and NSE
STT	Securities Transaction Tax
Supreme Court	Supreme Court of India
Total Borrowings	Aggregate of debt securities, borrowings (other than debt securities) and subordinated liabilities
U.S.$ / USD / U.S. Dollar / US$ / US Dollar	United States Dollar, the legal currency of the United States of America
USA / U.S. / US / United States	United States of America
U.S. Investment Company Act	Investment Company Act of 1940, as amended
U.S. Person	U.S. persons as defined in Regulation S under the U.S. Securities Act or acting for the account or benefit of U.S. persons (not relying on Rule 902(k)(1)(viii)(B) or Rule 902(k)(2)(i) of Regulation S)
U.S. SEC	U.S. Securities and Exchange Commission
U.S. GAAP	Generally Accepted Accounting Principles in the United States of America
VCFs	Venture capital funds as defined and registered with SEBI under the Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996 or the SEBI AIF Regulations, as the case may be
w.e.f.	With effect from
WHO	World Health Organization
Year / Calendar Year	Unless context otherwise requires, shall refer to the twelve-months period ending December 31 of a particular year

NOTICE TO INVESTORS

The distribution of the Letter of Offer, the Abridged Letter of Offer, Application Form and Rights Entitlement Letter and material relating to the Issue (collectively, the "**Issue Materials**") and the issue of Rights Entitlement and Rights Equity Shares on a rights basis to persons in certain jurisdictions outside India are restricted by legal requirements prevailing in those jurisdictions. Persons into whose possession the Issue Materials may come, are required to inform themselves about and observe such restrictions. For more details, see "***Restrictions on Purchases and Resales***" on page 280.

Our Company is undertaking this Issue on rights basis to the Eligible Equity Shareholders and the Issue Materials will be sent /dispatched only to the Eligible Equity Shareholders who have a registered address in India or who have provided an Indian address to our Company. In case such Eligible Equity Shareholders have provided their valid e-mail address to our Company, the Issue Materials will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the Issue Materials, as applicable will be physically dispatched, on a reasonable effort basis, to the Indian addresses provided by them. Those overseas Shareholders who do not update our records with their Indian address or the address of their duly authorized representative in India, prior to the date on which we propose to dispatch the Issue Materials, shall not be sent the Issue Materials.

Investors can also access the Draft Letter of Offer, the Letter of Offer, the Abridged Letter of Offer and the Application Form from the websites of our Company, the Registrar, the Lead Manager, and the Stock Exchanges.

Our Company, the Lead Manager, and the Registrar will not be liable for non-dispatch of physical copies of Issue Materials, in the event the Issue Materials have been sent on the registered email addresses of such Eligible Equity Shareholder(s).

No action has been or will be taken to permit the Issue in any jurisdiction where action would be required for that purpose, except that this Draft Letter of Offer is being filed with SEBI for observations and the Stock Exchange. Accordingly, the Rights Entitlement and the Rights Equity Shares may not be offered or sold, directly or indirectly, and the Issue Materials or advertisements in connection with the Issue may not be distributed, in whole or in part, in any jurisdiction (other than in India), except in accordance with legal requirements applicable in such jurisdiction. Receipt of the Issue (including by way of electronic means) will not constitute an offer, invitation to or solicitation by anyone in any jurisdiction or in any circumstances in which such an offer, invitation or solicitation is unlawful or not authorized or to any person to whom it is unlawful to make such an offer, invitation or solicitation. In those circumstances, the Issue Materials must be treated as sent for information only and should not be acted upon for subscription to Rights Equity Shares and should not be copied or re-distributed. Accordingly, persons receiving a copy of the Issue Materials should not, in connection with the issue of the Rights Equity Shares or the Rights Entitlement, distribute or send the Issue Material in or into any jurisdiction where to do so, would or might contravene local securities laws or regulations, or would subject our Company or its affiliates or the Lead Manager or their respective affiliates to any filing or registration requirement (other than in India). If the Issue Material are received by any person in any such jurisdiction, or by their agent or nominee, they must not seek to subscribe to the Rights Equity Shares or the Rights Entitlements referred to in such Issue Materials.

Any person who makes an application to acquire Rights Entitlements and the Rights Equity Shares offered in the Issue will be deemed to have declared, represented, warranted and agreed that such person is authorized to acquire the Rights Entitlements and the Rights Equity Shares in compliance with all applicable laws and regulations prevailing in such person's jurisdiction and India, without requirement for our Company or our affiliates or the Lead Manager or its affiliates to make any filing or registration (other than in India). In addition, each purchaser of Rights Entitlements and the Rights Equity Shares will be deemed to make the representations, warranties, acknowledgments and agreements set forth in "***Restrictions on Purchases and Resales***" on page 280 . The Rights Equity Shares are transferable only in accordance with the restrictions described in "***Restrictions on Purchases and Resales***" on page 280.

Any person who acquires Rights Entitlements or Rights Equity Shares will be deemed to have represented, warranted and agreed, by accepting the delivery of the Letter of Offer, that it is not and that at the time of subscribing for the Rights Equity Shares or the Rights Entitlements, it is either in India or is in compliance with laws of its jurisdiction, and in each case is authorized to acquire the Rights Entitlement and the Rights Equity Shares in compliance with all applicable laws and regulations.

Our Company, in consultation with the Lead Manager, reserves the right to treat as invalid, any Application Form which: (i) appears to our Company or its agents to have been executed in, electronically transmitted from or dispatched from the United States or any other jurisdictions where the offer and sale of the Rights Equity Shares is not permitted under laws of such jurisdictions ; (ii) does not include the relevant certifications set out in the Application Form, including to the effect that such person is submitting and / or renouncing the Application Form is outside the United States and such person is eligible to subscribe for the Rights Equity Shares under applicable securities laws and is complying with laws of jurisdictions applicable to such person in connection with the Issue; or (iii) where either a registered Indian address is not provided or where our Company believes acceptance of such Application Form may infringe applicable legal or regulatory requirements; and our Company shall not be bound to issue or allot any Rights Equity Shares in respect of any such Application Form.

Neither the receipt of this Draft Letter of Offer nor any sale of Rights Equity Shares hereunder, shall, under any circumstances, create any implication that there has been no change in our Company's affairs from the date hereof or the date of such information or that the information contained herein is correct as at any time subsequent to the date of this Draft Letter of Offer or the date of such information.

The contents of this Draft Letter of Offer should not be construed as legal, tax, business, financial or investment advice. Prospective investors may be subject to adverse foreign, state or local tax or legal consequences as a result of the offer of Rights Equity Shares or Rights Entitlements. As a result, each investor should consult its own counsel, business advisor and tax advisor as to the legal, business, tax and related matters concerning the offer of the Rights Equity Shares or Rights Entitlements. In addition, neither our Company nor the Lead Manager or its affiliates are making any representation to any offeree or purchaser of the Rights Equity Shares regarding the legality of an investment in the Rights Entitlements or the Rights Equity Shares by such offeree or purchaser under any applicable laws or regulations.

Investors are advised to make their independent investigations and ensure that the number of Rights Equity Shares applied for do not exceed the prescribed limits under applicable laws or regulations.

The Rights Entitlements and the Rights Equity Shares have not been approved or disapproved by any regulatory authority, nor has any regulatory authority passed upon or endorsed the merits of the offering of the Rights Entitlements, the Rights Equity Shares or the accuracy or adequacy of this Draft Letter of Offer. Any representation to the contrary is a criminal offence in certain jurisdictions.

The Issue Materials are supplied to you solely for the use of the person who receive it from our Company or from the Registrar and may not be reproduced, redistributed or passed on, directly or indirectly, to any other person or published, in whole or in part, for any purpose.

THE CONTENTS OF THIS DRAFT LETTER OF OFFER SHOULD NOT BE CONSTRUED AS LEGAL, TAX OR INVESTMENT ADVICE. PROSPECTIVE INVESTORS MAY BE SUBJECT TO ADVERSE FOREIGN, STATE OR LOCAL TAX OR LEGAL CONSEQUENCES AS A RESULT OF THE ISSUE OF RIGHTS EQUITY SHARES OR RIGHTS ENTITLEMENTS. ACCORDINGLY, EACH INVESTOR SHOULD CONSULT THEIR OWN COUNSEL, BUSINESS ADVISOR AND TAX ADVISOR AS TO THE LEGAL, BUSINESS, TAX AND RELATED MATTERS CONCERNING THE ISSUE OF RIGHTS EQUITY SHARES. IN ADDITION, NEITHER OUR COMPANY NOR THE LEAD MANAGER IS MAKING ANY REPRESENTATION TO ANY OFFEREE OR PURCHASER OF THE RIGHTS EQUITY SHARES REGARDING THE LEGALITY OF AN INVESTMENT IN THE EQUITY SHARES BY SUCH OFFEREE OR PURCHASER UNDER ANY APPLICABLE LAWS OR REGULATIONS.

NO OFFER IN THE UNITED STATES

THE RIGHTS ENTITLEMENTS AND THE RIGHTS EQUITY SHARES HAVE NOT BEEN, AND WILL NOT BE, REGISTERED UNDER THE UNITED STATES SECURITIES ACT OF 1933, AS AMENDED (THE "**U.S. SECURITIES ACT**") AND MAY NOT BE OFFERED OR SOLD, RESOLD OR OTHERWISE TRANSFERRED WITHIN THE UNITED STATES, EXCEPT PURSUANT TO AN EXEMPTION FROM, OR IN A TRANSACTION NOT SUBJECT TO, THE REGISTRATION REQUIREMENTS OF THE U.S. SECURITIES ACT AND APPLICABLE STATE SECURITIES LAWS. ACCORDINGLY, THE RIGHTS

ENTITLEMENTS (INCLUDING THEIR CREDIT) AND THE RIGHTS EQUITY SHARES ARE ONLY BEING OFFERED AND SOLD OUTSIDE THE UNITED STATES IN "**OFFSHORE TRANSACTIONS**" AS DEFINED IN AND IN RELIANCE ON REGULATION S UNDER THE U.S. SECURITIES ACT ("**REGULATION S**") AND IN COMPLIANCE WITH THE APPLICABLE LAWS OF THE JURISDICTION WHERE THOSE OFFERS AND SALES OCCUR. THE OFFERING TO WHICH THIS DRAFT LETTER OF OFFER RELATES IS NOT, AND UNDER NO CIRCUMSTANCES IS TO BE CONSTRUCTED AS, AN OFFERING OF ANY EQUITY SHARES OR THE RIGHTS ENTITLEMENT FOR SALE IN THE UNITED STATES OR AS A SOLICITATION THEREIN OF AN OFFER TO BUY OR TRANSFER ANY OF THE EQUITY SHARES OR RIGHTS ENTITLMENT. THERE IS NO INTENTION TO REGISTER ANY

Neither our Company, nor any person acting on behalf of our Company, will accept a subscription or renunciation from any person, or the agent of any person, who appears to be, or who our Company, or any person acting on behalf of our Company, has reason to believe is, in the United States when the buy order is made. No Application Form should be postmarked in the United States or otherwise dispatched from the United States or any other jurisdiction where it would be illegal to make an offer under the Draft Letter of Offer or where any action would be required to be taken to permit the Issue. Our Company is undertaking this Issue on a rights basis to the Eligible Equity Shareholders and will dispatch the Draft Letter of Offer or the Abridged Letter of Offer and Application Form only to Eligible Equity Shareholders who have provided an Indian address to our Company.

Neither our Company nor any person acting on our behalf will accept a subscription or renunciation from any person, or the agent of any person, who appears to be, or who our Company or any person acting on our behalf has reason to believe is in the United States when the buy order is made. Envelopes containing an Application Form and Rights Entitlement Letter should not be postmarked in the United States or otherwise dispatched from the United States or any other jurisdiction where it would be illegal to make an offer, and all persons subscribing for the Rights Equity Shares and wishing to hold such Equity Shares in registered form must provide an address for registration of these Equity Shares in India.

Any person who acquires Rights Entitlements or Rights Equity Shares will be deemed to have represented, warranted and agreed, by accepting the delivery of the Letter of Offer, that it is not and that at the time of subscribing for the Rights Equity Shares or the Rights Entitlements, it will not be, in the United States and is authorized to acquire the Rights Entitlement and the Rights Equity Shares in compliance with all applicable laws and regulations.

The Rights Entitlements and the Rights Equity Shares have not been approved or disapproved by the U.S. Securities and Exchange Commission, any U.S. federal or state securities commission or any other regulatory authority, nor have any of the foregoing authorities passed upon or endorsed the merits of the offering of the Rights Entitlements, the Rights Equity Shares or the accuracy or adequacy of the Draft Letter of Offer or Letter of Offer. Any representation to the contrary is a criminal offence in the United States.

The above information is given for the benefit of the Applicants / Investors. Our Company and the Lead Manager are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Letter of Offer. Investors are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws or regulations.

PRESENTATION OF FINANCIAL INFORMATION AND OTHER INFORMATION

Certain Conventions

Unless otherwise specified or the context otherwise requires, all references in this Draft Letter of Offer to (i) the 'US' or 'USA' or 'U.S.' or the 'United States' are to the United States of America, its territories and possessions, any state of the United States, and the District of Columbia; (ii) 'India' are to the Republic of India and its territories and possessions; and (iii) the 'Government' or 'GoI' or the 'Central Government' or the 'State Government' are to the Government of India, Central or State, as applicable.

Unless otherwise specified, any time mentioned in this Draft Letter of Offer is in Indian Standard Time ("**IST**"). Unless indicated otherwise, all references to a year in this Draft Letter of Offer are to a calendar year. Unless stated otherwise, all references to page numbers in this Draft Letter of Offer are to the page numbers of this Draft Letter of Offer.

Please note:

- One Million is equal to 1,000,000 or 10 Lakhs
- One crore is equal to 10 million or 100 Lakhs
- One Lakhs is equal to 100,000

A reference to the singular also refers to the plural and one gender also refers to any other gender, wherever applicable.

Page Numbers

Unless stated otherwise all references to page numbers in this Draft Letter of Offer are to the page numbers of this Draft Letter of Offer.

Financial Data

Unless stated otherwise, the financial information included in this Draft Letter of Offer is derived from our Restated Consolidated Financial Statements. For details, see "***Financial Statements***" on page 125.

Our Company's financial year commences on April 1 of each calendar year and ends on March 31 of the following calendar year, unless otherwise stated, references in this Draft Letter of Offer to a particular 'Financial Year' or 'Fiscal Year' or 'Fiscal' are to the financial year ended March 31.

Our Company prepares its financial statements in accordance with Ind AS, the Companies Act and other applicable statutory and/or regulatory requirements. Our Company publishes its financial statements in Indian Rupees. Any reliance by persons not families with Indian accounting practices on the financial disclosures presented in this Draft Letter of Offer should accordingly be limited.

In this Draft Letter of Offer, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding off, and unless otherwise specified, all financial numbers in parenthesis negative figures. Unless stated otherwise, throughout this Draft Letter of Offer, all figures have been expressed in Rupees, in lakhs.

Non-GAAP Measures

We use certain supplemental non-GAAP measures included in this Draft Letter of Offer such as Debt to Equity Ratio, Interest Coverage Ratio, Current Ratio, Debtors' Turnover Ratio, Inventory Turnover Ratio, EBIT, EBITDA, EBITDA Margin, Net Profit Margin, RoNW, RoCE and RoE to evaluate our ongoing operations and for internal planning and forecasting purposes. We believe that these non-GAAP financial measures, when taken collectively with financial measures prepared in accordance with Ind AS, may be helpful to investors because it provides an additional tool for investors to use in evaluating our ongoing operating results and trends and in comparing our financial results with other companies in our industry because it provides consistency and comparability with past financial performance. For their definitions and a brief explanation of their calculation, see "***Management's Discussion and Analysis of Financial Conditional and Results of Operations—Non-***

GAAP Measures" on page 15.

These non-GAAP measures are supplemental measures that are not required by, or presented in accordance with, Ind AS, IFRS or US GAAP. These non-GAAP financial measures have limitations as analytical tools and should not be considered in isolation from or as a substitute for analysis of our historical financial performance, as reported and presented in our financial information presented in accordance with Ind AS. These non-GAAP measures may not reflect our cash expenditures or future requirements for capital expenditure or contractual commitments; changes in, or cash requirements for, our working capital needs, and the finance cost, or the cash requirements necessary to service our debt. These non-GAAP measures may not be computed on the basis of any standard methodology that is applicable across the industry and therefore may not be comparable to financial measures and statistical information of similar nomenclature that may be computed and presented by other companies and may not be comparable to similarly titled measures presented by other companies. Therefore, these non-GAAP financial measures should not be viewed as substitutes for performance or profitability measures under Ind AS or as indicators of our operating performance, cash flows, liquidity or profitability.

Market and Industry Data

Currency and Units of Presentation

Unless stated otherwise, market, industry and demographic information used in this Draft Letter of Offer, including in "***Risk Factors***", "***Industry Overview***", "***Our Business***" and "***Management's Discussion and Analysis of Financial Conditional and Results of Operations***" on pages 23, 74, 95, and 216, respectively, has been obtained from market research, publicly available information, industry publications and government sources. A primary source for industry related information included in this Draft Letter of Offer is a report titled "*Industry Report on Power transmission, distribution and smart metering*" and dated October, 2023 (the "**CRISIL Report**") prepared by CRISIL pursuant to an engagement letter dated September 29, 2023. The CRISIL Report has been commissioned and paid for by our Company, only for the purposes of confirming our understanding of the industry exclusively in connection with the Issue, as no report was publicly available for our use which provided a comparable, comprehensive analysis of the industry we operate in similar to the CRISIL Report. The data used in the CRISIL Report may have been re-classified by us for the purposes of presentation and, to that extent, the data from the CRISIL Report may not be comparable with the information presented in this Draft Letter of Offer.

The CRISIL Report is subject to the following disclaimer:

"*CRISIL Research, a division of CRISIL Limited (CRISIL) has taken due care and caution in preparing this report (Report) based on the Information obtained by CRISIL from sources which it considers reliable (Data). This Report is not a recommendation to invest / disinvest in any entity covered in the Report and no part of this Report should be construed as an expert advice or investment advice or any form of investment banking within the meaning of any law or regulation. Without limiting the generality of the foregoing, nothing in the Report is to be construed as CRISIL providing or intending to provide any services in jurisdictions where CRISIL does not have the necessary permission and/or registration to carry out its business activities in this regard. Jyoti Structures Limtied will be responsible for ensuring compliances and consequences of non-compliances for use of the Report or part thereof outside India. CRISIL Research operates independently of, and does not have access to information obtained by CRISIL Ratings Limited / CRISIL Risk and Infrastructure Solutions Ltd (CRIS), which may, in their regular operations, obtain information of a confidential nature. The views expressed in this Report are that of CRISIL Research and not of CRISIL Ratings Limited / CRIS. No part of this Report may be published/reproduced in any form without CRISIL's prior written approval*."

Industry publications generally state that the information contained in such publications has been obtained from publicly available documents from various sources believed to be reliable but their accuracy, completeness and underlying assumptions are not certain and their reliability cannot be assured. Although we believe that the industry and market data used in this Draft Letter of Offer is reliable, this information is subject to change and cannot be verified with certainty due to limits on the availability and reliability of the raw data and other limitations and uncertainties inherent in any statistical survey. In many cases, there is no readily available external information (whether from trade or industry associations, government bodies or other organisations) to validate market-related analysis and estimates, and methodologies and assumptions may vary widely among different industry sources. The extent to which the market and industry data used in this Draft Letter of Offer is meaningful depends on the reader's familiarity with and understanding of the methodologies used in compiling such data. Such information involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those discussed in "***Risk Factors* - 27. *We have commissioned and paid for an industry report which is by CRISIL and which has been used for industry related information in this Draft Letter of Offer. Accordingly, prospective investors are advised not to base their investment decision solely on such information***" on page 32. Accordingly, investment decisions should not be based solely on such information.

Currency of Presentation

All references to:
- 'INR', '₹', 'Indian Rupees' and 'Rupees' are to the legal currency of the Republic of India; and
- 'U.S.$', 'USD', '$' and 'U.S. dollars' are to the legal currency of the United States of America.

Conversion Rates for Foreign Currency:
This Draft Letter of Offer contains conversions of certain other currency amounts into Indian Rupees that have been presented solely to comply with the SEBI ICDR Regulations. These conversions should not be construed as a representation that these currency amounts could have been, or can be converted into Indian Rupees, at any particular rate or at all.

Set out below is information with respect to the exchange rate between Rupee and other currencies, as at the dates indicated.

Sr. No.	Currency	Exchange Rates (₹)			
		As at September 30,	As at March 31,		
		2023	2023	2022	2021
1.	1 USD	83.06	82.22	75.81	75.50
2.	1 Euro	87.94	89.61	84.66	86.10
3.	1 AED	22.63	22.36	20.55	19.93
4.	1 ZAR	4.35	4.56	5.20	4.90

Source*: Financial Benchmarks India Private Limited (FBIL) and Onda Smarter Trading available on www.fbil.org.in and www.oanda.com, respectively.*
Note*: In case September 30 and March 31 of any of the respective years / period is a public holiday, the previous Working Day not being a public holiday has been considered.*

FORWARD LOOKING STATEMENTS

Certain statements contained in this Draft Letter of Offer that are not statements of historical fact constitute 'forward-looking statements'. Investors can generally identify forward-looking statements by terminology including 'aim', 'anticipate', 'continue', 'can', 'could', 'estimate', 'expect', 'future', 'forecast', 'intend', 'likely', 'may', 'objective', 'plan', 'potential', 'project', 'pursue', 'seek to', 'shall', 'should', 'target', 'will', 'would' or other words or phrases of similar import. Similarly, statements that describe our strategies, objectives, plans or goals are also forward-looking statements. However, these are not the exclusive means of identifying forward-looking statements.

All statements regarding our Company's expected financial conditions, results of operations, business plans and prospects are forward looking statements. These forward-looking statements include statements as to our Company's business strategy, planned projects, revenue and profitability (including, without limitation, any financial or operating projections or forecasts), new business and other matters discussed in this Draft Letter of Offer that are not historical facts. These forward-looking statements contained in this Draft Letter of Offer (whether made by our Company or any third party), are predictions and involve known and unknown risks, uncertainties, assumptions and other factors that may cause the actual results, performance or achievements of our Company to be materially different from any future results, performance or achievements expressed or implied by such forward looking statements or other projections.

Actual results may differ materially from those suggested by the forward looking statements due to risks or uncertainties associated with our expectations with respect to, but not limited to, regulatory changes pertaining to the industry in which we operate and our ability to respond to them, our ability to successfully implement our strategy, our growth and expansion, the competition in our industry and markets, technological changes, our exposure to market risks, general economic and political conditions in India and globally, which have an impact on our business activities or investments, the monetary and fiscal policies of India, inflation, deflation, unanticipated turbulence in interest rates, foreign exchange rates, equity prices or other rates or prices, performance of the financial markets in India and globally, changes in laws, regulations and taxes, incidence of natural calamities and/or acts of violence. Important factors that could cause actual results to differ materially from our Company's expectations include, but are not limited to, the following:

- general economic and business conditions in the markets in which we operate and in the local, regional and national economies;
- variation in our operating results;
- our failure to manage our growth effectively;
- increasing competition in the industry segments in which we operate;
- changes in laws and regulations relating to the sector in which we operate;
- changes in political and social conditions in India or in other countries in which we have operations, the monetary policies of India or of such other countries, inflation, deflation, unanticipated turbulence in interest rates, equity prices or other rates or prices; and
- the performance of the financial markets in India and other countries where we have operations as well as performance of financial markets globally.

For further discussion of factors that could cause the actual results to differ from our estimates and expectations, please refer to "***Risk Factors***", and "***Our Business***" on pages 23 and 95, respectively of this Draft Letter of Offer. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual gains or losses could materially differ from those that have been estimated.

We cannot assure investors that the expectations reflected in these forward-looking statements will prove to be correct. Given these uncertainties, investors are cautioned not to place undue reliance on such forward-looking statements and not to regard such statements as a guarantee of future performance.

Forward-looking statements reflect the current views of our Company as of the date of this Draft Letter of Offer and are not a guarantee of future performance. These statements are based on the management's beliefs and assumptions, which in turn are based on currently available information. Although the assumptions upon which these forward-looking statements are based are reasonable, any of these assumptions could prove to be inaccurate, and the forward-looking statements based on these assumptions could be incorrect. Neither our Company, our Directors, the Lead Manager nor any of their respective affiliates or advisors have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition.

In accordance with the SEBI ICDR Regulations and Stock Exchange requirements, our Company will ensure that the Eligible Equity Shareholders are informed of material developments until the time of the grant of listing and trading permissions for the Rights Equity Shares by the Stock Exchanges.

SUMMARY OF OFFER DOCUMENT

The following is a general summary of certain disclosures included in this Draft Letter of Offer and is not exhaustive, nor does it purport to contain a summary of all the disclosures in this Draft Letter of Offer or all details relevant to the prospective investors. This summary should be read in conjunction with, and is qualified in its entirety by, the more detailed information appearing elsewhere in this Draft Letter of Offer, including, "***Risk Factors***", "***The Issue***", "***Capital Structure***", "***Objects of the Issue***", "***Our Business***", "***Industry Overview***", "***Outstanding Litigation and Defaults***" and "***Terms of the Issue***" on pages 23, 43, 49, 55, 95, 74, 232 and 249 respectively of this Draft Letter of Offer.

Primary business of our Company

We are an Engineering, Procurement and Construction (EPC) contracting company executing turnkey projects in the power transmission and distribution network across India and global markets and had our key presence in 14 countries, such as, USA, United Kingdom, Canada, France, South Africa, Bangladesh, Tanzania, Kenya, Kuwait, Rwanda, Tajikistan, United Arab Emirates, Algeria, Philippines, Kenya, Georgia, etc., directly, through our subsidiaries or joint venture company. Our major clients are some of the leading power transmission companies. We have three main lines of operations viz. Transmission Lines, Substations and Rural Electrification.

For further information, please refer to "***Our Business***" on page 95 of this Draft Letter of Offer.

Name of the Promoters and Promoter Group

Our Company is a professionally managed company and does not have an identifiable promoter either in terms of the SEBI ICDR Regulations or the Companies Act, 2013.

Our Company has on June 25, 2021, received an approval from BSE & NSE for Reclassification of the Promoter Shareholder(s) from "Promoter and Promoter Group" to "Public" category as per regulation 31A of Securities and Exchange Board of India (Listing Obligation Disclosure Requirements) Regulations, 2015 (SEBI (LODR) Regulations) pursuant to Resolution Plan approved by NCLT.

Objects of the Issue

The Net Proceeds are proposed to be used in the manner set out in the following table:

(₹ in lakhs)

Particulars	Amount
Repayment of loan as per the Resolution Plan	6,500
Meeting costs, expenses, charges and other payment commitments / obligations including margin requirements associated with financing to be raised from banks and financial institutions for the operations of the Company.	6,000
General Corporate Purposes*	[●]
Net Proceeds of the Issue	**[●]**

** The amount utilized for General Corporate Purposes shall not exceed 25% of the Gross Proceeds.*

For further details, please see chapter titled "***Object of the Issue***" on page 55 of this Draft Letter of Offer.

Summary of the Consolidated Financial Statements

A summary of the Restated Consolidated Financial Information as of and for the Financial Year ended March 31, 2023, March 31, 2022 and March 31, 2021 and as of and for the Financial Period ended on September 30, 2023

(*₹ in lakhs, except per share data*)

Particulars	As of and for the Financial Period ended September 30, 2023*	As of and for the Financial Year ended March 31, 2023	As of and for the Financial Year ended March 31, 2022	As of and for the Financial Year ended March 31, 2021
Equity Share Capital	14,090.55	12,690.55	12,690.55	2,190.55
Net Worth	(2,896.44)	2,261.96	15,187.70	(11,36,997.99)
Total Income	27,000.78	23,107.42	544.14	15.45
Profit/ (loss) after Tax	1,370.18	(407.24)	(3,421.43)	(1,76,714.37)
Earnings per share				
-Basic	0.20	(0.06)	(1.09)	(161.34)
-Diluted	0.20	(0.06)	(0.99)	(161.34)
Net Asset Value per Equity Share	(0.41)	0.36	2.39	(1,038.35)
Total Borrowings (as per Balance Sheet)	1,85,941.36	1,80,330.31	1,69,100.37	4,80,609.08

**Includes period from April 1, 2023 till September 30, 2023.*

Outstanding Litigations:

All litigations against the Company, the Founder Promoters, guarantors, directors and employees of the Company, related to matters that are addressed as per the Final Resolution Plan have been withdrawn.

A summary of outstanding litigation proceedings involving our Company and our Subsidiary as on the date of this Draft Letter of Offer is provided below:

Name of entity	Criminal matters	Actions by regulatory or statutory authorities	Civil Matters		Tax Proceedings	Disciplinary actions by the SEBI or Stock Exchanges against our Promoter during the last five Financial Years	Aggregate amount involved (₹ in lakhs) *
			Above the materiality threshold	Non-quantifiable but otherwise deemed material			
Company							
By the Company	Nil	Nil	Nil	2	Nil	Nil	Not ascertainable
Against the Company	1	Nil	Nil	5	Not ascertainable	Nil	13,566.54
Directors							
By the Directors	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Against the Directors	Nil	Nil	Nil	Nil	6	Nil	9.72
Subsidiaries							
By the Subsidiaries	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Against the Subsidiaries	Nil	Nil	Nil	Nil	5	Nil	4.25

For details, please refer to chapter titled "***Outstanding Litigations and Material Developments***" on page 232 of this Draft Letter of Offer.

Risk Factors:

Please see the chapter titled "***Risk Factors***" on page 23 of this Draft Letter of Offer.

Contingent Liabilities

For details regarding contingent liabilities, please refer to "***Note* 34 – *Contingent Liabilities***" of the chapter titled "***Financial Information***" on page 176 of the Financial Information section in this Draft Letter of Offer.

Related Party Transactions

For details regarding related party transactions, please refer to "***Note 34 to Restated Consolidated Financial Statements – Related Party Transactions***" of the chapter titled "***Financial Information***" on page 186 of this Draft Letter of Offer.

Issue of equity shares made in last one year for consideration other than cash

Our Company has not made any issuances of Equity Shares in the last one year for consideration other than cash.

Split/ Consolidation of Equity Shares in the last one year

Our Company has not made any split or consolidation of its Equity Shares in the last one year.

SECTION II - RISK FACTORS

*An investment in equity shares involves a high degree of risk. You should carefully consider all the information disclosed in this Draft Letter of Offer, including the risks and uncertainties described below and the "**Financial Information**" on page 125 of this Draft Letter of Offer, before making an investment in the Equity Shares. The risks described below are not the only risks relevant to us or Equity Shares or the industries in which we currently operate. Additional risks and uncertainties, not presently known to us or that we currently deem immaterial may also impair our business, cash flows, prospects, results of operations and financial condition. In order to obtain a complete understanding about us, investors should read this section in conjunction with "**Industry Overview**", "**Our Business**" and "**Management's Discussion and Analysis of Financial Condition and Results of Operations**" on pages 74, 95 and 216 respectively, as well as the other financial information included in this Draft Letter of Offer. If any of the risks described below, or other risks that are not currently known or are currently deemed immaterial actually occur, our business, cash flows, prospects, results of operations and financial condition could be adversely affected, the trading price of the Equity Shares could decline, and investors may lose all or part of the value of their investment. The financial and other related implications of the risk factors, wherever quantifiable, have been disclosed in the risk factors mentioned below.*

However, there are certain risk factors where the financial impact is not quantifiable and, therefore, cannot be disclosed in such risk factors. You should consult your tax, financial and legal advisors about the particular consequences to you of an investment in this Issue. The following factors have been considered for determining the materiality: (1) some events may not be material individually but may be found material collectively; (2) some events may have material impact qualitatively instead of quantitatively; and (3) some events may not be material at present but may have material impact in future.

*This Draft Letter of Offer also contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including the considerations described below and elsewhere in this Draft Letter of Offer. Any potential investor in, and purchaser of, the Equity Shares should pay particular attention to the fact that our Company is an Indian company and is subject to a legal and regulatory environment which, in some respects, may be different from that which prevails in other countries. For further information, please refer to "**Forward Looking Statements**" on page 18 of this Draft Letter of Offer.*

*Unless otherwise indicated or the context requires otherwise, the financial information included herein is based on our Audited Financial Statements included in this Draft Letter of Offer. For further information, please refer to "**Financial Information**" on page 125 of this Draft Letter of Offer. In this section, unless the context requires otherwise, any reference to "we", "us" or "our" refers to Jyoti Structures Limited.*

INTERNAL RISK FACTORS:

1. ***We have, in the past, experienced certain defaults under our debt obligations and have been subjected to a Corporate Insolvency Resolution Plan. Our Company is required to adhere to compliances with the various requirements as mandated under the Resolution Plan approved by the NCLT. Further, there can be no assurance that we would be in a position to comply with the requirements of the Resolution Plan or that the implementation of the Resolution Plan will successfully address our cash flow and liquidity concerns.***

   Our Company had, in the past, experienced certain defaults under its debt obligations. Consequently, State Bank of India had filed a Company Petition for initiation of Corporate Insolvency Resolution Process against our Company under the provisions of The Insolvency and Bankruptcy Code, 2016 before the Hon'ble National Company Law Tribunal, Mumbai Bench. After due process, the Hon'ble National Company Law Tribunal, Mumbai vide Order No. MA 1129/2019 dated March 27, 2019 approved the Resolution Plan submitted by the successful Resolution Applicant for the Company. Further, pursuant to the Company obtaining necessary regulatory approvals and effectuating of other steps, the Approved Resolution Plan was implemented on November 9, 2021. The Resolution Plan inter alia, stipulates the settlement amount and schedule of payment to various categories of creditors including statutory liabilities.

There is no assurance that our Company will be able to adhere to the schedule of payment to various categories of creditors or comply with other requirements stipulated in the Resolution Plan or that the Resolution Plan would be fully successfully implemented. Further, there can be no assurance that the implementation of the Resolution Plan will result in our Company being able to raise required finance to meet its operational requirements or turn its operations profitable. There is also no assurance that these measures would enable us to meet our cash flow and liquidity requirements in future.

2. ***Our Company requires significant amount of working capital particularly in the form of non-fund based guarantee limits for continued growth. Our inability to meet our working capital requirements, on commercially acceptable terms, may have an adverse impact on our business, financial condition and results of operations.***

Our Company is an Engineering, Procurement, Construction (EPC) contractor in India's power transmission and distribution sector, specializing in manufacture of transmission towers, telecom towers, and other structures. Our business demands substantial working capital due to the delay between purchasing raw materials and selling finished goods. This leads to maintaining large inventories, impacting our financial needs. We often need additional funds or internal accruals to manage these requirements, which may escalate if credit periods extend or raw material costs rise. Providing various guarantees and letters of credit for projects and supplier payments also increases our short-term borrowings.

Securing adequate banking facilities for these guarantees is crucial for our long-term growth. However, our ability to obtain necessary funds timely and on favorable terms is uncertain, influenced by our financial health, market conditions, and our adherence to the Resolution Plan following a history of debt servicing defaults. Inability to meet these financial obligations could lead to negative cash flows and hamper our working capital needs, adversely impacting our business and operations.

3. ***Our Company was admitted into corporate insolvency resolution process as per the Insolvency and Bankruptcy Code, 2016 and a resolution plan was submitted and approved. Pursuant to the Approved Resolution Plan, all litigation against our Company, the Founder Promoters, and other parties have been withdrawn and the debts have been restructured. If we default in compliance with the material provisions of the Approved Resolution Plan, we may have to undergo another round of corporate insolvency resolution or liquidation process.***

Our Company was admitted into corporate insolvency resolution process ("**CIRP**") as per the Insolvency and Bankruptcy Code, 2016 ("**Code**") pursuant to an order dated July 4, 2017 passed by the National Company Law Tribunal, Mumbai Bench ("**NCLT**"). Further to the CIRP, a resolution plan was submitted to and approved by the members of the committee of creditors ("**Approved Resolution Plan**") and subsequently approved by the NCLT on March 27, 2019 under Section 31 of the Code. However, implementation of the Approved Resolution Plan was in abeyance due to certain litigation proceedings relating to non-fund-based facilities. Due to this reason, the implementation process of the Approved Resolution Plan commenced only on November 9, 2021. While we have been in compliance with the provisions of the Approved Resolution Plan or sought exclusions and waivers from the NCLT or NCLAT, where necessary, any material non-compliance with the Approved Resolution Plan may subject us to new litigation proceedings, which may include delay in implementation of the Approved Resolution Plan or CIRP process of reviving our Company or liquidation proceedings may be initiated against our Company.

4. ***Prior to the CIRP, we were party to certain claims and litigations. Pursuant to the CIRP, a resolution plan was submitted and approved by the NCLT. The Approved Resolution Plan directed that all litigation against the Company, the Founder Promoters, guarantors, directors and employees of the Company, related to matters that are addressed as per the Final Resolution Plan will become liable to be withdrawn. If we default in compliance with the material provisions of the Approved Resolution Plan, we may be subject to fresh litigations or liquidation process.***

All litigations against the Company, the Founder Promoters, guarantors, directors and employees of the Company, related to matters that are addressed as per the Final Resolution Plan have been withdrawn. The litigations set out in the chapter on "***Outstanding Litigation and Material Developments***" on page 232 are litigations, which were initiated prior to the CIRP and continue to be contested as on date. As and when an order or judgement is issued in these litigations, the resolution of those will be dealt with the provisions of the Approved Resolution Plan. In the event an order or judgement is issued in any of these litigations, which is contrary to the Approved Resolution Plan or directs our Company to make immediate payments, then it may have a material adverse effect on the financials and reputation of our Company, which in turn have an adverse effect on our business. Although, subsequent to the Approval Resolution Plan, no fresh litigations have been filed against us, during the course of our business we are subject to risk of litigation in relation to contractual obligations, employment and labour law related, personal injury, damage to property, etc.

5. ***There have been certain instances of regulatory non-compliances or delays or errors in the past. We may be subject to regulatory actions and penalties for any such non-compliance or delays or errors and our business, financial condition and reputation may be adversely affected.***

During the years 2017 to 2021, our Company was undergoing a corporate insolvency resolution process ("**CIRP**"), pursuant to which a resolution plan was approved by the committee of creditors and our Company is currently implementing the resolution plan and reviving our business. During the CIRP, certain non-compliance and delays have taken place in complying with the provisions of the Companies Act, Stock Exchange disclosures, Listing Regulations and reporting requirements under each of these laws, such as Regulation 13(3), 24A, 27(2), 31, 33 of SEBI (LODR), etc. Though our Company and our management endeavour to comply with all such obligations/reporting requirements, there have been certain instances of non-compliance and delays in complying with such obligations/reporting requirements, such as delay for submission of events by our Company relating to initiating of CIRP against the Company, appointment of resolution professional, settlement between the Company and operational creditor and approval of CIRP by the National Company Law Tribunal, Mumbai Bench. Although, our Company or our management have responded and explained the causes of such delays / non-compliance, there could be a possibility that penalties may be levied against our Company or our management for non-compliance and delays in complying with such obligations/reporting requirements.

There has been an instance of Form 23 under Companies Act, 1956 for the special resolutions of in the Shareholders Meeting dated October 21, 1974 subject to which our Company was converted into a public limited company being untraceable by our Company, although no notice has been issued against our Company till date in respect of above non-compliances, in the event of any cognizance being taken by the concerned authorities in respect of above, actions may be taken against our Company and its Directors, in which event the financials of our Company and our Directors may be affected.

6. ***Our funding requirements and proposed deployment of the Net Proceeds are based on management estimates and have not been independently appraised and may be subject to change based on factors, some of which may be beyond our control.***

The Resolution Plan approved by the Hon'ble NCLT stipulates payment of dues to Company's various categories of creditors over a period of 12 years. A portion of the proceeds of the rights issue is proposed to be utilized towards this payment. Additionally, the Company requires to provide bank guarantees for bidding for any new project, during project duration and for certain period post completion of project. A portion of our proposed Rights Issue is proposed to be utilized towards the margin money for Bank Guarantee and LC facilities to be availed from bankers. Further, an amount not exceeding 25% of the gross issue proceeds are proposed to be utilized for general corporate purposes as permitted under SEBI ICDR Regulations.

It is to be noted that the aforesaid deployment of proceeds towards various objects are not appraised by any institution or independent agency. Although the payment of dues to creditors will be as approved in the Resolution Plan, the payment to various categories of creditors is proposed in a manner to be decided by the Board of Directors of the Company in the best interests of the Company considering the operational requirements of our Company.

Although, the deployment of the Net Proceeds will be monitored by the Monitoring Agency, there can be no assurance that the allocation of funds for different objects proposed in the issue would serve the best interests of the Company or that the Company will be able to achieve the results it aims to achieve through the deployment of funds being raised in the rights issue.

7. ***Our success depends in large part upon our management team and skilled personnel and our ability to attract and retain such persons. The loss of key personnel may have an adverse effect on our business, results of operations, financial condition, cash flows and growth prospects.***

Our Company's performance heavily relies on the expertise and services of our Directors, Key Managerial Personnel (KMP), and Senior Managerial Personnel (SMP). Their role in shaping our strategic direction and managing operations is crucial for our revival and future growth. The loss of these key individuals and challenges in recruiting suitable replacements could significantly impact our customer relationships, technical expertise, and operational efficiency. The competitive job market in India, especially in our industry, makes it difficult to attract and retain skilled personnel. Even with higher compensation, we may struggle to compete for talent, affecting our ability to execute projects timely and maintain customer satisfaction.

Moreover, keeping pace with evolving standards and changing customer preferences requires continuous redeployment and retraining of employees. Our inability to do so, or a high attrition rate among our employees, including management and operational staff, could lead to decreased productivity, loss of market knowledge, and increased operational costs. These factors could materially and adversely affect our business prospects, financial condition, cash flows, and operational results. For detailed information about our management, refer to the chapter "***Our Management***" on page 112.

8. ***Projects included in our Order Book and our future projects may be delayed, modified or cancelled for reasons beyond our control which may materially and adversely affect our business, prospects, reputation, profitability, financial condition and results of operation.***

Our Order Book sets forth our expected revenues from uncompleted portions of the contracts received. However, project delays, modifications in the scope or cancellations may occur from time to time due to either a client's or our default, incidents of force majeure or legal impediments. For example, in some of our projects, we or our clients are obliged to take certain actions, such as acquiring land, securing right of way, clearing forests, securing required licenses, authorizations or permits, making advance payments or opening of letters of credit or moving existing utilities, which may be delayed due to our client's non- performance, our own breaches or force majeure factors.

In an engineering procurement and construction project ("EPC"), we may incur significant additional costs due to project delays and our counterparties may seek liquidated damages due to our failure to complete the required milestones or even terminate the construction contract totally or refuse to grant us any extension. The schedule of completion may need to be reset and we may not be able to recognize revenue if the required percentage of completion is not achieved in the specified timeframe. In addition, pandemics like COVID-19 or epidemics may in the future have, a material impact on our business, prospects, financial condition and results of operations.

As a result, our future earnings may be different from the amount in the order book. Our contracts may be amended, delayed or cancelled before work commences or during the course of construction. Due to unexpected changes in a project's scope and schedule, we cannot predict with certainty when or if expected revenues as reflected in the order book will be achieved. In addition, even where a project proceeds as scheduled, it is possible that contracting parties may default and fail to pay amounts owed or receivables due to us. If any or all of these risks materialize, our business, prospects, reputation, profitability, financial condition and results of operation may be materially and adversely affected.

9. ***On account of accumulated losses of previous years including changes in re-measurement of certain liabilities at NPV fair value, there has been erosion of our Equity. Our auditors have included an emphasis of matter in their reports on our Financial Statements. Further, our Company has reported negative cash flows during last three financial years.***

The operations of our Company were affected on account of proceedings initiated under the Corporate Insolvency Resolution Process in FY 2017 and subsequent to the approval of the Resolution Plan in November 2021 by the Hon'ble NCLT, the business operations of the Company have gradually been resumed. Our Statutory Auditor has included an emphasis of matter in their reports on our Audited

Financial Statements. For further details, see "***Financial Statements***" on page 125.

10. ***Loss of any of our key customers or significant reduction in production and sales of, or demand for our products from, our significant customers may materially and adversely affect our business and financial performance.***

Since we are dependent on certain key customers for a significant portion of our sales, the loss of any of such customers or a reduction in demand from such customers, for any reason, including due to loss of contracts, delay in fulfilling existing orders, failure to negotiate acceptable terms in negotiations, disputes or a loss of market share or a downturn in such customers' business, if not suitably replaced with another customer, could adversely affect our business, financial condition and results of operations.

Furthermore, the volume of our business with these customers may vary from period to period. Our business, operations, revenues and profitability may be adversely affected if these customers demand price reductions, set-off any payment obligations or if there is an adverse change in any of our customers' procurement strategies, including procurement from our competitors. Our revenues and profitability may also be adversely affected if there's a reduction in our customers' capacity volumes or if there is a significant reduction in the volume of our business with such customers, or if our customers prefer our competitors over us, and we may not remain the supplier of our engineering and polymer products and Infra services for our customers.

Our growth depends, among other factors, on the growth of our key customers and we are also exposed to the changes in the policies of the Government. A decline in our customers' business performance may also lead to a corresponding decrease in demand for our products and services. The volume and timing of sales to our customers may vary due to various factors such as, unavailability of raw materials or components, logistic challenges, delays in site readiness, weather related issues and other factors affecting the economy in general, and our customers in particular. Unfavourable industry conditions can also result in an increase in commercial disputes and other risks of supply disruption. It is difficult to forecast the success or sustainability of any strategies undertaken by any of our key customers in response to the current economic or industry environment.

11. ***We are dependent on external suppliers for key raw materials, components, spares, equipment and machinery, which could materially and adversely affect our business and operations.***

Success of our existing and planned operations depends on, among other things, our ability to source sufficient amounts of raw materials and spares at competitive prices for our manufacturing of engineering products. We may source raw materials such as Zinc and Structural items from overseas also. The quality of our products (and consequently, customer acceptance of such products) depends on the quality of the raw materials, components and spares and the ability of suppliers to timely deliver such materials. The prices and supply of such raw materials and components depend on factors beyond our control, including general economic conditions, competition, production levels, transportation costs and import duties. Suitable alternative suppliers who can meet our technical and quality standards, and who can supply the necessary quantities, may be hard to find in the event of a supply failure.

The failure of any of our suppliers to deliver these raw materials or components in the necessary quantities, to adhere to delivery schedules for supply, or to comply with specified quality standards and technical specifications, could adversely affect our production processes and our ability to deliver orders and service EPCs on time and at the desired levels of quality. This, in turn, could give rise to contractual penalties or liabilities for us, loss of customers and damage to our reputation. In the past, we have been subject to shortages in the supply of certain key components, due to the inability of component suppliers to meet demand. In certain cases, this has led to and can lead to delay in supplying of finished goods to our customer and thus delay our ability to Organization revenues in relation to our ongoing projects and also may lead to payment of liquidated damages and performance guarantees. If we are unable to procure the requisite quantities of raw materials in a timely manner and within our budgeted costs, our business, financial condition and results of operations may be adversely affected.

We may also face instances where claims against suppliers for losses caused to customers by faulty components are disputed and recovery of such losses from the supplier is delayed, leading to our

Company having to compensate the customer from its own revenue. If such events continue for extended periods of time, it could materially and adversely affect our ability to execute our orders and in-turn, our business, cash flows, financial condition and results of operations.

We are also subject to mechanical failure and equipment shutdowns. In such situations, undamaged manufacturing units that are dependent on, or interact with, damaged sections of our facilities may also have to be shut down. Such events could materially and adversely affect our manufacturing capacity. If such shutdowns continue for extended periods, our business reputation, financial condition, cash flows and results of operations could be materially and adversely affected.

12. ***We are exposed to counterparty credit risk and any delay in, or non-receipt of, payments may materially and adversely affect our cash flows and results of operations.***

We are exposed to counterparty credit risk in the usual course of our business due to the nature of and the inherent risks involved in, dealings, agreements and arrangements with our counterparties who may delay or fail to make payments or perform their other contractual obligations. Our operations involve extending credit to our customers in respect of sale of our products and services, and consequently, we face the risk of the uncertainty regarding the receipt of these outstanding amounts.

The financial condition of our customers, business partners, suppliers and other counterparties may be affected by the performance of their business which may be impacted by several factors including general economic conditions which may be beyond our control. An event such as the outbreak of the COVID-19 pandemic that results in a slowdown in the general economy or a potential credit crisis could cause our customers, business partners or suppliers to suffer disruptions in their businesses or experience financial distress, their access to the credit markets could be limited, and they could file for insolvency or bankruptcy protection and we cannot assure you of the continued viability of our counterparties or that we will accurately assess their creditworthiness.

Such conditions could cause our customers to delay payment, request modifications of their payment terms, or default on their payment obligations to us, all of which could increase our receivables. We cannot assure you that we will be able to collect the whole or any part of any overdue payments. A significant delay in, or non-receipt of, large payments or non-performance by our customers, business partners, suppliers or other counterparties could adversely affect our cash flows and results of operations. Timely collection of dues from customers also depends on our ability to complete our contractual commitments and subsequently bill for and collect from our customers. If we are unable to meet our contractual obligations, we may experience delays in the collection of, or be unable to collect, our customer balances, which could adversely affect our cash flows and results of operations.

The longer credit period granted to our customers compared to that offered by our suppliers may potentially result in certain cash flow mismatches. We cannot assure you that we will not experience any significant cash flow mismatches in the future or that our cash flow management measures will function properly, or at all. If we fail to properly manage the possible cash flow mismatches, our cash flows, financial condition and results of operations could be materially and adversely affected.

13. ***Any failure or delay in transportation and logistics arrangements entered into by us could materially and adversely affect our business and operations.***

We are dependent on third party transportation and logistics providers of various forms of transport, such as air, sea-borne freight, rail and road, to receive Raw materials, spares and components used in the production of Engineering and to deliver our products from our manufacturing facilities to some of our customers. Such transportation and logistics may not be adequate to support our future or continued operations. We are typically responsible for transportation of Towers from storage yards to project sites for certain customers. These factors could adversely affect our ability to supply our products to our customers on time, or at all which could, in-turn materially and adversely affect our business, cash flows, financial condition, and results of operations.

14. ***As the securities of our Company are listed on a stock exchange in India, our Company is subject to certain obligations and reporting requirements under SEBI Listing Regulations. Any non-***

compliances/ delay in complying with such obligations and reporting requirements may render us liable to prosecution and/or penalties.

Our Company is subject to the obligations and reporting requirements under SEBI Listing Regulations. Though our Company endeavours to comply with all such obligations/reporting requirements, there may be certain instances of non- compliance and delays in complying with such obligations/reporting requirements. Any such delays or non- compliance would render our Company to prosecution and/or penalties.

15. ***We may be unable to obtain, maintain or renew requisite statutory and regulatory permits and approvals for our business operations.***

Our business operations are subject to various government regulations, requiring us to obtain and maintain numerous statutory and regulatory permits and approvals under central, state, and local government rules in our operating regions. These permits, crucial for running our business and maintaining our manufacturing facility, are often granted for a limited duration, and we are currently pending renewal for some. The failure or delay in obtaining, renewing, or maintaining these necessary approvals within their validity periods could lead to operational interruptions. In such scenarios, authorities may enforce restrictions, impose fines, or initiate legal actions against our Company. While we endeavor to comply with regulatory requirements, these approvals are contingent on certain conditions. Non-compliance could lead to suspension or revocation of these approvals.

Furthermore, the issuance of necessary statutory and regulatory permits and approvals is uncertain. Delays or failures in obtaining or maintaining these permits, or in adhering to their prescribed terms and conditions, could materially disrupt our operations. Such disruptions may significantly impact our business, financial condition, and operational results, underscoring the critical nature of regulatory compliance in our industry.

16. ***Any disruption affecting our manufacturing facilities or operations could materially and adversely affect our business, cash flows, financial condition and results of operat*****ions.**

Our Infra project operations are serviced from remote sites. Any significant interruption to our operations because of factors such as industrial accidents, floods, severe weather or other natural disasters could materially and adversely affect our business, cash flows, financial condition and results of operations. There can be no assurance that such events or natural disasters will not occur in the future and the occurrence of such events will not materially and adversely affect our manufacturing, project execution and therefore our cash flows, financial condition and results of operations. We also require power for our manufacturing facilities. Industrial accidents, natural disasters or other factors may affect our ability to produce or procure the necessary power to operate our manufacturing facilities which could, in-turn, materially and adversely affect our business, cash flows, financial condition and results of operations.

17. ***We may be held liable for the payment of wages to the contract labourers engaged indirectly in our operations.***

In order to retain flexibility and control costs, we appoint independent contractors who, in turn, engage on-site contract labour to perform certain operations, including providing security. We have obtained registration as a principal employer under the Contract Labour (Regulation and Abolition) Act, 1970 ("**Contract Labour Act**") for certain of our establishments where workmen are employed through contractors or agencies licensed under the Contract Labour Act. Although we do not engage these labourers directly, in the event of default by any independent contractor, we may be held responsible for any wage payments that must be made to such labourers. Any violation of the provisions of the Contract Labour Act by us is punishable with, *inter- alia*, imprisonment for every person in charge of and responsible for the conduct of the business of our Company at the time of the commission of the offense. If we are required to pay the wages of the contracted workmen and subjected to other penalties under the Contract Labour Act, our reputation, cash flows financial condition and results of operations could be adversely affected.

18. ***We may not be able to obtain or maintain adequate insurance cover.***

Our operations are subject to various hazards and risks, including risks to the manufacturing industry. These risks include the occurrence of thefts, explosions, chemical spills, storage tank leaks, discharges or releases of hazardous substances and other environmental risks, mechanical failure of equipment at its facilities and natural disasters. In addition, many of these operating and other risks could cause personal injury, loss of life, severe damage to or destruction of our properties and the property of third parties and environmental pollution and may result in the suspension of operations and the imposition of civil or criminal penalties. Notwithstanding the insurance coverage that we carry, we may not be fully insured against certain business risks. There are many events that could significantly impact our operations, or expose us to third-party liabilities, for which we may not be adequately insured. There can be no assurance that any claim under the insurance policies maintained by us will be honoured fully, in part, or on time. To the extent that we suffer any loss or damage that is not covered by insurance or exceeds our insurance coverage, our business, financial condition and results of operations could be adversely affected.

While we believe that our insurance coverage is consistent with industry norms, we do not carry business interruption insurance for our entire operations. We have obtained insurance coverage for our Inventory and Plant and Machinery. If any or all of our production facilities are damaged in whole or in part and its operations are interrupted for a sustained period, there can be no assurance that its insurance policies will be adequate to cover the losses that may be incurred as a result of such events. If we suffer a large uninsured loss, or any insured loss suffered by us significantly exceeds our insurance coverage, its business, financial condition, cash flows and results of operations may be adversely affected.

In addition, our insurance coverage is generally subject to annual renewal. In the event that premium levels increase, it may not be able to obtain the same levels of coverage in the future as it currently has or it may only be able to obtain such coverage at substantially higher cost. If we are unable to pass these costs on to our customers, the costs of higher insurance premiums could adversely affect our financial condition, cash flows and results of operations. Alternatively, we may choose not to insure, which, in the event of any damage or destruction to our facilities or defects to our products, could adversely affect our business, financial condition, cash flows and results of operations.

19. ***Under-utilisation of capacity may adversely affect our business, results of operations and financial condition.***

Use of production capacity is subject to several variables like availability of raw material, power, water, proper working of machinery, orders on hand, etc. It cannot be assured that we shall be able to utilize our existing manufacturing facilities to their full capacity or up to an optimum capacity, and non-utilisation of the same may lead to loss of profits or can result in losses, and may adversely affect our business, results of operations and financial condition.

20. ***We participate in a competitive tender process for supply to various government agencies, companies and institutions. We may face an inability to successfully obtain tenders in the future, which would impact our revenues and profitability and the tenders we have successfully obtained may be withdrawn in the future.***

We participate in a competitive tender process for supply to various government agencies, companies and institutions. Pricing is a key factor in the tender process and we may face challenges in participating in a tender process and having to manage our tender price in light of any internal budgets. If we are unable to win tenders, our future revenues and profitability may suffer. Additionally, for any reason, if we are disqualified from the tender process by a government agency, we may automatically be disqualified by other central and state government agencies. This may impact our business operations and growth. In addition, such tender processes may be challenged even after contracts have been awarded on grounds including validity of tender conditions, satisfaction of eligibility criteria and representations made in bid documents. While we have policies to guide enhanced supervision of these matters, the occurrence of such instances may result in reputational damage and adversely affect our business, results of operations, financial position and cash flows due to loss of opportunities. Litigation may be necessary to clarify these disputes and protect our brand equity, which could result in incurring additional costs.

21. ***We depend on various third-party contractors to construct our projects. We also depend on third-party logistics providers***

Some of our projects depend on the availability and skills of third-party contractors for the construction of our transmission lines and supply of certain key equipment. Although contractual arrangements are in place, we do not have direct control over the timing or quality of services, equipment or supplies provided by these contractors. We may be exposed to risks relating to the quality of their services, equipment and supplies. In addition, we require the continued support of certain original equipment manufacturers to supply necessary services and parts to maintain our projects at an affordable cost. If we are unable to procure the required services or parts from these manufacturers (for example, due to bankruptcy of the manufacturer), or if the cost of these services or parts exceeds the budgeted cost, there may be an adverse impact on our business, financial condition, cash flows and results of operations.

22. ***We are subject to performance risk from third-party contractors, and operational risks associated with the engagement of third-party contractors and our employees.***

We enter into contracts with the third-party contractors for the supply of equipment, materials and other goods and services. We also rely on third-party contractors and our employees for the construction of our projects as well as other business operations. While we maintain a diversified set of vendors, we remain subject to the risk that the third-party contractors will not perform their obligations. If the third-party contractors do not perform their obligations (including regulatory compliances) or if they deliver any components that have a manufacturing defect or do not comply with the specified quality standards and technical specifications, we may have to enter into new contracts with other contractors at a higher cost or suffer schedule disruptions. Changing a contractor may incur additional costs in finding a replacement service provider or experience delays.

23. ***We are subject to range of safety, labour, health and environment related legislations and any non-compliance may adversely affect our business operations.***

We are subject to a broad range of safety, health, environmental, labour and related laws and regulations in the jurisdictions in which we operate, which impose controls on the disposal and storage of raw materials, noise emissions, air and water discharges, on the storage, handling, discharge and disposal of chemicals and other aspects of our operations. For example, local laws in India limit the amount of hazardous and pollutant discharge that our development and manufacturing facilities may release into the air and water. The discharge of raw materials that are chemical in nature or of other hazardous substances into the air, soil or water beyond these limits may cause us to be liable to regulatory bodies or third parties. In addition, we may be required to incur costs to remedy the damage caused by such discharges, pay fines or other penalties for non-compliance. Complying with, and changes in, these laws and regulations may increase our compliance costs and adversely affect our business, prospects, results of operations and financial condition. Furthermore, non-compliance with the limits prescribed by the relevant laws and regulations may lead to the suspension of our manufacturing licenses, which will halt production and adversely affect our business operations.

The improper handling or storage of hazardous materials could result in accidents, injure our personnel and damage our property and/or the environment. Any accident at our facilities may result in personal injury or loss of life, substantial damage to or destruction of property and equipment resulting in the suspension of operations. In addition, we may be required to incur costs to remedy the damage caused, pay fines or incur other penalties for non-compliance.

24. ***Our results of operations could be adversely affected by strikes, work stoppages or increased wage demands by employees or other disputes with employees.***

We are exposed to the risk of strikes, lock-outs, trade union activities and other industrial actions. As at September 30, 2023, we employed 539 personnel. We cannot assure you that we will not experience disruptions in our work due to disputes or other problems with our work force, which may adversely affect our ability to continue our business operations. Any employee unrest directed against us, could directly or indirectly prevent or hinder our normal operating activities, and, if not resolved in a timely manner, could lead to disruptions in our operations. Further, any labour unrest may divert our management's attention and result in increased costs.

Further, our third-party suppliers may experience strikes or other labour disruptions and shortages that could affect our operations, possibly for a significant period of time, result in increased wages, shortage in manpower and other costs and otherwise materially and adversely affect our business, results of operations or financial condition. These actions are very difficult for us to predict or control and any such event could adversely affect our business, financial condition and results of operations. A potential increase in the salary scale of our employees as a result of any unrest, or a disruption in services from our employees or contract manufacturers due to potential strikes, could adversely affect our business, operations and financial condition.

25. ***Inability to obtain, renew or maintain the statutory and regulatory permits, licenses and approvals required to operate our business could have a material adverse effect on our business.***

We require certain statutory and regulatory permits, licenses and approvals for our business in each of the jurisdictions in which we operate. There can be no assurance that the relevant authorities will issue such permits or approvals in the time frame anticipated by us or, at all. If we are unable to obtain and maintain the requisite licenses in a timely manner or at all, or to renew or maintain existing permits or approvals, or comply with the terms and conditions prescribed in such permits or approvals, it may result in the interruption of our operations and may have a material adverse effect on our business, financial condition and results of operations.

26. ***We may be subject to unionization, work stoppages or increased labour costs, which could adversely affect our business and results of operations.***

Our industry is labour intensive and the success of our operations depends on availability of labour and maintaining a good relationship with our workforce. As of December 20, 2023, we have 539 of employees across our manufacturing facilities, registered and other offices. We have three (3) trade unions registered under the Trade Unions Act, 1926 at our Nashik Plants (2) and Raipur Plant (1). In the past 5 years, we have not experienced any labour dispute with the trade unions, however, we cannot assure whether there have been any incidents or instances prior to these 5 years. Further, we do not have any formal policy for redressal of labour disputes. Although we have not experienced any interruption to our operations as a result of labour disputes in the recent past, there can be no assurance that we will not experience any such disruption in the future as a result of disputes or disagreements with our work force, which may adversely affect our ability to continue our business operations. We may also have to incur additional expense to train and retain skilled labour. We are also subject to a number of stringent labour laws that protect the interests of workers, including legislation that imposes financial obligations on employers upon retrenchment. There can be no assurance that we will not experience labour unrest in the future, which may delay or disrupt our operations. Any labour unrest including labour disputes, strikes and lock-outs, industrial accidents, experienced by us could directly or indirectly prevent or hinder our normal operating activities and, if not resolved in a timely manner, could lead to disruptions in our operations. In the event of any prolonged delay or disruption our business, results of operations and financial condition could be materially and adversely affected.

27. ***This Draft Letter of Offer contains information from third parties, including an industry report commissioned and paid for which is exclusively prepared for the purposes of the Issue and issued by CRISIL Limited, which has been used for industry related data in this Draft Letter of Offer. Accordingly, prospective investors are advised not to base their investment decision solely on such information.***

The Draft Letter of Offer includes information that is derived from the CRISIL Report, exclusively prepared and issued by CRISIL for the purposes of the Issue. The CRISIL Report is subject to various limitations and based upon certain assumptions that are subjective in nature. We have exclusively commissioned and paid for the CRISIL Report for the purpose of confirming our understanding of the industry in connection with the Issue. CRISIL is not in any manner related to us and our Directors. The CRISIL Report is not exhaustive and is based on certain assumptions, parameters and conditions made and identified by CRISIL that may prove to be incorrect. Given the scope and extent of the CRISIL

Report, disclosures are limited to certain excerpts and the CRISIL Report has not been reproduced in its entirety in the Draft Letter of Offer. Statements from third parties that involve estimates are subject to change, and actual amounts may differ materially from those included in this document. Industry sources and publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends.

28. ***The COVID-19 pandemic may in the future have, and any similar pandemic situations that may arise in the future, may have a material adverse impact on our business, results of operations, financial condition and cash flows.***

The global spread and unprecedented impact of the COVID-19 pandemic continues to create significant volatility, uncertainty and economic disruption. The pandemic and the potential of another pandemic has led governments and other authorities around the world to implement significant measures intended to control the spread of the virus, including lockdowns, shelter-in-place orders, social distancing measures, business closures or restrictions on operations, quarantines, travel bans and restrictions and multi-step policies with the goal of re-opening these markets. These responsive measures have severely impacted the delivery schedules of various orders/jobs under execution by the Company.

The scope, duration, and frequency of the measures implemented, and the adverse effects of COVID-19 remain uncertain and could be severe. However, the Company has tried to cope up with the situation to avoid and not to have an adverse effect on the cash flow and financial position of the Company.

29. ***We operate in highly competitive markets and our business, results of operation and financial condition will depend on how effectively we compete.***

The Company operates in a competitive scenario comprising of Indian and multinational players resulting in a stiff competition from these players. Some of our competitors may have significantly greater financial resources and market reach as compared to us. While we have historically been able to conduct our business at competitive margins and on a cost-effective basis, there can be no assurance that we will be able to do so in the future. We believe that our ability to compete also depends on a number of factors beyond our control, including the ability of our competitors to attract, train, motivate and retain highly skilled technical employees, the price at which our competitors offer comparable services.

30. ***Our business activities and projects are exposed to seasonality and weather conditions.***

Our business activities and projects may be materially and adversely affected by severe weather conditions, which may force us to evacuate personnel or curtail services, replace damaged equipment and facilities or suspend our execution activities during unfavourable weather conditions. Heavy or sustained rainfalls or other extreme weather conditions such as cyclones could result in delays or disruptions to our execution activities during the critical periods of our projects. Monsoon season could limit our ability to carry on construction activities or to fully utilize our resources. Our business activities may also be adversely affected by other natural disasters, including earthquakes and floods, which may cause interruptions of our operations and damages to our properties and working environment which may not be adequately covered by the insurance policies availed by us. During periods of curtailed activity due to severe weather conditions or natural disasters, we may continue to incur operating expenses but our revenues from operations may be delayed or reduced.

31. ***Any change in existing government policies providing support to the power/electricity sector, or new policies withdrawing support presently available could adversely affect our business and results of operations.***

Any change in existing government policies providing support to the power/electricity sector, or new policies withdrawing support presently available, in the jurisdictions in which we have operations could adversely affect the supply and demand balance and the competitive environment.

32. ***Our ability to pay dividends in the future will depend upon our future results of operations, financial condition, cash flows and working capital and capital expenditure requirements.***

The declaration, payment and amount of any future dividends is subject to the discretion of the Board and Shareholders, and will depend upon various factors, inter alia, our earnings, financial position, capital expenditures and availability of profits, restrictive covenants in our financing arrangements and other prevailing regulatory conditions from time to time. Any of these factors may thus restrict our ability to pay dividends in the future. If we are unable to pay dividends in the future realization of a gain on Shareholders' investments will depend on the appreciation of the price of the Equity Shares. There is no guarantee that our Equity Shares will appreciate in value.

33. ***We could be harmed by employee misconduct or errors that are difficult to detect and any such incidences could adversely affect our financial conditions, results of operations and reputation.***

Employee misconduct or errors could expose us to business risks or losses, including regulatory sanctions and serious harm to our reputation. There can be no assurance that we will be able to detect or deter such misconduct. Moreover, the precautions we take to prevent and detect such activity may not be effective in all cases. Our employees and agents may also commit errors that could subject us to claims and proceedings for alleged negligence, as well as regulatory actions on account of which our business, financial condition, results of operations and goodwill could be adversely affected.

34. ***We are subject to risk of fraud, theft, embezzlement by our employees, contractors and customers, employee negligence or similar incidents may adversely affect our results of operations and financial condition.***

Our operations may be subject to incidents of theft or damage to inventory in transit, prior to or during stocking. We may also encounter some inventory loss on account of employee/contractor/vendor fraud, theft, embezzlement and general administrative error. Although, we have set up various security measures, there can be no assurance that we will not experience any fraud, theft, employee negligence, security lapse, loss in transit or similar incidents in the future, which could adversely affect our results of operations and financial condition.

ISSUE SPECIFIC RISK

35. ***Our Company will not distribute this Draft Letter of Offer, the Abridged Letter of Offer and Application Form to overseas Shareholders who have not provided an address in India for service of documents.***

Our Company will dispatch this Draft Letter of Offer, the Abridged Letter of Offer, Rights Entitlement Letter and Application Form (the "***Issuing Materials***") to such Shareholders who have provided an address in India for the service of documents. The Issuing Materials will not be distributed to addresses outside India on account of restrictions that apply to the circulation of such materials in various overseas jurisdictions. However, the Companies Act requires companies to serve documents at any address, which may be provided by the members as well as through e- mail. Presently, there is a lack of clarity under the Companies Act, 2013, and the rules thereunder, with respect to the distribution of Issuing Materials to retail individual shareholders in overseas jurisdictions where such distribution may be prohibited under applicable laws of such jurisdictions.

36. ***SEBI has recently, by way of circulars dated January 22, 2020, May 06, 2020, July 24, 2020, January 19, 2021 and April 22, 2021 and October 01, 2021 streamlined the process of rights issues. You should follow the instructions carefully, as stated in such SEBI circulars and in this Draft Letter of Offer.***

The concept of crediting Rights Entitlements into the demat accounts of the Eligible Equity Shareholders has recently been introduced by the SEBI. Accordingly, the process for such Rights Entitlements has been recently devised by capital market intermediaries. Eligible Equity Shareholders are encouraged to exercise caution, carefully follow the requirements as stated in the SEBI circulars dated January 22, 2020, May 06, 2020, July 24, 2020, January 19, 2021 and April 22, 2021, October 01, 2021 and ensure completion of all necessary steps in relation to providing/updating their demat account details in a timely manner. For details, please refer to "***Terms of the Issue***" on page 249 of this Draft Letter of Offer.

In accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI ICDR Master Circular, the credit of Rights Entitlements and Allotment of Rights Equity Shares shall be made in dematerialized form only. Prior to the Issue Opening Date, our Company shall credit the Rights Entitlements to (i) the demat accounts of the Eligible Equity Shareholders holding the Equity Shares in dematerialised form; and (ii) a demat suspense escrow account (namely, "[●]") opened by our Company, for the Eligible Equity Shareholders which would comprise Rights Entitlements relating to (a) Equity Shares held in a demat suspense account pursuant to Regulation 39 of the SEBI Listing Regulations; or (b) Equity Shares held in the account of IEPF authority; or (c) the demat accounts of the Eligible Equity Shareholder which are frozen or details of which are unavailable with our Company or with the Registrar on the Record Date; or (d) credit of the Rights Entitlements returned/reversed/failed; or (e) the ownership of the Equity Shares currently under dispute, including any court proceedings.

37. ***The Rights Entitlement of Eligible Equity Shareholders holding Equity Shares in physical form ("Physical Shareholder") may lapse in case they fail to furnish the details of their de-mat account to the Registrar.***

In accordance with the SEBI Circular SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020, the credit of Rights Entitlement and Allotment of Equity Shares shall be made in dematerialized form only. Accordingly, the Rights Entitlements of the Physical Shareholders shall be credited in a suspense escrow de-mat account opened by our Company during the Issue Period. The Physical Shareholders are requested to furnish the details of their de-mat account to the Registrar not later than two Working Days prior to the Issue Closing Date to enable the credit of their Rights Entitlements in their de-mat accounts at least one day before the Issue Closing Date. The Rights Entitlements of the Physical Shareholders who do not furnish the details of their demat account to the Registrar not later than two Working Days prior to the Issue Closing Date, shall lapse. Further, pursuant to a press release dated December 03, 2018 issued by the SEBI, with effect from April 01, 2019, a transfer of listed Equity Shares cannot be processed unless the Equity Shares are held in dematerialized form (except in case of transmission or transposition of Equity Shares).

38. ***Failure to exercise or sell the Rights Entitlements will cause the Rights Entitlements to lapse without compensation and result in a dilution of shareholding.***

Rights Entitlements that are not exercised prior to the end of the Issue Closing Date will expire and become null and void, and Eligible Equity Shareholders will not receive any consideration for them. The proportionate ownership and voting interest in our Company of Eligible Equity Shareholders who fail (or are not able) to exercise their Rights Entitlements will be diluted. Even if you elect to sell your unexercised Rights Entitlements, the consideration you receive for them may not be sufficient to fully compensate you for the dilution of your percentage ownership of the equity share capital of our Company that may be caused as a result of the Issue. Renouncees may not be able to apply in case of failure in completion of renunciation through off-market transfer in such a manner that the Rights Entitlements are credited to the demat account of the Renouncees prior to the Issue Closing Date. Further, in case, the Rights Entitlements do not get credited in time, in case of On Market Renunciation, such Renouncee will not be able to apply in this Issue with respect to such Rights Entitlements. For details, please refer to "***Terms of the Issue***" on page 249 of this Draft Letter of Offer.

39. ***Any future issuance of Equity Shares, or convertible securities or other equity-linked securities by our Company may dilute your shareholding and any sale of Equity Shares by our Promoters or members of our Promoter Group may adversely affect the trading price of the Equity Shares.***

Any future issuance of the Equity Shares, convertible securities or securities linked to the Equity Shares by our Company may dilute your shareholding in our Company; adversely affect the trading price of the Equity Shares and our ability to raise capital through an issue of our securities. In addition, any perception by investors that such issuances or sales might occur could also affect the trading price of the Equity Shares. We cannot assure you that we will not issue additional Equity Shares. The disposal of Equity Shares by any of our Promoters and Promoter Group, or the perception that such sales may occur may significantly affect the trading price of the Equity Shares. We cannot assure you that our Promoters and Promoter Group will not dispose of, pledge or encumber their Equity Shares in the future.

40. ***You may be subject to Indian taxes arising out of capital gains on the sale of the Equity Shares.***

Under current Indian tax laws, unless specifically exempted, capital gains arising from the sale of equity shares of an Indian company are generally taxable in India. Accordingly, you may be subject to payment of long-term capital gains tax in India, in addition to payment of STT, on the sale of any Equity Shares held for more than 12 months. STT will be levied on and collected by a domestic stock exchange on which the Equity Shares are sold. Further, any gain realized on the sale of listed equity shares held for a period of 12 months or less will be subject to short-term capital gains tax in India. Capital gains arising from the sale of the Equity Shares may be partially or completely exempt from taxation in India in cases where such exemption is provided under a treaty between India and the country of which the seller is a resident. Generally, Indian tax treaties do not limit India's ability to impose tax on capital gains. As a result, residents of other countries may be liable for tax in India as well as in their own jurisdiction on gains made upon the sale of the Equity Shares.

41. ***You may not receive the Equity Shares that you subscribe to in the Issue until fifteen days after the date on which this Issue closes, which will subject you to market risk.***

The Equity Shares that you subscribe to in the Issue may not be credited to your demat account with the depository participants until approximately 15 days from the Issue Closing Date. You can start trading such Equity Shares only after receipt of the listing and trading approval in respect thereof. There can be no assurance that the Equity Shares allocated to you will be credited to your demat account, or that trading in the Equity Shares will commence within the specified time period, subjecting you to market risk for such period.

42. ***There is no guarantee that our Equity Shares will be listed in a timely manner or at all, which may adversely affect the trading price of our Equity Shares.***

In accordance with Indian law and practice, final approval for listing and trading of the Equity Shares will not be granted by the Stock Exchanges until after those Equity Shares have been issued and allotted. Approval will require all relevant documents authorizing the issuing of Equity Shares to be submitted. There could be a failure or delay in listing the Equity Shares on Stock Exchanges. Any failure or delay in obtaining the approval would restrict your ability to dispose of your Equity Shares. Further, historical trading prices, therefore, may not be indicative of the prices at which the Equity Shares will trade in the future which may adversely impact the ability of our shareholders to sell the Equity Shares or the price at which shareholders may be able to sell their Equity Shares at that point of time.

43. ***Holders of Equity Shares could be restricted in their ability to exercise pre-emptive rights under Indian law and could thereby suffer future dilution of their ownership position.***

Under the Companies Act, any company incorporated in India must offer its holders of equity shares pre-emptive rights to subscribe and pay for a proportionate number of shares to maintain their existing ownership percentages prior to the issuance of any new equity shares, unless the pre-emptive rights have been waived by the adoption of a special resolution by holders of three-fourths of the shares voted on such resolution, unless our Company has obtained government approval to issue without such rights. However, if the law of the jurisdiction that you are in does not permit the exercise of such pre-emptive rights without us filing an offering document or registration statement with the applicable authority in such jurisdiction, you will be unable to exercise such pre-emptive rights unless we make such a filing. We may elect not to file a registration statement in relation to pre-emptive rights otherwise available by Indian law to you. To the extent that you are unable to exercise pre-emptive rights granted in respect of the Equity Shares, your proportional interests in us would be reduced.

44. ***Fluctuation in the exchange rate between the Indian Rupee and foreign currencies may adversely affect the value of our Equity Shares, independent of our operating results.***

On listing, our Equity Shares will be quoted in Indian Rupees on the Stock Exchanges. Any dividends in respect of our Equity Shares will also be paid in Indian Rupees and subsequently converted into the relevant foreign currency for repatriation, if required. Any adverse movement in currency exchange rates during the time that it takes to undertake such conversion may reduce the net dividend to foreign investors. In addition, any adverse movement in currency exchange rates during a delay in repatriating outside India the proceeds from a sale of Equity Shares, for example, because of a delay in regulatory approvals that may be required for the sale of Equity Shares may reduce the proceeds received by equity shareholders. For example, the exchange rate between the Rupee and the U.S. dollar has fluctuated substantially in recent years and may continue to fluctuate substantially in the future, which may adversely affect the trading price of our Equity Shares and returns on our Equity Shares, independent of our operating results.

45. ***Rights of shareholders under Indian laws may be more limited than under the laws of other jurisdictions.***

Indian legal principles related to corporate procedures, directors' fiduciary duties and liabilities, and shareholders' rights may differ from those that would apply to a company in another jurisdiction. Shareholders' rights including in relation to class actions, under Indian law may not be as extensive as shareholders' rights under the laws of other countries or jurisdictions. Investors may have more difficulty in asserting their rights as shareholder in an Indian company than as shareholder of a corporation in another jurisdiction.

46. ***We have in the past entered into related party transactions and will continue to do so in the future.***

We have in the past entered into related party transactions with our Subsidiaries. For further information on our related party transactions, see the "Notes to Restated Consolidated Financial Statements" on page 125 appearing under the section "***Financial Information***"

In the ordinary course of our business, we enter into and will continue to enter into transaction with related parties. While we believe that all such related party transactions that we have entered into are conducted on an arms' length basis in accordance with the Companies Act and other applicable regulations pertaining to the evaluation and approval of such transactions and all related party transactions that we may enter are subject to Board or shareholder approval, as necessary under the Companies Act and the SEBI LODR Regulations, in the interest of the Company and its minority shareholders and in compliance with the LODR Regulations, we cannot assure you that these arrangements in the future, or any future related party transactions that we may enter into, individually or in the aggregate, will not have an adverse effect on our business, financial condition, results of operations, cash flows and prospects. Further, any future transactions with our related parties could potentially involve conflicts of interest which may be detrimental to our Company. Additionally, there can be no assurance that any dispute that may arise between us and related parties will be resolved in our favour. There can be no assurance that our Directors and executive officers will be able to address such conflicts of interests or others in the future.

47. ***Investors will be subject to market risks until the Equity Shares credited to the investors demat account are listed and permitted to trade.***

Investors can start trading the Equity Shares allotted to them only after they have been credited to an investor's demat account, are listed and permitted to trade. Since the Equity Shares are currently traded on the Stock Exchanges, investors will be subject to market risk from the date they pay for the Equity Shares to the date when trading approval is granted for the same. Further, there can be no assurance that the Equity Shares allocated to an investor will be credited to the investor's demat account or that trading in the Equity Shares will commence in a timely manner.

48. ***No market for the Right Entitlements may develop and the price of the Right Entitlements may be volatile.***

No assurance can be given that an active trading market for the Rights Entitlements will develop on the Stock Exchanges during the Renunciation Period or that there will be sufficient liquidity in Rights Entitlements trading during this period. The trading price of the Rights Entitlements will not only depend on supply and demand for the Rights Entitlements, which may be affected by factors unrelated to the trading in the Equity Shares, but also on the quoted price of the Equity Shares, amongst others. Factors affecting the volatility of the price of the Equity Shares, as described herein, may magnify the volatility of the trading price of the Rights Entitlements, and a decline in the price of the Equity Shares will have an adverse impact on the trading price of the Rights Entitlements. Since the trading of the Rights Equity Shares will be on a separate segment compared to the Equity Shares on the floor of the Stock Exchanges, the trading of Rights Equity Shares may not track the trading of Equity Shares. The trading price of the Rights Entitlements may be subject to greater price fluctuations than that of the Equity Shares.

49. ***The Equity Shares may experience price and volume fluctuations, volatility in the global securities market may cause the price of the Equity Shares issued to decline and movement in the exchange rate could adversely affect the value of our Equity Shares, independent of our operating results.***

The price of the Equity Shares may fluctuate as a result of several factors, including volatility in the Indian and global securities markets, movement in exchange rates and interest rates in India, the results of our operations, the performance of our competitors, developments in the energy transmission sector and changing perceptions in the market about investments in the Indian renewable energy sector, changes in the estimates of our performance or recommendations by financial analysts, significant developments in India’s renewable energy policies, including those of the Ministry of Newand Renewable Energy, Government of India, significant developments in India’s fiscal regulations and any other political or economic factors. Negative economic developments, such as rising fiscal or trade deficits, or a default on sovereign debt, in other emerging market countries may affect investor confidence, cause increased volatility in Indian securities markets, and indirectly affect the Indian economy in general causing a decline in the trading price of our Equity Shares for reasons unrelated to our business, financial condition or operating results. The trading price of our Equity Shares might also decline in reaction to events that affect other companies in our industry even if these events do not directly affect us. In addition, any adverse movement in exchange rates during a delay in repatriating the proceeds from a sale of Equity Shares outside India, for example, because of a delay in regulatory approvals that may be required for the sale of Equity Shares, may reduce the net proceeds received by shareholders. The exchange rate between the Rupee and the U.S. Dollar has changed substantially in the last two decades and could fluctuate substantially in the future, which may adversely affect the value of our Equity Shares and returns from our Equity Shares, independent of our operating results.

50. ***Applicants to this Issue are not allowed to withdraw their Applications after the Issue Closing Date.***

In terms of the SEBI ICDR Regulations, Applicants in this Issue are not allowed to withdraw their Applications after the Issue Closing Date. The Allotment in this Issue and the credit of the Rights Equity Shares to the Applicant’s demat account with its depository participant shall be completed within such period as may be prescribed under the applicable laws. There is no assurance, however, that material adverse changes in the international or national monetary, financial, political or economic conditions or other events in the nature of force majeure, material adverse changes in our business, cash flows, financial condition, or results of operation, or other events affecting the Applicant’s decision to invest in the Equity Shares, would not arise between the Issue Closing Date and the Allotment Date. Occurrence of any such events after the Issue Closing Date could also impact the market price of our Equity Shares.

The Applicants will not have the right to withdraw their applications in the event of any such occurrence. We cannot assure you that the market price of the Equity Shares will not decline below the Issue Price. To the extent the market price for the Equity Shares declines below the Issue Price after the Issue Closing Date, the Shareholder will be required to purchase Equity Shares at a price that will be higher than the actual market price for the Equity Shares at that time. Should that occur, the Shareholder will suffer an immediate unrealized loss as a result. We may complete the Allotment even if such events may limit the Applicants’ ability to sell our Equity Shares after this Issue or cause the trading price of our Equity Shares to decline.

51. ***Holders of our Equity Shares could be restricted in their ability to exercise pre-emptive rights under Indian law and could thereby suffer future dilution of their ownership position.***

Under the Companies Act, a company incorporated in India must offer holders of its equity shares pre-emptive rights to subscribe and pay for a proportionate number of shares to maintain their existing ownership percentages prior to the issuance of any new equity shares, unless the pre-emptive rights have been waived by the adoption of a special resolution by holders of three-fourths of the equity shares who have voted on such resolution. However, if the law of the jurisdiction that you are in does not permit the exercise of such pre-emptive rights without us filing an offering document or registration statement with the applicable authority in such jurisdiction, you will be unable to exercise such pre-emptive rights unless we make such a filing. We may elect not to file a registration statement in relation to pre-emptive rights otherwise available by Indian law to you. To the extent that you are unable to exercise pre-emptive rights granted in respect of our Equity Shares, you may suffer future dilution of your ownership position and your proportional interests in us would be reduced.

External Risk Factors

52. ***We operate in a competitive environment, and increased competitive pressure could adversely affect our business and our ability to successfully bid for projects and execute our growth strategy.***

The market for investing in power transmission projects, and energy infrastructure generally, is competitive, and the number and variety of investors for energy infrastructure assets has been increasing, which may therefore affect our ability to sustain or increase the growth of our business.

53. ***The construction, of our transmission systems involves risks that may cause injury to people or property and that may lead to disruption to our business and consequent decreases in our revenues.***

Some of our under-construction transmission lines may be damaged due to heavy rainfall and floods, which may cause disruptions in our operations. Hazards associated with our business include electrocution, falls, confined spaces, difficult terrains (areas with wildlife, mountains, riverbeds, submerged dams, areas under social unrest). Despite compliance with requisite safety requirements and standards, due to the nature of the conditions our employees and contractors work under, we may be liable for certain costs, including costs for health-related claims, including claims and litigation from our current or former employees for injuries arising from occupational exposure. This could subject us to disruption in our business and to legal and regulatory actions, which could adversely affect our business, prospects, financial condition, cash flows and results of operations.

54. ***Our business is subject to sectoral regulators and strict policy regimes.***

Our business is subject to sectoral regulators and a variety of laws, rules, directives, standards and codes issued by government and relevant regulatory authorities. To conduct our business, we must obtain various licenses, permits and approvals. Even when we obtain the required licenses, permits and approvals, our operations are subject to continued review and the governing regulations. The regulatory and policy environment in which we operate is evolving and subject to change. Our business and financial performance could be adversely affected by any unfavourable changes in or interpretations of existing laws, or the promulgation of new laws. Any such changes in the regulatory regime and the related uncertainties in applicability, interpretation or implementation of any laws, rules and regulations to which we are subject may have an adverse effect on our business, financial condition, cash flows and results of operations. If we fail to comply with all applicable regulations or if the regulations governing our business or their implementation change, we may incur increased costs or be subject to penalties, which could disrupt our operations and adversely affect our business, cash flows and results of operations.

55. ***Delays in obtaining, or a failure to maintain, governmental approvals and permits required to construct and operate our projects may adversely affect the development, construction and operation of our projects.***

The design, construction and operation of our projects are regulated, require various governmental approvals and permits. Factors like delay on the part of departments, or changes in the governing regulations or the methods of implementation may delay our projects and could adversely affect our business, cash flows and results of operations.

56. ***Changes in technology may render our current technologies obsolete or require us to make capital***

investments.

We strive to keep our technology up to date with the latest international technological standards. Our success will depend in part on our ability to respond to technological advances and emerging industry standards and practices on a cost-effective and timely basis. We need to continue to invest in new and more advanced technologies and equipment to enable us to respond to emerging power transmission and distribution industry standards and practices in a cost-effective and timely manner that is competitive with other transmission, distribution and substation projects.

57. ***Political, economic or other factors that are beyond our control may materially and adversely affect our business, operations, prospects or financial results.***

We are dependent on domestic, regional and global economic and market conditions. Our performance, growth and market price of the Equity Shares are and will be dependent to a large extent on the health of the economies in which we operate.

A significant portion of our assets and employees are located in India. Further, in light of the increasing linkage of the Indian economy to other global economies, the Indian economy is increasingly influenced by economic developments and volatility in securities markets in other countries. Political and economic instability, slowdown or conflict in these regions or worldwide could materially and adversely affect our business and financial results

58. ***Changing laws, rules and regulations and legal uncertainties, adverse application or interpretation of corporate and tax laws, may adversely affect our business, prospects and results of operations.***

The regulatory and policy environment in which we operate is evolving and subject to change. Our business and financial performance could be adversely affected by unfavourable changes in or interpretations of existing, or the promulgation of new, laws, rules and regulations applicable to us and our business. In such instances, and including the instances mentioned below, our business, results of operations and prospects may be adversely impacted, to the extent that we are unable to suitably respond to and comply with any such changes in applicable law and policy. Any political instability in India, such as corruption, scandals and protests against certain economic reforms, which have occurred in the past, could slow the pace of liberalization and deregulation. The rate of economic liberalization could change, and specific laws and policies affecting foreign investment, currency exchange rates and other matters affecting investment in India could change as well.

The application of various Indian tax laws, rules and regulations to our business, currently or in the future, is subject to interpretation by the applicable taxation authorities. Any future amendments may affect our benefits such as exemption for income earned by way of dividend from investments in other domestic companies and units of mutual funds, exemption for interest received in respect of tax-free bonds, and long-term capital gains on equity shares if withdrawn by the statute in the future, and the same may no longer be available to us. Any adverse order passed by the appellate authorities/ tribunals/ courts would have an effect on our profitability.

There can be no assurance that the GOI will not implement new regulations and policies requiring us to obtain approvals and licenses from the GOI or other regulatory bodies, or impose onerous requirements and conditions on our operations. Any such changes and the related uncertainties with respect to the applicability, interpretation and implementation of any amendment or change to governing laws, regulation or policy, including by reason of an absence, or a limited body, of administrative or judicial precedent in the jurisdictions in which we operate may be time consuming as well as costly for us to resolve and may impact the viability of our current business or restrict our ability to grow our business in the future and may also materially and adversely affect our business, cash flows, financial condition and results of operations. In addition, we may have to incur expenditures to comply with the requirements of any new regulations, which could materially harm our results of operations or cash flows. Any unfavourable changes to the laws and regulations applicable to us could also subject us to additional liabilities.

We are unable to determine the impact of any changes in or interpretations of existing, or the promulgation of, new, laws, rules and regulations applicable to us and our business. If that was to occur it could result in us, our business, operations or group structure being deemed to be in contravention of such laws and/or may require us to apply for additional approvals. We may incur increased costs and other burdens relating to compliance with such new requirements, which may also require significant management time and other resources, and any failure to comply may adversely affect our business, results of operations and prospects. Uncertainty in the applicability, interpretation or implementation of any amendment to, or change in, governing law, regulation or policy, including by reason of an absence, or a limited body, of administrative or judicial precedent may be time consuming as well as costly for us to resolve and may impact the viability of our current business or restrict our ability to grow our business in the future.

59. ***The occurrence of natural or man-made disasters could adversely affect our results of operations, cash flows and financial condition. Hostilities, terrorist attacks, civil unrest and other acts of violence could adversely affect the financial markets and our business.***

The occurrence of natural disasters, including cyclones, storms, floods, earthquakes, tsunamis, tornadoes, fires, explosions, pandemic disease and man-made disasters, including acts of terrorism and military actions, could adversely affect our results of operations, cash flows or financial condition. In addition, any deterioration in international relations, especially between India and its neighbouring countries, may result in investor concern regarding regional stability which could adversely affect the price of the Equity Shares. In addition, India has witnessed local civil disturbances in recent years and it is possible that future civil unrest as well as other adverse social, economic or political events in India could have an adverse effect on our business.

Such incidents could also create a greater perception that investment in Indian companies involves a higher degree of risk and could have an adverse effect on our business and the market price of the Equity Shares.

60. ***We are subject to regulatory, economic, social and political uncertainties and other factors beyond our control.***

We are incorporated in India and we conduct our corporate affairs and our business in India. Consequently, our business, operations, financial performance will be affected by interest rates, government policies, taxation, social and ethnic instability and other political and economic developments affecting India.

Factors that may adversely affect the Indian economy, and hence our results of operations may include:
- any exchange rate fluctuations, the imposition of currency controls and restrictions on the right to convert or repatriate currency or export assets;
- any scarcity of credit or other financing in India, resulting in an adverse effect on economic conditions in India and scarcity of financing for our expansions;
- prevailing income conditions among Indian customers and Indian corporations;
- epidemic or any other public health in India or in countries in the region or globally, including in India's various neighboring countries;
- hostile or war like situations with the neighboring countries;
- macroeconomic factors and central bank regulation, including in relation to interest rates movements which may in turn adversely impact our access to capital and increase our borrowing costs;
- decline in India's foreign exchange reserves which may affect liquidity in the Indian economy;
- downgrading of India's sovereign debt rating by rating agencies; and
  difficulty in developing any necessary partnerships with local businesses on commercially acceptable terms and/or a timely basis.

Any slowdown or perceived slowdown in the Indian economy, or in specific sectors of the Indian economy or certain regions in India, could adversely affect our business, results of operations and financial condition and the price of the Equity Shares.

61. ***If there is any change in laws or regulations, including taxation laws, or their interpretation, such changes may significantly affect our financial statements.***

Any change in Indian tax laws could have an effect on our operations. For instance, the Taxation Laws (Amendment) Act, 2019, prescribes certain changes to the income tax rate applicable to companies in India. According to this Act, companies can henceforth voluntarily opt in favor of a concessional tax regime (subject to no other special benefits/exemptions being claimed), which would ultimately reduce the tax rate (on gross basis) for Indian companies from 30% to 22% (exclusive of applicable health and education cess and surcharge).

The Finance Act, 2023 ("***Finance Act***"), has, amongst others things, provided a number of amendments to the direct and indirect tax regime, including, without limitation, a simplified alternate direct tax regime. For instance, dividend distribution tax ("*DDT*") will not be payable in respect of dividends declared, distributed or paid by a domestic company after March 31, 2020, and accordingly, such dividends would not be exempt in the hands of the shareholders, both resident as well as non-resident and are likely be subject to tax deduction at source. Our Company may or may not grant the benefit of a tax treaty (where applicable) to a non-resident shareholder for the purposes of deducting tax at source from such dividend. Investors should consult their own tax advisors about the consequences of investing or trading in the Equity Shares.

In addition, we are subject to tax related inquiries and claims. We may be particularly affected by claims from tax authorities on account of income tax assessment, service tax and GST that combines taxes and levies by the central and state governments into one unified rate of interest with effect from July 1, 2017 and all subsequent changes and amendments thereto.

Further, the Government of India has announced the Union Budget for Fiscal 2024 and the Finance Act, 2023, which was notified on the e-Gazette on March 31, 2023. The Finance Act, 2023 introduced various amendments to taxation laws in India. We cannot predict whether any amendments made pursuant to the Finance Act, 2023 would have any adverse effect on our business, financial condition, future cash flows and results of operations. In addition, unfavorable changes in or interpretations of existing, or the promulgation of new laws, rules and regulations including foreign investment laws governing our business, operations and group structure could result in us being deemed to be in contravention of such laws or may require us to apply for additional approvals. We may incur increased costs relating to compliance with such new requirements, which may also require management time and other resources, and any failure to comply may adversely affect our business, results of operations and prospects. Uncertainty in the applicability, interpretation or implementation of any amendment to, or change in, governing law, regulation or policy, including by reason of an absence, or a limited body, of administrative or judicial precedent may be time consuming as well as costly for us to resolve and may affect the viability of our current business or restrict our ability to grow our business in the future.

We cannot predict whether any new tax laws or regulations impacting our services will be enacted, the likely nature and impact of the specific terms of any such laws or regulations or whether, if at all, any laws or regulations would have an adverse effect on our business.

SECTION III – INTRODUCTION

THE ISSUE

This Issue has been authorized through a resolution passed by our Board at its meeting held on November 30, 2023 pursuant to Section 62(1)(a) of the Companies Act.

The following is a summary of this Issue, and it should be read in conjunction with, and is qualified entirely by, the information set out in the chapter titled "***Terms of the Issue***" on page 249 of this Draft Letter of Offer.

Equity Shares proposed to be issued	Up to [●] Rights Equity Shares
Rights Entitlements	[●] ([●]) Rights Equity Share for every [●] fully paid-up Equity Share(s) held on the Record Date
Record Date	[●]
Face value per Equity Shares	₹2 each
Issue Price per Rights Equity Share	₹[●] per Rights Equity Share (including a premium of ₹[●] per Rights Equity Share)
Issue Size	Up to ₹17,500 Lakhs* **Assuming full subscription*
Voting Rights and Dividend	The Equity Shares issued pursuant to this Issue upon being fully paid-up shall rank pari passu in all respects with the Equity Shares of our Company.
Equity Shares issued and subscribed prior to the Issue	70,45,42,970 Equity Shares of ₹2 each. ^@
Equity Shares paid up prior to the Issue	70,45,27,710 Equity Shares of ₹2 each. ^@
Equity Shares subscribed and paid-up after the Issue (assuming full subscription for and allotment of the Rights Shares)*	[●] Equity Shares of ₹2 each
Scrip Details	**ISIN:** INE197A01024 **BSE:** 513250 **NSE:** JYOTISTRUC
ISIN for Rights Entitlements:	**[●]**
ISIN for Rights Equity Shares	**[●]**
Use of Issue Proceeds	For details, please refer to "***Objects of the Issue***" on page 55 of this Draft Letter of Offer
Terms of the Issue	For details, please refer to "***Terms of the Issue***" on page 249 of this Draft Letter of Offer
Terms of Payment	For details, please refer to "***Terms of the Issue***" on page 249 of this Draft Letter of Offer

^In compliance with the Resolution Plan, Our Company, on May 12, 2023, allotted 7,00,00,000 equity shares at face value of Rs.2 each to Aion Jyoti LLC and Apollo Jyoti LLC in lieu of conversion of the Convertible Preference Shares. Our Company applied for an in-principal approval to the respective stock exchanges, approval for which is awaited.

@The difference in Issued capital and Paid-up capital, is due to non-receipt of subscription of ₹15,260 equity shares of ₹2/- each (3,052 Equity Shares of ₹10/ each) on rights issue basis.

**Subject to finalization of Basis of Allotment*

GENERAL INFORMATION

Our Company was incorporated as 'Jyoti Structurers Private Limited' on May 27, 1974, under the Companies Act, 1956 vide certificate of incorporation issued by the Registrar of Companies, Maharashtra. Subsequently, our Company was converted into a public limited company and the name of our Company was changed to 'Jyoti Structures Limited' pursuant to a fresh certificate of incorporation dated October 21, 1974 issued by the Registrar of Companies, Maharashtra.

Registered and Corporate Office of our Company
Valecha Chambers, 6th Floor,
New Link Road, Andheri West,
Mumbai, Maharashtra, 400053
Telephone: +91 22 40915000
E-mail: investort@jsl.co.in
Website: www.jyotistructures.in
Corporate Identity Number: L45200MH1974PLC017494
Registration Number: 017494

Changes in our Registered Office

There has been no change in the Registered Office of our Company in the last three fiscal years.

Address of the Registrar of Companies

Our Company is registered with the Registrar of Companies, Maharashtra at Mumbai, which is situated at the following address:

Registrar of Companies
100, Everest,
Marine Drive,
Mumbai, 400 002
Maharashtra, India

Board of Directors of our Company

Set forth below are the details of our Board as on the date of this Draft Letter of Offer:

Name	Age	Designation	Address	DIN
Rajendra Prasad Singh	75	Independent Director	A-1, PWO Housing Complex Sector 43, Gurgaon, 122002	00004812
Govind Prasad Saha	77	Independent Director	156, Ellett Road, Karaka, Road 1, Auckland, 2580, New Zealand	09256986
Monica Akhil Chaturvedi	56	Woman Independent Director	Bungalows No.1, Premium Tower, Lokhandwala Complex, Azad Nagar, Andheri West, Mumbai, Maharashtra, 400053	02193359
Abhinav Rishi Angirish	45	Non-Executive Director	B/1302, Redwood, Evershine Greens, New Link Road, Oshiwara, Andheri West, Mumbai, Maharashtra, 400053	1323243
Abdul Hameed Khan	45	Whole-time Director and Chief Executive Officer	1202 Rizvi Oak, A-Wing, Sadguru Wamanrao Pai Road, Near Times of India. Malad East, Mumbai	09508070

Company Secretary and Compliance Officer

Sonali Krishanji Gaikwad, is the Company Secretary and Compliance Officer of our Company. Her contact details are set forth hereunder.

Sonali Krishanji Gaikwad
Valecha Chambers, 6th Floor,
New Link Road, Andheri West,
Mumbai, Maharashtra, 400053
Telephone: +91 22 40915000
E-mail: investor@jsl.co.in

Statutory Auditors of our Company

M/s. G.P. Sharma & Co. .LLP
A 702-703, Crystal Plaza,
New Link Road, Andheri (West),
Mumbai – 400053
Telephone Number: 022 26733728
E-mail: utkarsh.sharma@gpsharma.com/ gpsharma_2006@yahoo.co.in
Contact Person: Utkarsh Sharma
Membership No.: 147906
Firm Registration Number: 100957W/W100247
Peer Review Certificate Number: 014394

Change in Statutory Auditors

There has been no change in the statutory auditors of our Company during the last three years preceding the date of filing of this Draft Letter of Offer.

Lead Manager to the Issue

Arihant Capital Markets Limited
1011, Solitaire Corporate Park
Bldg no -10, 1st Floor,
Guru Hargovindji Road, Chakala,
Andheri (East), Mumbai, 400093
Telephone: +91 22 4225 4800
E-mail: mbd@arihantcapital.com
Website: www.arihantcapital.com
Investor grievance E-mail: mbd@arihantcapital.com
Contact Person: Amol Kshirsagar / Satish Kumar P.
SEBI Registration No.: INM000011070

Legal Advisor to the Issue

Rajani Associates, Advocates and Solicitors
204-207, Krishna Chambers,
59, New Marine Lines,
Mumbai - 400 020, Maharashtra, India
Telephone: +91 22 4096 1002
E-mail: sangeeta@rajaniassociates.net
Contact Person: Sangeeta Lakhi

Registrar to the Issue and Share Transfer Agent

Bigshare Services Private Limited
Office No S6-2, 6th Floor,
Pinnacle Business Park,
Next to Ahura Centre,
Mahakali Caves Road,
Andheri (East) Mumbai 400 093
Telephone: +91 22 6263 8200
Email: rightsissue@bigshareonline.com
Website: www.bigshareonline.com
Investor Grievance E-mail: investor@bigshareonline.com
Contact Person: Suraj Gupta
SEBI Registration No.: INR000001385
Website URL: https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=10

Investors may contact the Registrar or our Company Secretary and Compliance Officer for any pre-Issue or post-Issue related matter. All grievances relating to the ASBA process may be addressed to the Registrar, with a copy to the SCSBs, giving full details such as name, address of the Applicant, contact number(s), E-mail address of the sole/ first holder, folio number or demat account number, number of Rights Equity Shares applied for, amount blocked, ASBA Account number and the Designated Branch of the SCSB where the Application Form or the plain paper application, as the case may be, was submitted by the Investors along with a photocopy of the acknowledgement slip. For details on the ASBA process, refer chapter titled "***Terms of the Issue***" on page 249 of this Draft Letter of Offer.

Experts

Except as stated below, our Company has not obtained any expert opinion:

Our Company has received a written consent dated November 30, 2023 from our Statutory Auditors, M/s. G. P. Sharma & Co. LLP, to include their name in this Draft Letter of Offer and as an "expert", as defined under Section 2(38) of the Companies Act 2013, to the extent and in their capacity as statutory auditors of our Company and in respect of the inclusion of the Audited Consolidated Financial Statements of the Company for the fiscal year 2023 and the report thereon dated November 30, 2023.

Our Company has received written consent dated November 30, 2023 from M/s. G. P. Sharma & Co. LLP, to include their name in this Draft Letter of Offer, as an "expert" as defined under Section 2(38) of the Companies Act in respect of the Statement of Possible Special Tax Benefits dated December 15, 2023 available to our Company and its Shareholders, issued by them in their capacity as statutory auditors to our Company and such consent has not been withdrawn as at the date of this Draft Letter of Offer.

Our Company has received written consent dated December 14, 2023 from M/s. Mahendra R. Kothari, to include their name in this Draft Letter of Offer, as an "expert" as defined under Section 2(38) of the Companies Act in their capacity as the independent chartered engineer regarding capacities of the manufacturing facilities of the Company such consent has not been withdrawn as on the date of this Draft Letter of Offer.

Banker to the Issue

[●]

Self-Certified Syndicate Banks

The list of banks that have been notified by SEBI to act as SCSBs or the ASBA Process is provided at the website of SEBI https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34 and updated from time to time. For a list of branches of the SCSBs named by the respective SCSBs to receive the ASBA Forms from the Designated Intermediaries, please refer to the above-mentioned link.

Inter-se Allocation of Responsibilities

Arihant Capital Markets Limited is the sole Lead Manager to the Issue and all the responsibilities pertaining to co-ordination and other activities, in relation to the Issue, shall be performed by them.

Credit Rating

As the proposed Issue is of Rights Equity Shares, the appointment of a credit rating agency is not required.

Debenture Trustees

As the proposed Issue is of Rights Equity Shares, the appointment of a debenture trustee is not required.

Monitoring Agency

Our Company will appoint a monitoring agency, in accordance with Regulation 82 of the SEBI ICDR Regulations, prior to filing of the Letter of Offer with the Stock Exchanges.

Appraising Entity

None of the purposes for which the Net Proceeds are proposed to be utilized have been financially appraised by any banks or financial institution or any other independent agency.

Underwriting

The Issue is not underwritten.

Issue Schedule

The subscription will open upon the commencement of the banking hours and will close upon the close of banking hours on the dates mentioned below:

Particulars	Day, Date
Last Date for credit of Rights Entitlements	[●]
Issue Opening Date	[●]
Last Date for On Market Renunciation of Rights Entitlements#	[●]
Issue Closing Date*	[●]
Finalization of Basis of Allotment (on or about)	[●]
Date of Allotment (on or about)	[●]
Date of credit (on or about)	[●]
Date of listing (on or about)	[●]

#Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncees on or prior to the Issue Closing Date.

**Our Board or the Rights Issue Committee thereof, will have the right to extend the Issue Period as it may determine from time to time, provided that the Issue will not remain open in excess of 30 (thirty) days from the Issue Opening Date (inclusive of the Issue Opening Date). Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date.*

The above schedule is indicative and does not constitute any obligation on our Company or the Lead Manager.

Please note that if Eligible Equity Shareholders holding Equity Shares in physical form as on the Record Date, have not provided details of their demat accounts to our Company or to the Registrar, they are required to provide their demat account details to our Company or the Registrar no later than 2 (two) Working Days prior to the Issue Closing Date, i.e., [●] to enable the credit of the Rights Entitlements by way of transfer from the demat suspense escrow account to their respective demat accounts, at least one day before the Issue Closing Date, i.e., [●].

Investors are advised to ensure that the Applications are submitted on or before the Issue Closing Date. Our Company, the Lead Manager or the Registrar to the Issue will not be liable for any loss on account of non-submission of Applications on or before the Issue Closing Date. Further, it is also encouraged that the Applications are submitted well in advance before the Issue Closing Date. For details on submitting Application Forms, please refer to "***Terms of the Issue – Procedure for Application***" on page 261 of this Draft Letter of Offer.

Please note that if no Application is made by the Eligible Equity Shareholders of Rights Equity Shares on or before Issue Closing Date, such Rights Entitlements shall get lapsed and shall be extinguished after the Issue Closing Date. No Rights Equity Shares for such lapsed Rights Entitlements will be credited, even if such Rights Entitlements were purchased from the market and the purchaser will lose the amount paid to acquire the Rights Entitlements. Persons who are credited the Rights Entitlements are required to make an Application to apply for Equity Shares offered under Rights Issue for subscribing to the Equity Shares offered under Issue.

The details of the Rights Entitlements with respect to each eligible Equity Shareholder may be accessed by such respective Eligible Equity Shareholder on the website of the Registrar at https://www.bigshareonline.com/ after keying in their respective details along with other security control measures implemented thereat. For further details, please refer to "***Terms of the Issue – Credit of Rights Entitlements in demat accounts of Eligible Equity Shareholders***" on page 264 of this Draft Letter of Offer.

Filing

This Draft Letter of Offer has been filed with SEBI for its observations, at SEBI Bhavan, Plot No. C4-A, G Block, Bandra Kurla Complex, Bandra (East), Mumbai 400 051, Maharashtra, India and through the SEBI intermediary portal at siportal.sebi.gov.in in terms of the SEBI circular bearing reference no. SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018, and with the Stock Exchanges. After SEBI gives its observations, the Letter of Offer will be filed with SEBI and the Stock Exchanges per the provisions of the SEBI ICDR Regulations

Minimum Subscription

Since, the objects of the Issue involve financing other than financing of capital expenditure for a project and our Company being a professionally managed company having no identifiable promoter, the requirement of minimum subscription in the Issue as mandated under Regulation 86 of the SEBI ICDR Regulations is not applicable.

CAPITAL STRUCTURE

The share capital of our Company, as at the date of this Draft Letter of Offer, and details of the Equity Shares proposed to be issued in the Issue, and the issued, subscribed and paid-up share capital after the Issue, are set forth below:

(₹ in lakhs, except shares data)

Particulars	Aggregate value at face value	Aggregate value at Issue Price
AUTHORIZED SHARE CAPITAL		
93,15,00,000 Equity Shares of ₹2/- each#	18,630#	NA
ISSUED AND SUBSCRIBED SHARE CAPITAL BEFORE THE ISSUE		
70,45,42,970 Equity Shares of ₹2 each^@	140,90.86#	NA
PAID-UP SHARE CAPITAL BEFORE THE ISSUE		
70,45,27,710 Equity Shares of ₹2 each^@	140,90.55#	NA
PRESENT ISSUE IN TERMS OF THIS DRAFT LETTER OF OFFER(1)		
Up to [●] Rights Equity Shares at a premium of ₹[●] per Rights Equity Share, i.e., at an Issue Price of ₹[●] per Rights Equity Share(2)	[●]	[●]
ISSUED, SUBSCRIBED AND PAID UP SHARE CAPITAL AFTER THE ISSUE(3)		
[●] Equity Shares of ₹2 each	[●]	[●]
SUBSCRIBED AND PAID-UP EQUITY SHARE CAPITAL		
[●] Equity Shares of ₹2 each fully paid-up	[●]	
[●] Equity Shares of ₹2 each partly paid-up	[●]	
SECURITIES PREMIUM ACCOUNT		
Before the Issue		39,553.82
After all Calls made in respect of Rights Shares		[●]*

(1)The Issue has been authorized by a resolution of our Board of Directors passed at its meeting held on November 30, 2023. The terms of the Issue including the Record Date and Rights Entitlement Ratio, have been approved by the [●] at their meeting held on [●],2023.

(2)Entire amount of Rs.[●] per Equity Share (including premium of Rs.[●] per Equity Share) is required to be paid at the time of application under the Rights Issue.

(3)Assuming full subscription by the Eligible Equity Shareholders of the Rights Equity Shares.

^In compliance with the Resolution Plan, Our Company, on May 12, 2023, allotted 7,00,00,000 equity shares at face value of Rs.2 each to Aion Jyoti LLC and Apollo Jyoti LLC in lieu of conversion of the Convertible Preference Shares. Our Company applied for an in-principal approval to the respective stock exchanges, approval for which is awaited. It is, therefore, a difference in the issued and paid-up capital of the Company. The paid-up share capital mentioned on the Stock Exchanges is 70,45,27,710 Equity Shares.

@The difference in Issued capital and Paid-up capital, is due to non-receipt of subscription of 15,260 equity shares of ₹2/- each (3,052 Equity Shares of ₹10/ each) in rights issue basis.

**Subject to finalization of Basis of Allotment and Allotment of Rights Equity Shares.*

 # Shareholders of our Company, in the Extraordinary General Meeting (EGM) held, December 12, 2023 approved the following agendas:

i. to issue 6,07,50,000 convertible warrants on preferential basis at a price of ₹13.20 each with a right to apply for and allotted for 1 (one) Equity Share of face value of ₹2/- each of the company at a price of Rs. 13.20 per Equity Share, including premium of Rs. 11.20 per Equity Share, to the following proposed allottees:

Name of the proposed allottee	*Number of warrants*
Ruchi Gupta	*30,00,000*
RSP Ventures	*50,00,000*
Mayank Subhash Rathod	*25,00,000*
Mangala Subhash Rathod	*25,00,000*
Saajan Subhash Rathod	*25,00,000*
Sahi Trading Pvt. Ltd.	*25,00,000*
Shakun Impex Pvt. Ltd.	*50,00,000*
Bengal Finance and Investment Pvt. Ltd.	*1,80,00,000*

Name of the proposed allottee	*Number of warrants*
Ashish Kacholia	*1,80,00,000*
Sanjeev Aggarwal	*7,50,000*
Gajanand Agrawal	*10,00,000*

ii. *to issue 1,34,00,000 Equity Shares of face value ₹2/- at a price of ₹13.20/- (including a premium of ₹11.20/- per Equity Share) aggregating to ₹1,768.80 lakhs on preferential basis to the following proposed allottees:*

Name of the proposed allottee	*Number of warrants*
Ruchi Gupta	*20,00,000*
RSP Ventures	*25,00,000*
Bengal Finance & Investment Pvt. Ltd.	*44,00,000*
Ashish Kacholia	*44,00,000*
Gajanand Agarwal	*1,00,000*

iii. *To increase in authorized Share Capital of the company to ₹19,630.00 lakhs Equity Shares divided into 98,15,00,000 Equity Shares of ₹2/- each, ranking pari-passu in all respect with the existing Equity Shares of the Company.*

The Issue of the Warrants and the Equity Shares on preferential basis as stated above are subject to the approval of the shareholders of our Company and requisite approval of the Stock Exchanges.

The Company has made an application to the Stock Exchanges seeking their in-principle approval for the above preferential issue and their approval is awaited. Assuming the receipt of Stock Exchange approvals, and assuming full conversion of the warrants into Equity Shares, the capital structure of our Company would be as under:

Existing paid-up capital	*70,45,27,710 Equity shares of ₹2/- each aggregating to ₹14,090.55 lakhs*
Post-preferential issue (assuming full conversion of the Warrants)	*77,86,77,710 Equity Shares of ₹2/- each aggregating to ₹15,573.55 lakhs*
Post Rights Issue (assuming full subscription by the shareholders)	*[●] Equity Shares of Rs. 2/- each aggregating to Rs. [●]*

Notes to the Capital Structure

1. **Shareholding Pattern of our Company as per the last quarterly filing with the Stock Exchange, in compliance with the SEBI Listing Regulations:**

   (i) The shareholding pattern of our Company, as on September 30, 2023, can be accessed on the website of the BSE at https://www.bseindia.com/stock-share-price/jyoti-structures-ltd/jyotistruc/513250/shareholding-pattern/ and at NSE https://www.nseindia.com/companies-listing/corporate-filings-shareholding-pattern?symbol=JYOTISTRUC&tabIndex=equity

   (ii) The statement showing holding of Equity Shares of persons belonging to the category "*Public*" including shareholders holding more than 1% of the total number of Equity Shares as on September 30, 2023, can be accessed on the website of the BSE at https://www.bseindia.com/stock-share-price/jyoti-structures-ltd/jyotistruc/513250/shareholding-pattern/ and at NSE https://www.nseindia.com/companies-listing/corporate-filings-shareholding-pattern?symbol=JYOTISTRUC&tabIndex=equity

2. **Intention and extent of participation by the promoter and promoter group in the issue with respect to their rights entitlement and the intention to subscribe over and above their rights entitlement**

   Our Company is professionally managed Company with no identifiable promoter and hence not applicable.

3. **The statement showing holding of Equity Shares of the Promoters and Promoter Group including details of lock-in, pledge of and encumbrance thereon, as on September 30, 2023.**

   Since Our Company is a professionally managed company and does not have any identifiable promoters, the Promoter and Promoter Group shareholding is considered as Nil.

   Our Company has on June 25, 2021, received an approval from BSE & NSE for Reclassification of following Promoter Shareholder(s) from “Promoter and Promoter Group” to “Public” category as per regulation 31A of Securities and Exchange Board of India (Listing Obligation Disclosure Requirements) Regulations, 2015 (SEBI (LODR) Regulations) pursuant to Resolution Plan approved by NCLT.

4. **Details of options and outstanding instruments as on the date of this Draft Letter of Offer**

Except as stated below there are no outstanding options or convertible securities, including any outstanding warrants or rights to convert debentures, loans or other instruments convertible into our Equity Shares as on the date of this Draft Letter of Offer.

Compulsorily Convertible Preference Shares

Our Company at its Board Meeting held on May 12, 2023 has allotted 5,14,70,589 and 1,85,29,411 Equity Shares of ₹2/- each to Aion Jyoti LLC and Apollo Jyoti LLC, respectively upon conversion of 7,00,00,000 compulsorily convertible preference shares. The Company has applied for the in-principle approval to BSE and the NSE and we await the approvals from the Stock Exchanges for the same.

Employee Stock Option Scheme 2021

Our Company Pursuant to a resolution dated March 25, 2022 passed by our Board of Directors approved the ‘JSL Employee Stock Option Scheme. 2021 (“**JSL ESOS 2021**”) for employees who qualify for issue of Options under the scheme and fulfils the conditions as decided by the Nomination and Remuneration Committee (“**NRC**”) or who is nominated by the NRC at its sole discretion. The details of JSL ESOS 2021 have been mentioned below:

Total Number of Options	Options Granted	Options Vested	Options Exercised	Options lapsed/ expired	Options forfeited	Total options outstanding	Options Vested
30,51,500	30,51,500	30,51,500	June 12, 2024	-	-	-	-
59,98,000	59,98,000	59,98,000	July 18, 2024	-	-	-	-
3,47,000	3,47,000	3,47,000	October 16, 2024	-	-	-	-

Convertible Warrants

The shareholders of our Company have in its EGM held on December 12, 2023, approved inter-alia issue of 6,07,50,000 convertible warrants on preferential basis at a price of ₹13.20/- each with a right to apply for and allotted for 1 (one) Equity Share of face value of ₹2/- each of the company at price of Rs. 13.20 per Equity Share, including premium of Rs. 11.20 per Equity Share, which shall be subject to lock-in as per SEBI (ICDR) to the following proposed allottees:

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

5. The ex-rights price of the Equity Shares as per Regulation 10(4)(b) of SEBI SAST Regulations is ₹[●].

6. No Equity Shares held by our Promoters and Promoter Group are locked-in, pledged or encumbered as on date of this Draft Letter of Offer

7. Since Our Company is a professionally managed company and does not have any identifiable promoters, the Promoter and Promoter Group shareholding is considered as Nil.

8. At any given time, there shall be only one denomination of the Equity Shares of our Company.

9. All Equity Shares are fully paid-up and there are no partly paid-up Equity Shares as on the date of this Draft Letter of Offer. Further, the Rights Equity Shares. For further details on the terms of the Issue, please see "***Terms of the Issue***" on page 249 .

10. Except for the issue of any Equity Shares or options/units pursuant to JSL ESOS 2021 and the preferential shares approved by the Shareholders at the EGM dated December 12, 2023, there will be no further issue of Equity Shares whether by way of a public issue, qualified institutions placement, issue of bonus shares, preferential allotment, rights issue or in any other manner during the period commencing from filing of this Letter of Offer with SEBI and Stock Exchanges until the Equity Shares have been listed on the Stock Exchanges, or all application monies have been refunded, as the case may be

RESOLUTION PLAN

Our Company has undergone a corporate insolvency resolution process ("**CIRP**") and the resolution plan dated March 25, 2018, amended on March 25, 2019 ("**Resolution Plan**") was approved by the Committee of Creditors ("**CoC**") with a majority of 81.39% and subsequently approved by the NCLT, Mumbai Bench on March 27, 2019. The Resolution Plan was implemented on November 9, 2021.

I. Key Highlights of the Resolution Plan

A. Fund Infusions / Investment by Proposed Investors

1. Our Company issued 4250 lakhs fully paid-up equity shares to the Proposed Investors at ₹4 per share aggregating to ₹17000 lakhs. The Equity Shares issued to the Resolution Applicant is locked-in till such time the entire amount under the Resolution Plan is paid to the Secured Financial Creditors. The Equity Shares issued to persons other than the Resolution Applicant are locked-in for one (1) year or three (3) years from date of issue of the Equity Shares

2. On commencement of the Corporate Insolvency Resolution Process (CIRP), the then board of directors of our Company was suspended and the Resolution Professional was, during the CIRP, vested with all rights, powers, duties and privileges of the board of directors of our Company. Upon approval of the Final Resolution Plan, a new board of directors was constituted, which comprise nominees of the Proposed Investors and few independent directors.

B. Debt Restructuring

As per NCLT Approved Resolution Plan:

1. a sum of Rs. ₹3,67,400 lakhs to the Secured Financial Creditors over a period of 12 years. In addition, the Approved Resolution Plan provided that any bank guarantee invoked up to implementation of the Approved Resolution Plan, the same will be added to fund based debt extended by the issuing bank and will be serviced on the same basis and terms along with the restructured repayment schedule;
2. The of the Approved Resolution Plan provides that the Company will have the right to prepay the restructured debt owed to the Financial Creditors at the NPV of the principal outstanding. Further, the assenting secured financial creditors were issued 1,000 lakhs equity shares as part of their settlement;
3. The bank guarantees (BGs (LCs) limits were to be rolled over;
4. The Approved Resolution Plan emphasizes the importance of rollover of these BG and LC facilities for EPC business and the linkage between such rollover, growth of revenue and margin for the Company, which are crucial for meeting debt repayment commitments;
5. The statutory liabilities and dues to workmen and employees were restructured;
6. The Operational Creditors and the Unsecured Financial Creditors were restructured;
7. The secured creditors, Aion Jyoti LLC and Apollo Jyoti LLC opted to settle a significant part of their debt for issue of 7 crores compulsorily convertible preference shares to be converted into seven (7) crores fully paid-up shares of our Company. The conversion into equity shares has since then taken place.

C. The Payment of Restructured Debt is as follows:

1. Secured Financial Creditors: ₹3,67,400 lakhs, over a period of 12 years with details described in B1 and B2 above;
2. Workmen and Employees: ₹14,743 lakhs over a period of 5 years;
3. Statutory Liabilities: ₹1,100 lakhs in 7 years from the 6th to 12th year;
4. Operational Creditors: ₹11,500 lakhs in 7 years;
5. Unsecured Financial Creditors: ₹1000 lakhs in 7 years from the 6th to 12th year.

No payment to be made to any person other than the claims and settlements that have been set out under the Final Resolution Plan.

Our Company has made the upfront payment to the financial creditors as per the Approved Resolution Plan and has sought exclusion from the NCLT for the time period and compliance thereof with regard to first year payment as per the Approve Resolution Plan.

As per NCLT Approved Resolution plan, our Company has the right to prepay the debts to the Secured Financial Creditors at the Net Present Value and the restructured debt to financial and other creditors. Our Company also has the right to raise additional equity capital and raise debt.

All litigations against our Company, the Founder Promoters, guarantors, directors and employees of our Company, related to matters that are addressed as per the Resolution Plan are to be withdrawn AND All penalties imposed on, or otherwise applicable to our Company for offences / non-compliances and / or events related to our Company are to be waived.
Our Company is now controlled by board of directors and is professionally managed, without any identifiable promoter and a Revival Committee has been constituted

OBJECTS OF THE ISSUE

The Net Proceeds from the Issue are proposed to be utilized towards the following objects:

(A) Payment of NCLT approved resolution plan dues
(B) Meeting costs, expenses, charges and other payment commitments / obligations including margin requirements associated with financing to be raised from banks and financial institutions for the operations of the Company.
(C) General corporate purposes

The main objects clause and the objects ancillary to the main objects clause of our Memorandum of Association enables us to undertake our existing business activities and the activities proposed to be funded from the Net Proceeds.

Issue Proceeds

The details of the Issue Proceeds are set forth in the table below:

(₹ in lakhs)

Particulars	Amount
Gross Proceeds #	17,500
Less: Issue Expenses ##	[●]
Net Proceeds	[●]

 # assuming full subscription in the Issue and subject to finalization of the Basis of Allotment and to be adjusted per the Rights Entitlement ratio
to be finalized upon determination of the Issue Price and updated in the Letter of Offer

Utilisation of Net Proceeds

The Net Proceeds are proposed to be used as under:

(₹ in lakhs)

Particulars	Amount
Payment of NCLT approved resolution plan dues	6,500
Meeting costs, expenses, charges and other payment commitments / obligations including margin requirements associated with financing to be raised from banks and financial institutions for the operations of the Company.	6,000
General Corporate Purposes*	[●]
Total net proceeds	[●]

**The amount to be utilized for general corporate purposes will not exceed 25% of the Gross Proceeds.*

Means of Finance

The funding requirements mentioned above are based on our Company's internal management estimates and have not been appraised by any bank, financial institution or any other external agency. They are based on current circumstances of our business and our Company may have to revise these estimates from time to time on account of various factors beyond our control, such as market conditions, competitive environment and interest or exchange rate fluctuations. Consequently, our Company's funding requirements and deployment schedules are subject to revision in the future at the discretion of our management, subject to applicable law. If additional funds are required for the purposes as mentioned above, such requirement may be met through internal accruals, additional capital infusion, debt arrangements or any combination of them, subject to compliance with applicable laws.

The fund requirements set out above are proposed to be entirely funded from the Net Proceeds. Accordingly, we confirm that there are no requirements to make firm arrangements of finance under Regulation 62(1)(c) of the SEBI ICDR Regulations through verifiable means towards 75% of the stated means of finance, excluding the amount to be raised from the Issue.

Brief background on the Resolution Plan

The Company successfully underwent resolution under Insolvency and Bankruptcy Code, 2016 and the NCLT Approved Resolution Plan was implemented on November 09, 2021. The Resolution Plan inter alia, stipulates payment to various creditors. The company is not individual or family run. It is Board controlled, professionally managed.

Proposed utilization and schedule of deployment of funds

Our Company proposes to deploy the Net Proceeds for the aforesaid purposes in accordance with the estimated schedule of implementation and deployment of funds set forth in the table below:

(₹ in lakhs)

Particulars	Amount proposed to be funded from Net Proceeds	Deployment Schedule	
		In FY 2023-24	**FY 2024-25**
Payment of NCLT approved resolution plan dues	6,500	6,500	[●]
Meeting costs, expenses, charges and other payment commitments/obligations including margin requirements associated with financing to be raised from banks and financial institutions for the operations of the Company.	6,000	6,000	[●]
General Corporate Purposes*	[●]		[●]
Total net proceeds	[●]		[●]

** The amount to be utilised for general corporate purposes will not exceed 25% of the Gross Proceeds*

The funding requirement and the deployment of the Net Proceeds is based on Resolution Plan approved by the NCLT to the extent of payment of resolution plan dues. The proposed deployment of Net Proceeds towards General Corporate Purposes will be as per internal management estimates and not appraised by any bank or financial institution or any other independent agency.

Subject to applicable law, if the actual utilisation towards any of the objects is lower than the proposed deployment such balance will be used for future growth opportunities including general corporate purposes to the extent that the total amount to be utilized towards general corporate purposes will not exceed 25% of the gross proceeds from the Offer in accordance with the SEBI ICDR Regulations. For further details, see the *"Risk Factors –Our management will have broad discretion over the use of the Net Proceeds, including interim use of the Net Proceeds, and there is no assurance that the objects of the Issue will be achieved within the time frame expected or at all, or that the deployment of the Net Proceeds in the manner intended by us will result in any increase in the value of your investment. Any variation in the utilisation of the Net Proceeds or in the terms of any contract as disclosed in this Draft Letter of Offer would be subject to certain compliance requirements, including prior shareholders' approval"*.

In the event that the estimated utilization of the Net Proceeds in a scheduled Fiscal Year is not completely met (in full or in part), due to factors such as (i) economic and business conditions; (ii) the timing of completion of the Issue; (iii) market conditions outside the control of our Company; and (iv) any other business and commercial considerations, the remaining Net Proceeds shall be utilized (in full or in part) in subsequent periods as may be determined by our Company, in accordance with applicable laws.

Further, in case of variations in the actual utilization of funds earmarked for the purposes set forth above, increased fund requirements for a particular purpose may be financed by surplus funds, if any, available in respect of the other purposes for which funds are being raised in the Issue.

In the event the Net Proceeds are not completely utilized for the purposes stated above and as per the estimated schedule of utilisation specified above, the same would be utilized in subsequent Financial Years for achieving the objects of the Issue.

Details of the Objects

The details of the Objects of the Issue are:

(A) Payment of NCLT approved resolution plan dues

As per the NCLT approved Resolution Plan, our Company is required to pay dues to Financial Creditors, Operational Creditors, Employee Creditors and others over a period of 12 years, as applicable. The Company plans to pay dues to the extent of ₹6,500 Lakhs out of the proceeds of Rights issue.

Following is the breakup of such payment out of the issue proceeds:

i) Secured Financial Creditors - ₹2,000 lakhs
ii) Employee creditors - ₹2,500 lakhs and
iii) Operational Creditors - ₹2,000 lakhs.

(B) Meeting costs, expenses, charges and other payment commitments/obligations including margin requirements associated with financing to be raised from banks and financial institutions for the operations of the Company.

Background:

Jyoti Structures Ltd. is an Engineering, Procurement, Construction (EPC) contracting company in the power transmission, distribution space across India and global markets. It offers a complete range of services include transmission lines and substations upto 800 kV & and rural electrification projects. The company has constructed over 31,000 circuit Km and over 1,800 bays of sub-stations, electrified over 37,325 villages and tested over 462 towers.

JSL has three manufacturing plants at Nashik and Raipur, with a combined manufacturing capacity of 1,16,160 MT of transmission line towers. It also has an in-house tower testing facility at Ghoti, Igatpuri, Maharashtra. Major current domestic clients of our Company include some of the established power transmission and distribution companies.

For bidding of projects as is customary in an EPC space, the company needs to provide bank guarantees to counterparties while bidding for projects. This is usually 1% of the Project value. Once a project is awarded the company needs to submit advance bank guarantee, which is in the range of 5% to 10% of the project value, performance guarantee for the project duration which is usually in the range to 10% of project value and after project completion, retention bank guarantee which is around 10% of the project value. The company also needs to give LC to suppliers of materials to the company for the project execution. The period of LC ranges from 90 days to 120 days. This typically entails costs, expenses, fees, charges and other payment commitments/obligations including margins, commissions etc.

The Company has already secured business of over ₹1,10,000 lakhs and is continuing to pursue further opportunities to benefit from the sector momentum.

List of major Order's received since November 2021:

(₹. in lakhs)

Sr	Project	LOA Value (Excl GST)
1)	MP II	12,637.39
2)	Khavda I	32,385.59
3)	66KV Mundra - I	3,904.58
4)	Mundra -II	3,626.37
5)	Khavda - II	17,072.81
6)	Goa & Karnataka Projects	20,093.42
7)	Gadag Phase - II	2,777.80

Sr	Project	LOA Value (Excl GST)
8)	FGH3-Bhadla	22,105.94
Total		**1,14,603.89**

The contract values are subject to change based on finally executed scope of work which is determined upon completion of contract.

The sector in which the company operates viz. EPC power transmission, distribution work is witnessing an exceptional period of demand due to the major investment in renewable power generation which needs power transmission and distribution to evacuate the power generated and significant strengthening of interstate transmission, replacement of ageing infrastructure in developed countries.

The Company is considering bidding for projects worth over ₹12,50,000 lakhs over the next two to three quarters. In order to tap into these potential business opportunities and to scale up the operations of the Company, resulting in growth of the revenue and margins of the Company, the Company is exploring avenues for raising requisite financing from banks and financial institutions.

(C) General Corporate Purposes

In terms of the SEBI ICDR Regulations, the extent of the Net Proceeds proposed to be used for general corporate purposes is estimated not to exceed 25% of the proceeds of the gross issue.

Our management will have flexibility in applying 25% of the proceeds of the gross issue towards general corporate purposes, including but not restricted to financing additional working capital requirements, capital expenditure, refurbishing of factory building, plant & machinery and allied equipment, and/or funding any shortfall in any of the abovementioned objects, meeting operational exigencies etc. or any other purpose as may be approved by our Board, subject to compliance with the necessary provisions of the applicable laws

The quantum of utilization of funds towards any of the purposes will be determined by the Board, based on the amount actually available under this head and the business requirements of our Company from time to time.

Expenses of the present Issue

The estimated Issue related expenses are as follows :

(₹ in lakhs)

Particulars	Expenses	% in Total Issue of expense	% of Total Issue Size
Fees payable to Lead Managers (including brokerage and selling commission)	[●]	[●]	[●]
Fees payable to the Registrar to the Issue	[●]	[●]	[●]
Fees payable to the auditors, consultants and market research firms to the Issue	[●]	[●]	[●]
Fees payable to regulators, including Stock Exchanges, SEBI, depositories and other statutory fee	[●]	[●]	[●]
Printing and stationery	[●]	[●]	[●]
Advertising and marketing expenses	[●]	[●]	[●]
Fee payable to legal counsels and other professional service providers	[●]	[●]	[●]
Miscellaneous	[●]	[●]	[●]
Total	**[●]**	[●]	[●]

Interim use of Net Proceeds

Our Company, will have the flexibility to deploy the Net Proceeds towards the Objects outlined above. Pending utilization for the purposes described above, our Company will deposit the Net Proceeds only with scheduled commercial banks included in the second schedule of the RBI Act as may be approved by our Board or Committee. In accordance with Section 27 of the Companies Act, 2013, our Company confirms that it shall not use the Net Proceeds for buying, trading or otherwise dealing in the equity shares of any other listed company or for any investment in equity markets.

Monitoring of utilisation of funds

Our Company shall appoint a Monitoring Agency for the Issue prior to the filing of the Letter of Offer to monitor the utilization of the Net Proceeds and the Monitoring Agency shall submit a report to our Board as required under Regulation 82 of the SEBI ICDR Regulations. Our Company will disclose the utilization of the Net Proceeds under a separate head in our balance sheet along with the relevant details, for all such amounts that have not been utilized. Our Company will indicate instances, if any, of unutilized Net Proceeds in the balance sheet of our Company for the relevant Financial Years subsequent to receipt of listing and trading approvals from the Stock Exchanges

Pursuant to SEBI LODR Regulations, our Company shall on a quarterly basis disclose to the Audit Committee the uses and application of the Net Proceeds. The Audit Committee shall make recommendations to our Board for further action, if appropriate. Our Company shall, on an annual basis, prepare a statement of funds utilised for purposes other than those stated in this Draft Letter of Offer and place it before our Audit Committee. Such disclosure shall be made only until such time that all the Net Proceeds have been utilised in full. The statement shall be certified by the Statutory Auditor. Further, in accordance with Regulation 32 of the SEBI LODR Regulations, our Company shall furnish to the Stock Exchanges on a quarterly basis, a statement indicating (i) deviations, if any, in the actual utilisation of the Net Proceeds from the Objects of the Issue as stated above; and (ii) details of category wise variations in the actual utilisation of the Net Proceeds from the Objects of the Issue as stated above. This information will also be published in newspapers simultaneously with the interim or annual financial results of our Company and explanation for such variation (if any) will be included in our Director's Report after placing such information before our Audit Committee.

Bridge Financing Facilities

Our Company has not raised any bridge loans from any bank or financial institution as on the date of this Draft Letter of Offer, which are proposed to be repaid from the Net Proceeds.

Appraising Entity

The issue proceeds will be used for making payment of NCLT approved resolution plan dues and for meeting costs, expenses, charges and other payment commitments/obligations including margin requirements associated with financing to be raised from banks and financial institutions for the operations of the Company. The amount to be deployed towards the Objects of the Issue are based on management estimates and have not been appraised by any bank/ financial institution or independent agency.

Strategic or Financial Partners

There are no strategic or financial partners to the Objects of the Issue.

Other Confirmations

No part of the Net Proceeds will be paid by us as consideration to our Directors and Key Managerial Personnel, except in the normal course of business and in compliance with applicable laws. Our Company has not entered into and is not planning to enter into any arrangement/ agreements with our Directors and Key Managerial Personnel in relation to the utilisation of the Net Proceeds. Further, except in the ordinary course of business, there is no existing or anticipated interest of such individuals and entities in the objects of the Issue as set out above.

STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS

The Board of Directors,
Jyoti Structures Limited
6th Floor, Valecha Chambers,
New Link Road, Andheri (W),
Mumbai, Maharashtra, India - 400053.

Arihant Capital Markets Limited
1011 Solitaire Corporate Park
Bldg No. -10, 1st Floor,
Guru Hargovindji Road, Chakala,
Andheri (East),
Mumbai - 400093

(Arihant Capital Markets Limited referred to as the **"Lead Manager"**)

Dear Sir/Ma'am,

Re: Proposed rights issue of equity shares of face value of Rs. 2/- each ("Equity Shares") of Jyoti Structures Limited ("Company" and such rights issue, the "Issue").

We report that the enclosed statement in the **Annexure**, states the possible special tax benefits under direct tax laws i.e. Income-tax Act,1961 and Income tax Rules, 1962 including amendments made by the Finance Act, 2022 (hereinafter referred to as "**Income Tax Laws**") , and indirect tax laws i.e. the Central Goods and Services Tax Act, 2017, Integrated Goods and Services Tax Act, 2017, respective State Goods and Services Tax Act, 2017, Customs Act, 1962, Customs Tariff Act, 1975 (hereinafter referred to as **"Indirect Tax Laws")** as amended, including the relevant rules and regulations, circulars and notifications issued there under, available to the Company and its shareholders. Several of these benefits are dependent on the Company, its shareholders as the case may be, fulfilling the conditions prescribed under the relevant provisions of the statute. Hence, the ability of the Company, its shareholders to derive the special tax benefits is dependent upon their fulfilling such conditions, which based on business imperatives the Company and its shareholders faces in the future, the Company and its shareholders may or may not choose to fulfill.

The benefits discussed in the enclosed Statement cover only special tax benefits available to the Company and to the shareholders of the Company and are not exhaustive and do not cover any general tax benefits available to the Company or its shareholders. The tax benefits listed herein are only the possible special tax benefits which may be available under the current direct and indirect tax laws presently in force in India. Further, any benefits available under any other laws within or outside India have not been examined and covered by this Statement.

The benefits discussed in the enclosed Statement in the **Annexure** are not exhaustive. The preparation of the contents stated in the Annexure is the responsibility of the Company's management. This statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the Issue. Neither are we suggesting nor advising the investor to invest in the Issue based on this statement.

We have conducted our examination in accordance with the '*Guidance Note on Reports or Certificates for Special Purposes (Revised 2016)'* ***('the Guidance Note')*** issued by the Institute of Chartered Accountants of India ('ICAI'). The Guidance Note requires that we comply with ethical requirements of the Code of Ethics issued by the ICAI. We confirm that while providing this certificate, we have complied with the Code of Ethics issued by the Institute of Chartered Accountants of India. We also have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, '*Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements,*' issued by the ICAI.

We do not express any opinion or provide any assurance as to whether:

(i) The Company or its shareholders will continue to obtain these benefits in future; or

(ii) The conditions prescribed for availing the benefits, where applicable, have been/would be met with.

The contents of the enclosed statement are based on information, explanations and representations obtained from the Company and on the basis of our understanding of the business activities and operations of the Company. Our views expressed herein are based on the facts and assumptions indicated to us. No assurance is given that the revenue authorities/courts will concur with the views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to change from time to time. We do not assume responsibility to update the views consequent to such changes. We shall not be liable to the Company for any claims, liabilities or expenses relating to this assignment. We will not be liable to any other person in respect of this Statement.

We also consent to the references to us as "Experts" as defined under Section 2(38) of the Companies Act, 2013, read with Section 26(5) of the Companies Act, 2013 to the extent of the certification provided hereunder and included in the Draft Letter of Offer and the Letter of Offer "(**Offer Documents**") of the Company or in any other documents in connection with the Issue.

We hereby give consent to include this statement of special tax benefits in the Offer Documents and in any other material used in connection with the Issue.

This certificate is issued for the sole purpose of the Issue, and can be used, in full or part, for inclusion in the Offer Documents and any other material used in connection with the Issue, and for the submission of this certificate as may be necessary, to any regulatory/statutory authority, recognized stock exchange, any other authority as may be required and/or for the records to be maintained by the Lead Manager in connection with the Issue and in accordance with applicable law.

This certificate may be relied on by the Company, Lead Manager, their affiliates, and the legal counsel in relation to the Issue.
We undertake to immediately update you, in writing, of any changes in the abovementioned information until the date the Equity Shares issued pursuant to the Issue commence trading on the recognized stock exchange. In the absence of any such communication, you may assume that there is no change in respect of the matters covered in this certificate until the date the Equity Shares commence trading on the recognized stock exchange.

Yours faithfully,

For and on behalf of M/s G.P. Sharma
Chartered Accountants
Firm Registration Number: 100957W/W100247

Name: CA Utkarsh Sharma
Partner
ICAI Membership Number: 147906
UDIN: 23147906BGUOER1517

Date: December 15, 2023
Place: Mumbai

Encl: As above

CC:

M/s Rajani Associates
Krishna Chambers, 204-207,
59 New Marine Lines, Churchgate,
Mumbai, Maharashtra, 400020

ANNEXURE A

STATEMENT OF TAX BENEFITS

STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS AVAILABLE TO JYOTI STRUCTURES LIMITED (THE "COMPANY") AND ITS SHAREHOLDERS UNDER THE INCOME TAX ACT, 1961 (HEREINAFTER REFERRED TO AS "INCOME TAX LAWS")

The law stated below is as per the Income-tax Act, 1961 as amended by Finance Act, 2023.

A. Special tax benefits available to the Company under the Income Tax Laws

1. A new Section 115BAA has been inserted by the Taxation Laws (Amendment) Act, 2019 ("the Amendment Act, 2019") granting an option to domestic companies to compute corporate tax at a reduced rate of 25.17% (22% plus surcharge of 10% and cess of 4%) from the Financial Year 2019- 20, provided such companies do not avail specified exemptions/incentives (e.g. deduction under Section 10AA, 32(1)(iia), 33ABA, 35(2AB), etc.)

   The Amendment Act, 2019 also provides that domestic companies availing such option will not be required to pay Minimum Alternate Tax ("MAT") under Section 115JB. The CBDT has further issued Circular 29/2019 dated October 02, 2019 clarifying that since the MAT provisions under Section 115JB itself would not apply where a domestic company exercises option of lower tax rate under Section 115BAA, MAT credit would not be available. Corresponding amendment has been inserted under Section 115JAA dealing with MAT credit.

   The Company has not exercised the above option till date.

2. As per section 80JJAA of the IT Act, the Company is allowed to claim a deduction of 30% of additional employee cost paid to additional employees employed or deemed to be employed in the concerned year, for three assessment years beginning from the year in which the employment is provided subject to such conditions specified in the said section.

3. Section 80M intends to eliminate the cascading tax effect in case of inter -corporate dividends by providing a deduction in respect of dividends received by a domestic company, to the extent such dividend is distributed by it on or before the due date. In this case, due date means one month prior to the date for furnishing the return of income under sub-section (1) of section 139 of the Act.

   The Company would be eligible to claim deduction under section. 80M in respect of dividends received from other domestic or foreign companies and further distributed to its shareholders, subject to satisfaction of the provisions of the section.

B. Special tax benefits available to the shareholders under the Income Tax Laws

The basis of charge of Indian income-tax would depend upon the residential status of the shareholder during a tax year.

The Indian tax year runs from April 1 until March 31.

1. If the shareholder is an Indian tax resident, he is liable to income-tax in India on his worldwide income, subject to certain tax exemptions, which are provided under the IT Act.

2. A shareholder who is treated as a non-resident for Indian income-tax purposes, is generally subject to tax in India only on his India-sourced income (i.e. income which accrues or arises or deemed to accrue or arise in India) and income received by such persons in India. In case of shares of a company, the source of income from shares would depend on the "situs" of such shares. As per judicial precedents, generally the "situs" of the shares is where a company is "incorporated" and where its shares can be transferred.

Accordingly, since Jyoti Structures Limited is incorporated in India, its shares are deemed to be "situated" in India and any income in respect of Jyoti Structures Limited shares and/or gains arising to a non-resident shareholder on transfer of such shares is taxable in India under the IT Act.

3. In case of non-resident shareholders, the tax rates and the consequent taxation, mentioned in this part shall be further subject to any benefits available under the Double Taxation Avoidance Agreement ("DTAA"), if any, between India and the country of residence of the non-resident, subject to satisfying the relevant conditions including but not limited to:
   a. conditions (if any) present in the said DTAA read with the relevant provisions of the Multilateral Instrument ("MLI") as ratified by India with the respective country of which the said shareholder is a tax resident;
   b. non-applicability of General Anti-Avoidance Rule ("GAAR"); and
   c. providing and maintaining necessary information and documents as prescribed under the IT Act read with applicable rules, circulars and/or notifications.

4. All references to equity shares hereinafter refer to listed equity shares unless stated otherwise.

BI. Resident shareholders:

1. As a consequence of abolition of DDT under section 115-O w.e.f. FY 2020-21, the exemption available under section 10(34) in respect of dividend income has been discontinued. Thus, any dividend declared by the Company in future would be taxable in the hands of the shareholders under the head 'Income from Other Source' under section 56 of the IT Act at normal applicable rates.

   The Company would be under an obligation to deduct tax at source under section 194 at the rate of 10% on payment of dividend to resident shareholders. In the absence of Permanent Account Number ("PAN") of the shareholder, tax would be deductible at the rate of 20% as provided under section 206AA.

   Section 194, further provides no deduction shall be made in the following cases –

   (i) (a) the dividend is paid to a resident individual shareholder by any mode other than cash; and (b) the amount of aggregate dividend distributed or paid or likely to be distributed or p aid during the financial year to the resident individual shareholder, does not exceed ₹5,000; or

   (ii) The dividend is paid to Life Insurance Corporation of India, General Insurance Corporation of India or any other insurer, etc in respect of any shares owned by them or in which they have full beneficial interest.

   Further, as per section 196, no deduction of tax shall be made by any person from any sums payable to –

   (i) the Government, or
   (ii) the Reserve Bank of India, or
   (iii) a corporation established by or under a Central Act which is, under any law for the time being in force, exempt from income-tax on its income, or
   (iv) a Mutual Fund specified under clause (23D) of section 10

   No deduction of tax is required in case of resident individuals if 15G/15H certificate is furnished as per section 1 97A(1)/(1C). Further, section 197A(1E) provides no deduction of tax shall be made from any payment to any person for, or on behalf of, the New Pension System Trust referred to in clause (44) of section 10.

2. Section 206AB provides for a higher withholding rate in case of any person (other than (a) a non -resident who does not have a permanent establishment in India or (b) a person who is not required to furnish the return of income for the assessment year relevant to the concerned previous year and is notified by the Central Government in the Official Gazette in this behalf) who has not filed the return of income for assessment year relevant to the previous year immediately preceding the financial year in which tax is required to be deducted, for which the time limit for furnishing the return of income under sub-section (1) of section 139 has expired and the aggregate of tax deducted at source and tax collected at source in his case is rupees fifty thousand or more in the said previous year. The withholding tax rates in case of such person shall be higher of the following:

(i) at twice the rate specified in the relevant provision of the IT Act; or
(ii) at twice the rate or rates in force; or
(iii) at the rate of 5%.

Further, where the provisions of section 206AA of the IT Act are applicable to such person, tax shall be deducted at higher of the two rates provided in section 206AB and in section 206AA of the IT Act.

3. It is pertinent to note that since the dividend income will not be exempt in the hands of the shareholder, expenses incurred in relation to earning such income would not be liable for disallowance under section 14A of the IT Act.

Section 57(i) grants deduction of any reasonable sum paid by way of commission or remuneration paid to a banker or any other person for the purpose of realising dividend or interest on securities on behalf of the assessee. Further, under clause (iii) of section 57, deduction is allowable for any other expenditure (not being in the nature of capital expenditure) laid out or expended wholly and exclusively for the purpose of making or earning the income.

However, w.e.f. FY 2020-21, Finance Act, 2020 has inserted a proviso to section 57 to restrict deduction in respect interest expenses to 20% of such dividend income. Further, deduction shall not be permissible for any other expense that an assessee may incur wholly and exclusively for earning such income.

4. Section 80M intends to eliminate the cascading tax effect in case of inter-corporate dividends by providing a deduction in respect of dividends received by a domestic company, to the extent such dividend is distributed by it on or before the due date. In this case, due date means one month prior to the date for furnishing the return of income under sub- section (1) of section 139 of the Act. Any shareholder being a domestic company may be entitled to the benefit of section 80M.

5. Finance Act, 2021 has amended section 234C of the IT Act w.e.f. FY 2020-21 pursuant to which interest at the rate of 1% shall not apply in respect of shortfall of advance tax payment on account of under estimation or failure to estimate dividend income as defined in section 2(22), excluding sub-clause (e) thereof.

6. The characterization of gains/losses, arising from sale of shares, as Capital Gains or Business Income would depend on the nature of holding in the hands of the shareholder and various other factors. The Central Board of Direct Taxes ("CBDT") has clarified in Circular No. 6/2016 dated February 29, 2016 that income arising from transfer of listed shares and securities, which are held for more than 12 months would be taxed as "Capital Gains" unless the shareholder itself treats these as its stock-in-trade and income arising from transfer thereof as its business income.

7. Section 48 of the IT Act, which prescribes the mode of computation of capital gains, provides for deduction of cost of acquisition/improvement and expenses incurred wholly and exclusively in connection with the transfer of a capital asset, from the sale consideration to arrive at the amount of capital gains. However, in respect of Long Term Capital Gains, ("LTCG") i.e. gains from the shares, being transfer of shares of Indian company held for a period exceeding twelve months, the second proviso to section 48 of the IT Act, permits substitution of cost of acquisition/improvement with the indexed cost of acquisition/improvement, which adjusts the cost of acquisition/improvement by a cost inflation index, as prescribed from time to time. The base year for indexation has been shifted from April 1, 1981 to April 1, 2001 and the cost of acquisition of an asset acquired before April 1, 2001 would be allowed to be taken as fair market value as on April 1, 2001.

8. The period of holding for shares subscribed to by the shareholder on the basis of his right to subscribe to such shares or subscribed to by the person in whose favour the shareholder has renounced his right to subscribe to such shares, shall be reckoned from the date of allotment of such shares as provided under clause (d) to Explanation 1 to section 2(42A) of the IT Act.

The period of holding in the hands of shareholder, for the rights which are renounced in favour of any person, shall be reckoned from the date of the offer of such right shares by the Company as per clause (e) to Explanation 1 to section 2(42A) of the Act.

9. As per section 112A of the IT Act, LTCG arising on sale/transfer of listed shares, it will be subject to tax at the rate of 10% if, Securities Transaction Tax ("STT") has been paid on both, purchase and sale of rights issue (except in certain cases notified by CBDT vide Notification No. 60/2018 dated October 1, 2018) and the aggregate LTCG during the financial year exceeds Rs.1 lakh. The said rate will be increased by applicable surcharge and cess. Further, no deduction under Chapter VI-A would be allowed in computing LTCG subject to tax under section 112A of the IT Act.

   As per the third proviso to section 48 of the IT Act, LTCG will be computed without considering the indexation benefit.

10. In cases other than those covered under section 112A, the provisions of section 112 will apply. As per the said provision, LTCG arising on transfer of the shares would be subject to tax at the rate of 20% (plus applicable surcharge and cess) after indexation. In case of listed shares, the amount of such tax shall, however, be limited to 10% (plus applicable surcharge and cess) without indexation. Further, no deduction under Chapter VI-A would be allowed in computing LTCG subject to tax under section 112 of the IT Act.

11. As per section 111A of the IT Act, Short Term Capital Gains ("STCG"), (i.e. gains from shares held for a period not exceeding twelve months) arising on transfer of the equity shares would be taxable at a rate of 15% (plus applicable surcharge and cess) where such transaction of sale is entered on a recognised stock exchange in India and is liable to STT. Further, no deduction under Chapter VI-A would be allowed in computing STCG subject to tax under section 111A of the IT Act.

   STCG arising from transfer of the shares, other than those covered by section 111A of the IT Act, would be subject to tax as calculated under the normal provisions of the IT Act.

12. For the purpose of computation of 'Capital Gains', the 'cost of acquisition' as provided under section 55(2)(aa) of the IT Act would be as under:
   a) in relation to the original shares, on the basis of which the shareholder becomes entitled to the right shares, the amount actually paid for acquiring the original shares;
   b) in relation to renouncement of the right by the shareholder in favour of any person, to subscribe the shares, the cost would be taken as *NIL*, in the hands of such shareholder;
   c) in relation to shares which the shareholder has subscribed on the basis of the said entitlement, the amount actually paid by him for acquiring such asset;
   d) in relation to any shares purchased by any person in whose favour the right to subscribe to such asset has been renounced, the aggregate of the amount of the purchase price paid by him to the person renouncing such right and the amount paid by him to the Company for acquiring such shares;

   The grandfathering provisions under section 55(2)(ac) would not be applicable for computing cost of acquisition in relation of shares referred to under section 112A as the rights offer is made after the cut-off date of February 1, 2018 provided under the said section.

13. As per the seventh proviso to section 48 of the IT Act, no deduction of amount paid on account of STT will be allowed in computing the income chargeable to tax as Capital Gains.

14. Section 54EE of the Act exempts long-term capital gains on transfer of shares if the gains upto ₹50 lakhs are invested in "long term specified assets" (i.e. units of notified fund) within six months from the date of transfer. The investment in long term specified assets should be held for 3 years.

   Further, if the units of the notified fund are transferred within a period of three years from the date of its acquisition, the amount of capital gains for which the exemption was availed earlier would be taxed as LTCG in the year in which such units are transferred.

   For the purposes of section 54EE of the IT Act, "long term specified assets" has been defined as a unit or units issued before April 1, 2019, of such fund as may be notified by the Central Government in this behalf.

15. Under section 54F of the IT Act and subject to the conditions and to the extent provided therein, LTCG arising in the hands of the shareholder, being an Individual or Hindu Undivided Family, on transfer of the shares would be exempt from tax, if the net consideration from such transfer is utilized, for purchase within a period of 1 year before or 2 years after the date on which the transfer took place, or for construction within a period of 3 years after the date of such transfer, of one residential house in India ("new asset").

However, the said exemption shall not be available,
if the shareholder:

a) Owns more than one residential house, other than the new asset, on the date of transfer of the shares; or
b) Purchases any residential house, other than the new asset, within a period of 1 year after the date of transfer of the shares; or
c) Constructs any residential house, other than the new asset, within a period of 3 years after the date of transfer of the shares; and
d) The income from such residential house, other than the one residential house owned on the date of transfer of the shares is chargeable under the head 'Income from house property'.

Where the cost of new asset exceeds Rs. 10 crores, the amount exceeding Rs. 10 crores shall not be taken into account for the purpose of section 54F(1). That is to say, the maximum deduction permissible u/s 54F is restricted to Rs. 10 crores.

Further, if the new asset is transferred within a period of three years from the date of its purchase or construction, the amount of capital gains for which the exemption was availed earlier would be taxed as LTCG in the year in which such residential house is transferred.

16. As per section 70 of the IT Act, Short Term Capital Loss computed for the given year is allowed to be set off against STCG as well as LTCG computed for the said year. The balance loss, which is not set off, is allowed to be carried forward for subsequent eight assessment years, for being set off against subsequent years' STCG as well as LTCG, in terms of section 74 of the IT Act.

Long Term Capital Loss computed for a given year is allowed to be set off only against the LTCG, in terms of section 70 of the IT Act. The balance loss, which is not set off, is allowed to be carried forward for subsequent eight assessment years for being set off only against subsequent years' LTCG, in terms of section 74 of the IT Act.

17. In terms of section 36(1)(xv) of the IT Act, the STT paid by the shareholder in respect of the taxable securities transactions entered into in the course of his business would be eligible for deduction from the amount of income chargeable under the head "Profit and gains of business or profession", if the income arising from taxable securities transaction is included in such income.

18. As per section 70 of the IT Act, business loss from one source (other than loss on speculation business) for a given year is allowed to be set off against business income from another source. Further, as per section 71 of the IT Act, business loss (other than loss on speculation business) for a given year is allowed to be set-off against income from other heads (except Salaries).

Balance business loss (other than loss on speculation business), which is not set-off is allowed to be carried forward for subsequent eight assessment years for being set off only against subsequent years' non-speculative business income, as per section 72.

By virtue of section 73, loss from a speculative business is allowed to be set-off only against income from a speculative business. The balance loss, which is not set-off is allowed to be carried forward for subsequent four assessment years for being set off only against subsequent years' speculative business income.

Further, as per Explanation to section 73, in case of a company, if any part of the business consists of the purchase and sale of shares, such company shall, for the purpose of this section, be deemed to be carrying on speculation business to the extent to which the business consists of the purchase and sale of such shares. This rule does not apply to a company –

a) whose gross total income consists mainly of income which is chargeable under heads of income other Business income; or

b) whose principal business is trading in shares or banking or granting of loans and advances.

19. Section 115QA requires the Company to pay distribution tax at the rate of 20% (plus applicable surcharge as cess) on buy- back of shares on any amount of distributed income (being difference between consideration paid for buy-back and the amount received by the company for issue of shares). As per section 10(34A) of the IT Act, income arising to the shareholders on such buy back of shares is exempt from income-tax in the hands of the shareholders.

20. In case, where total income of any individual, HUF, AOP, BOI, Artificial Juridical Person includes an y income by way of dividend or capital gains under sections 111A, 112 and 112A, the rate of surcharge on the amount of income - tax computed in respect of such income shall not exceed 15%. The applicable rates of surcharge are tabulated hereunder:

Total Income	Income other than Dividend & Capital gains covered u/s 111A, 112 and 112A	Dividend & Capital gains covered u/s 111A, 112 and 112A
Upto ₹50 lakh	Nil	Nil
Income exceeds ₹ 50 lakhs but does not exceed ₹1 crore	10%	10%
Income exceeds ₹1 crore but does not exceed ₹2 crore	15%	15%
Income exceeds ₹2 crore but does not exceed ₹5 crores	25%	15%
Income exceeds ₹5 crores	37%#	15%

#In case of any individual, HUF, AOP (other than a co-operative society), BOI, Artificial Juridical Person, Finance Act, 2023 w.e.f. AY 2024-25 has made section 115BAC as the default tax regime. Under this regime the highest rate of surcharge is restricted to 25%. There is an option to opt out of section 115BAC, in which case, the surcharge rate of 37% would be applicable.

BII. Non-resident Shareholders (other than Foreign Institutional Investors ("FIIs") or Foreign Portfolio Investors ("FPIs"):

1. As a consequence of abolition of DDT under section 115-O w.e.f. FY 2020-21, the exemption available under section 10(34) in respect of dividend income has been discontinued. Thus, any dividend declared by the Company in future would be taxable in the hands of the shareholders. As per section 115A, gross amount of dividend would be taxable at the rate of 20% (plus applicable surcharge and cess). The non-resident shareholder may avail treaty benefit (if any), subject to satisfaction of certain conditions.

The Company would be under an obligation to deduct tax at source under section 195 at applicable rates in force. In the absence of PAN of the shareholder, tax would be deductible at higher of, the applicable rate or 20% as per section 206AA of the IT Act. The provisions of section 206AA will, however not apply if the non-resident shareholder provides to the payer the following details as listed in Rule 37BC:
(i) Name, e-mail id, contact number;
(ii) Address in the country or specified territory outside India of which the shareholder is a resident;
(iii) Tax Residency Certificate;
(iv) Tax Identification Number/ Unique Identification Number of the shareholder.

2. Section 206AB provides for a higher withholding rate in case of any person ((a) other than a non -resident who does not have a permanent establishment in India or (b) a person who is not required to furnish the return of income for the assessment year relevant to the concerned previous year and is notified by the Central Government in the Official Gazette in this behalf)) who has not filed the return of income for assessment year relevant to the previous year immediately preceding the financial year in which tax is required to be deducted, for which the time limit for furnishing the return of income under sub-section

(1) of section 139 has expired and the aggregate of tax deducted at source and tax collected at source in his case is rupees fifty thousand or more in the said previous year. The withholding tax rates in case of such person shall be higher of the following:

(i) at twice the rate specified in the relevant provision of the IT Act; or
(ii) at twice the rate or rates in force; or
(iii) at the rate of 5%.

Further, where the provisions of section 206AA of the IT Act are applicable to such person, tax shall be deducted at higher of the two rates provided in section 206AB and in section 206AA of the IT Act.

3. Finance Act, 2021 has amended section 234C of the IT Act w.e.f. FY 2020-21 pursuant to which interest at the rate of 1% shall not apply in respect of shortfall of advance tax payment on account of under estimation or failure to estimate dividend income as defined in section 2(22), excluding sub-clause (e) thereof.

4. The characterization of gains/losses, arising from sale of shares, as Capital Gains or Business Income would depend on the nature of holding in the hands of the shareholder and various other factors. The Central Board of Direct Taxes ("CBDT") has clarified in Circular No. 6/2016 dated February 29, 2016 that income arising from transfer of listed shares and securities, which are held for more than 12 months would be taxed as "Capital Gains" unless the shareholder itself treats these as its stock-in-trade and income arising from transfer thereof as its business income.

5. The period of holding for shares subscribed by the shareholder on the basis of his right to subscribe to such shares or subscribed to by the person in whose favour the shareholder has renounced his right to subscribe to such shares, shall be reckoned from the date of allotment of such shares as provided under clause (d) to Explanation 1 to section 2(42A) of the IT Act.

The period of holding in the hands of shareholder, for the rights which are renounced in favour of any person, shall be reckoned from the date of the offer of such right shares by the Company as per clause (e) to Explanation 1 to section 2(42A) of the Act.

6. Under the first proviso to section 48 of the IT Act, in case of a non-resident shareholder, while computing the capital gains arising from transfer of shares of the company acquired in convertible foreign exchange (as per exchange control regulations), protection is provided from fluctuations in the value of rupee in terms of foreign currency in which the original investment was made. Cost indexation benefits will not be available in such a case. The capital gains/loss in such a case is computed by converting the cost of acquisition, sales consideration and expenditure incurred wholly and exclusively in connection with such transfer into the same foreign currency which was utilized in the purchase of the shares, and the capital gains so computed shall be reconverted into Indian currency

7. As per section 112A of the IT Act, LTCG arising on sale/transfer of listed equity shares will be subject to tax at the rate of 10% if, STT has been paid on both, purchase and sale of shares (except in certain cases notified by CBDT vide Notification No. 60/2018 dated October 1, 2018) and the aggregate LTCG during the financial year exceeds Rs.1 lakh. The said rate will be increased by applicable surcharge and health & education cess. Further, no deduction under Chapter VI-A would be allowed in computing LTCG subject to tax under section 112A of the IT Act.

As per the third proviso to section 48 of the IT Act, LTCG will be computed without considering the indexation benefit.

8. In cases other than those covered u/s 112A, the provisions of section 112 of the IT Act will apply. As per the said provision, LTCG arising on transfer of the shares would be subject to tax at a rate of 20% (plus applicable surcharge and health & education cess), with indexation. Further, no deduction under Chapter VI-A would be allowed in computing LTCG subject to tax under section 112 of the IT Act.

9. As per section 111A of the IT Act, Short Term Capital Gains ("STCG"), (i.e. gains from shares held for a period not exceeding twelve months) arising on transfer of the equity shares would be taxable at a rate of 15% (plus applicable surcharge and health & education cess) where such transaction of sale is entered

on a recognized stock exchange in India and is liable to STT. Further, no deduction under Chapter VI-A would be allowed in computing STCG subject to tax under section 111A of the IT Act. STCG arising from transfer of the shares, other than those covered by section 111A of the IT Act, would be subject to tax as calculated under the normal provisions of the IT Act.

10. For the purpose of computation of ‘Capital Gains’, the ‘cost of acquisition’ as provided under section 55(2)(aa) of the IT Act would be as under:
    (a) in relation to the original shares, on the basis of which the shareholder becomes entitled to the right shares, the amount actually paid for acquiring the original shares;
    (b) in relation to renouncement of the right by the shareholder in favour of any person, to subscribe the shares, the cost would be taken as *NIL*, in the hands of such shareholder;
    (c) in relation to shares which the shareholder has subscribed on the basis of the said entitlement, the amount actually paid by him for acquiring such asset;
    (d) in relation to any shares purchased by any person in whose favour the right to subscribe to such asset has been renounced, the aggregate of the amount of the purchase price paid by him to the person renouncing such right and the amount paid by him to the Company for acquiring such shares;

    The grandfathering provisions under section 55(2)(ac) would not be applicable for computing cost of acquisition in relation of shares referred to under section 112A as the rights offer is made after the cut-off date of February 1, 2018 provided under the said section.

11. As per the seventh proviso to section 48 of the IT Act, no deduction of amount paid on account of STT will be allowed in computing the income chargeable to tax as Capital Gains.

12. Section 54EE of the Act exempts long-term capital gains on transfer of shares if the gains upto ₹50 lakhs are invested in “long term specified assets” (i.e. units of notified fund) within six months from the date of transfer. The investment in long term specified assets should be held for 3 years.

    Further, if the units of the notified fund are transferred within a period of three years from the date of its acquisition, the amount of capital gains for which the exemption was availed earlier would be taxed as LTCG in the year in which such units are transferred.

    For the purposes of section 54EE of the IT Act, “long term specified assets” has been defined as a unit or units issued before April 1, 2019, of such fund as may be notified by the Central Government in this behalf.

13. Under section 54F of the IT Act and subject to the conditions and to the extent provided therein, LTCG arising in the hands of the shareholder, being an Individual or Hindu Undivided Family, on transfer of the shares would be exempt from tax, if the net consideration from such transfer is utilized, for purchase within a period of 1 year before or 2 years after the date on which the transfer took place, or for construction within a period of 3 years after the date of such transfer, of one residential house in India (“new asset”).

    However, the said exemption shall not be available, if the shareholder:
    (a) Owns more than one residential house, other than the new asset, on the date of transfer of the shares; or
    (b) Purchases any residential house, other than the new asset, within a period of 1 year after the date of transfer of the shares; or
    (c) Constructs any residential house, other than the new asset, within a period of 3 years after the date of transfer of the shares; and
    (d) The income from such residential house, other than the one residential house owned on the date of transfer of the shares is chargeable under the head ‘Income from house property’.

    Where the cost of new asset exceeds Rs. 10 crores, the amount exceeding Rs. 10 crores shall not be taken into account for the purpose of section 54F(1). That is to say, the maximum deduction permissible u/s 54F is restricted to Rs. 10 crores.

Further, if the new asset is transferred within a period of three years from the date of its purchase or construction, the amount of capital the exemption was availed earlier would be taxed as LTCG in the year in which such residential house is transferred.

14. The provisions of section 115JB of the IT Act do not apply to a foreign company if it is a resident of a country with which India has entered into a DTAA under section 90/90A of the IT Act and the Assessee does not have a Permanent Establishment in India or such company is a resident of a country with which India does not have such agreement and the Assessee is not required to seek registration under any law for the time being in force, relating to companies.

    Further, section 115JB expressly provides that the amount of income from (i) capital gains arising on transactions in securities; or (ii) interest, royalty or fees for technical services chargeable to tax at the rates specified in Chapter XII, accruing or arising to a foreign company shall not be liable to MAT if such income is credited to the profit and loss account and the income-tax payable in accordance with the other provisions of the Income-tax Act, is less than the rate specified in section 115JB. The expenditures, if any, debited to the profit loss account, corresponding to such income (which is to be excluded from the MAT liability) shall also be added back to the book profit for the purpose of computation of MAT.

    W.e.f. FY 2020-21, Finance Act, 2021 extends the above relief from applicability of MAT provisions to dividend income accruing or arising to a foreign company and correspondingly, adding back of expenditure related to such dividend income.

15. As per section 70 of the IT Act, Short Term Capital Loss computed for the given year is allowed to be set off against STCG as well as LTCG computed for the said year. The balance loss, which is not set off, is allowed to be carried forward for subsequent eight assessment years, for being set off against subsequent years' STCG as well as LTCG, in terms of section 74 of the IT Act.

    Long Term Capital Loss computed for a given year is allowed to be set off only against the LTCG, in terms of section 70 of the IT Act. The balance loss, which is not set off, is allowed to be carried forward for subsequent eight assessment years for being set off only against subsequent years' LTCG, in terms of section 74 of the IT Act.

16. Where the shares have been subscribed in convertible foreign exchange, Non-Resident Indians ("NRI"), i.e. an individual being a citizen of India or person of Indian origin who is not a resident, have the option of being governed by the provisions of Chapter XII-A of the IT Act, which *inter alia* entitles them to the following benefits:
    - (i) Under section 115E of the IT Act, the LTCG arising to the NRI shall be taxable at the rate of 10 % (plus applicable surcharge and health & education cess). While computing the LTCG, the benefit of indexation of cost would not be available.
    - (ii) Under section 115F of the IT Act, LTCG arising to an NRI from the transfer of the shares subscribed to in convertible foreign exchange shall be exempt from income-tax, if the net consideration is reinvested in specified assets or in any saving certificates referred to in section 10(4B) of the IT Act, within six months of the date of transfer. If only part of the net consideration is so reinvested, the exemption shall be proportionately reduced. The amount so exempted shall be chargeable to tax subsequently, if the specified assets or saving certificate are transferred or converted into money within three years from the date of their acquisition.
    - (iii) Under section 115G of the IT Act, it shall not be necessary for an NRI to furnish his return of income under section 139(1) of the IT Act if his income chargeable under the IT Act consists of only investment income or LTCG or both; arising out of assets acquired, purchased or subscribed in convertible foreign exchange and tax deductible at source has been deducted there from as per the provisions of Chapter XVII-B of the IT Act.
    - (iv) In accordance with the provisions of Section 115H of the IT Act, where an NRI becomes assessable as a resident in India, he may furnish a declaration in writing to the Assessing Officer along with his return of income for that year under Section 139 of the IT Act to the effect that the provisions of Chapter XII-A of the IT Act shall continue to apply to him in relation to such investment income derived from the specified assets (which do not include shares in an Indian company) for that year and subsequent assessment years until such assets are converted into

money.

(v) As per provisions of Section 115-I of the IT Act, an NRI may elect not to be governed by provisions of Chapter XII-A and compute his total income as per other provisions of the IT Act.

17. In terms of section 36(1)(xv) of the IT Act, the STT paid by the shareholder in respect of the taxable securities transactions entered into in the course of his business would be eligible for deduction from the amount of income chargeable under the head "Profit and gains of business or profession", if the income arising from taxable securities transaction is included in such income.

18. As per section 70 of the IT Act, business loss from one source (other than loss on speculation business) for a given year is allowed to be set of against business income from another source. Further, as per section 71 of the IT Act, business loss (other than loss on speculation business) for a given year is allowed to be set-off against income from other heads (except Salaries).

Balance business loss (other than loss on speculation business), which is not set-off is allowed to be carried forward for subsequent eight assessment years for being set off only against subsequent years' non-speculative business income, as per section 72.

By virtue of section 73, loss from a speculative business is allowed to be set-off only against income from a speculative business. The balance loss, which is not set-off is allowed to be carried forward for subsequent four assessment years for being set off only against subsequent years' speculative business income.

Further, as per Explanation to section 73, in case of a company, if any part of the business consists of the purchase and sale of shares, such company shall, for the purpose of this section, be deemed to be carrying on speculation business to the extent to which the business consists of the purchase and sale of such shares. This rule does not apply to a company –

(a) whose gross total income consists mainly of income which is chargeable under heads of income other than business income; or

(b) whose principal business is trading in shares or banking or granting of loans and advances.

19. Section 115QA requires the Company to pay distribution tax at the rate of 20% (plus applicable surcharge as cess) on buy- back of shares on any amount of distributed income (being difference between consideration paid for buy-back and the amount received by the company for issue of shares). As per section 10(34A) of the IT Act, income arising to the shareholders on such buy back of shares is exempt from income-tax in the hands of the shareholders.

20. In case, where total income of any individual, AOP, BOI, Artificial Juridical Person includes any income by way of dividend or capital gains referred under sections 111A, 112 and 112A, the rate of surcharge on the amount of income- tax computed in respect of such income shall not exceed 15%. The applicable rates of surcharge are tabulated hereunder:

Total Income	**Income other than Dividend & Capital gains covered u/s**	**Dividend & Capital gains covered u/s 111A, 112 and 112A**
Upto ₹50 lakh	Nil	Nil
Income exceeds ₹ 50 lakhs but does not exceed ₹1 crore	10%	10%
Income exceeds ₹1 crore but does not exceed ₹2 crore	15%	15%
Income exceeds ₹2 crore but does not exceed ₹5 crores	25%	15%*
Income exceeds ₹5 crores	37%	15%*

* The capping of surcharge at 15% would not be available in case the income is taxable under section 115A.

#In case of any individual, HUF, AOP (other than a co-operative society), BOI, Artificial Juridical Person, Finance Act, 2023 w.e.f. AY 2024-25 has made section 115BAC as the default tax regime. Under this regime the highest rate of surcharge is restricted to 25%. There is an option to opt out of section 115BAC, in which case, the surcharge rate of 37% would be applicable.

21. As per section 90(2) of the IT Act, the provisions of the IT Act would prevail over the provisions of the DTAA entered between India and the country of residence of the non-resident, if any, to the extent they are more beneficial to the non-resident. Thus, a non-resident can opt to be governed by the provisions of the IT Act or the applicable tax treaty (read with MLI, if applicable), whichever is more beneficial. The treaty and MLI provide for various anti-abuse provisions (*viz.* beneficial ownership, Limitation on Benefit, Principal Purpose Test, etc.) which have to be examined for claiming treaty benefit. In order to avail treaty benefit, the non-resident will also have to furnish a Tax Residency Certificate of his being a resident in a country outside India, along with Form No. 10F as prescribed under section 90(5) of the IT Act.

BIII. INCOME TAX ON GIFTS

Under section 56(2)(x) of the IT Act and subject to exception provided therein, if any person receives from any person, any property, including, *inter alia*, shares of a company, without consideration or for inadequate consideration, the following shall be treated as 'Income from other sources' in the hands of the recipient:

(i) where the shares are received without consideration, aggregate Fair Market Value ("FMV") exceeds Rs.50,000/-, the whole FMV

(ii) where the shares are received for a consideration less than FMV but exceeding Rs. 50,000/, aggregate FMV in excess of the consideration paid.

Rule 11UA of the Income-tax Rules, 1962 ("the Rules") provides for the method for determination of the FMV various properties (including shares).

BIV. GENERAL ANTI AVOIDANCE RULES ("GAAR"):

Having regard to Chapter X-A of the IT Act, GAAR may be invoked notwithstanding anything contained in the IT Act. Thus, any arrangement entered into by a taxpayer may be declared to be impermissible avoidance arrangement, as defined in that Chapter and the consequence would inter alia include denial of tax benefit. Further, as per section 90(2A), the benefit of the DTAA will not be available to a non-resident investor, if the concerned tax authorities declare any arrangement to be an impermissible avoidance arrangement. The GAAR provisions are applicable with effect from the Financial Year 2017-18.

Notes:

a. The above Statement sets out the provisions of law in a summary manner only and is not a complete analysis or listing of all potential tax consequences of the purchase, ownership and disposal of shares.

b. The above statement covers only certain relevant direct tax law benefits and does not cover any indirect tax law benefits or benefit under any other law.

c. The above statement of possible special tax benefits is as per the current direct tax laws relevant for the assessment year 2024-25.

d. This statement is intended only to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of tax consequences, each investor is advised to consult his/her own tax advisor with respect to specific tax consequences of his/her investment in the shares of the Company.

e. In respect of non-residents, the tax rates and consequent taxation will be further subject to any benefits available under the relevant DTAA, if any, between India and the country in which the non-resident has fiscal domicile.

f. No assurance is given that the revenue authorities/courts will concur with the views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to changes from time to time. We do not assume responsibility to update the views consequent to such changes.

ANNEXURE B

<u>STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS AVAILABLE TO JYOTI STRUCTURES LIMITED (THE "COMPANY") AND ITS SHAREHOLDERS UNDER THE CENTRAL GOODS AND SERVICES TAX ACT, 2017, INTEGRATED GOODS AND SERVICES TAX ACT, 2017, RESPECTIVE STATE GOODS AND SERVICES TAX ACT, 2017 ('GST ACT), CUSTOMS ACT, 1962 ('CUSTOM ACT'), CUSTOMS TARIFF ACT, 1975 ('TARRIF ACT') (HEREINAFTER REFERRED TO AS "INDIRECT TAX LAWS")</u>

1. Special tax benefits available to the Company under the Indirect Tax Laws

There are no special indirect tax benefits available to the Company.

2. Special tax benefits available to the shareholders under the Indirect Tax Laws

There are no special indirect tax benefits applicable in the hands of shareholders for investing in the shares of the Company.

Notes:

a. The above statement is based upon the provisions of the specified Indirect tax laws, and judicial interpretation thereof prevailing in the country, as on the date of this Annexure.
b. The above statement covers only above-mentioned indirect tax laws benefits and does not cover any direct tax law benefits or benefit under any other law.
c. This statement is intended only to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice.
d. No assurance is given that the revenue authorities/courts will concur with the views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to changes from time to time. We do not assume responsibility to update the views consequent to such changes.

SECTION IV – ABOUT THE COMPANY

INDUSTRY OVERVIEW

The information in this section is derived from the report titled "Industry report on power transmission, distribution and smart metering" dated October 2023 ("**CRISIL Report**"), prepared by CRISIL Limited ("**CRISIL**"). We commissioned the CRISIL Report for the purpose of confirming our understanding of the industry in connection with the Issue. Neither we, nor the BRLM, nor any other person connected with the Issue has verified the information in the CRISIL Report. Further, the CRISIL Report was prepared based on publicly available information, data and statistics as of specific dates and may no longer be current or reflect current trends. The CRISIL Report may also be based on sources that base their information on estimates, projections, forecasts and assumptions that may prove to be incorrect. CRISIL has advised that it does not guarantee the accuracy, adequacy or completeness of the CRISIL Report or the data therein and is not responsible for any errors or omissions or for the results obtained from the use of CRISIL Report or the data therein. Further, the CRISIL Report is not a recommendation to invest / disinvest in any company covered in the report. CRISIL especially states that it has no liability whatsoever to the subscribers / users / transmitters / distributors of the CRISIL Report. Investors are advised not to unduly rely on the CRISIL Report when making their investment decision.

Macroeconomic outlook – World and India

Inflation-linked slowdown hits developed economies

The world economy started showing signs of recovery in calendar year 2021, after the Covid-induced speed bumps a year earlier. In 2020, the pandemic became not only a public health crisis, but also a financial one. Lockdowns, business closures, and trade and movement disruptions wreaked havoc on the global economy. Major economies across the world de-grew in 2020, except China, which expanded 2.2%. Green shoots became visible subsequently, as economies adapted to new ways of working despite reduced mobility. Additional fiscal support in large economies, particularly developed ones such as the United States, also helped improve the overall economic outlook.

Though the global economy grew 3% in 2022, the second half of 2022 was largely spent battling elevated inflation, while economic growth took a backseat. To tackle inflation, central banks globally took to monetary tightening. While there were signs (such as a gradual cooling of inflation) that the global economy would achieve a soft landing, the delay in controlling inflation crippled economic growth, which has now been brought under control. However, the International Monetary Fund (IMF) expects the global economy to continue on the path of recovery, as it expects growth of 3% in 2023 and 2.9% after the economy bounced back and grew by 6.0% in 2021 and over 3% in 2022. The recovery has been remarkable despite major geopolitical tensions and global inflation amid a commodity super-cycle induced by supply chain disruptions stemming from the Russia-Ukraine crisis.

Global trade growth remains subdued, which, combined with a strong US dollar, will have measurable impacts on a swatch of emerging markets, particularly the more open ones. Geopolitics, supply chains, and energy security and transition issues continue to drive outcomes across the board. Global growth continues to be around 3% for 2023 and is surpassing expectation, especially for developed economies such as the USA and Japan, on a quarterly basis.

Real GDP growth

y-o-y (%)	CY17	CY18	CY19	CY20	CY21	CY22	CY23P	CY24P
World	3.7	3.6	2.9	-3.1	6.0	3.5	3.0	2.9
Advanced economies	2.5	2.3	1.7	-4.5	5.2	2.6	1.5	1.4
- Euro zone	2.6	1.8	1.6	-6.1	5.2	3.3	0.7	1.2
- US	2.3	2.9	2.3	-3.4	5.7	2.1	2.2	1.5
- UK	2.1	1.7	1.7	-9.3	7.4	4.1	0.5	0.6
- Germany	2.7	1.1	1.05	-4.6	2.6	1.8	-0.5	0.9
- Japan	1.7	0.6	-0.2	-4.5	1.7	1.1	2.0	1.0

y-o-y (%)	CY17	CY18	CY19	CY20	CY21	CY22	CY23P	CY24P
Emerging and developing economies	4.7	4.6	3.7	-2.0	6.6	4.1	4.0	4.0
- China	6.9	6.7	6.0	2.2	8.1	3.0	5.0	4.2
- India*^	6.8	6.5	3.9	-5.8	9.1	7.0	6.0	6.9

*India numbers are on a fiscal-year basis
^CRISIL MI&A Research projections
Source: IMF World Economic Outlook, October 2023

India's macroeconomic overview

India to remain one of the fastest-growing economies in the world

Despite the headwinds, India is expected to remain one of the fastest growing economies. Indeed, this was already the case before the pandemic. India's macroeconomic situation was gradually improving — the twin deficits (current account and fiscal) were narrowing, and the growth-inflation mix was improving, and durably so. The government had also adopted an inflation-targeting framework to provide an institutional mechanism for controlling inflation, while modernising central banking. Consumption recovery, investments from government, healthy balance sheets for a large percent of corporate India have been signs for optimism for a while now.

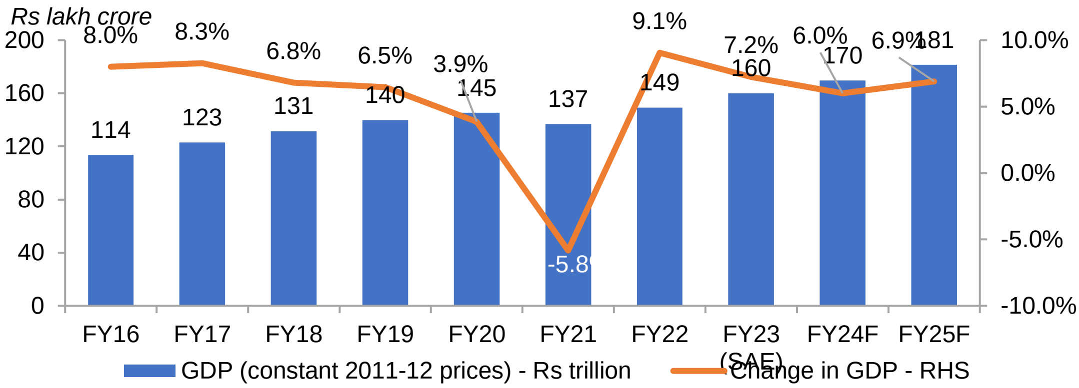
GDP review and outlook

Before the pandemic, India was one of the fastest-growing economies in the world, with compound annual growth rate (CAGR) of 6.6% in GDP between fiscals 2015 and 2020. GDP is estimated to have shot up to Rs 145 lakh crore in fiscal 2020 from Rs 105 lakh crore in fiscal 2015, based on 2011-12 prices.

The onset of the pandemic and the subsequent imposition of a nationwide lockdown from March 25, 2020, sent the Indian economy reeling, leading to an estimated 5.8% decline in GDP to Rs 137 lakh crore in fiscal 2021. While the economy was under pressure in the first half of fiscal 2021 due to the pandemic-induced, lockdown-led demand shocks and weak global demand, low oil and commodity prices provided some respite. The second half saw an uptick in mobility and economic activity, as people became accustomed to living with the pandemic. The opening up of vaccinations in the fourth quarter, albeit limited to a smaller section of the population initially, boosted the sentiment, containing the contraction to 5.8% in fiscal 2021. Additionally, to stimulate economic growth, the Indian government implemented a slew of measures during the pandemic-impacted year, under the Atmanirbhar Bharat Abhiyan. The Production-Linked Incentive (PLI) scheme followed, tying in with the Make in India programme. In fiscal 2022, recovery curves were buoyant with a rebound in consumption of goods, even as services recovery dragged, especially in segments such as airlines and hotels. In fiscal 2023, however, services took the lead in recovery. Also segments such as IT services performed strongly.

However, not all segments have shown complete recovery to pre-pandemic levels.

Over the medium term, the Indian economy is projected to grow 6-7% on-year, boosted by healthy public capital expenditure (capex), domestic consumption-led growth, the ongoing supply-chain de-risking strategy of global companies that would boost manufacturing in India, and the thrust provided by the PLI scheme. The slowdown in global economies, however, will negatively impact Indian exports, reining in GDP growth.
India GDP over the years



Source: Ministry of Statistics and Programme Implementation (MoSPI), CRISIL MI&A Research

GDP grew 9.1% to ~Rs 149 lakh crore in fiscal 2022 on a low base, surpassing the pre-pandemic (fiscal 2020) level. Growth would have been higher in fiscal 2022 but for the brutal second wave of Covid infections in the first quarter, which impacted consumer sentiment and hurt demand in contact-intensive sectors. The resurgence of Covid-19 since March 2021 forced many states to implement localised lockdowns and restrictions to curb the spread of the virus. The country reported the highest number of daily cases in the beginning of May 2022. The second round of lockdowns was less restrictive for economic activity than the previous one. Manufacturing, construction, agriculture and other essential activities were permitted to continue in most states. Travel, too, was permitted, unlike during the first wave, where all travel services were shut. The third wave in the fourth quarter of fiscal 2022 had minimal impact on the economy, thanks to high vaccination rates and adaptation to the new normal.

CRISIL MI&A Research estimates India's GDP to have grown 7.3% on-year in fiscal 2023 to ~Rs 160 lakh crore. While the economy continues to recover, it faces multiple risks. Global growth is projected to slow as central banks remain hawkish on monetary tightening.

India's GDP and macroeconomic outlook

Macro variable	FY22	FY23	FY24P	Rationale for outlook
Real GDP (%, y-o-y)	9.1	7.3	6.0	Slowing global growth will weaken India's exports in FY24. Domestic demand could also come under pressure as the rate hikes by the Reserve Bank of India (RBI) transmit to end-consumers
Consumer Price Index (CPI) inflation (%, y-o-y)	5.5	6.7	5.0	The fall in inflation is merely a correction of the hump created by the spike in vegetable inflation. For the second half of this fiscal, CRISIL expects consumer inflation to average 5.4%. The upside risks to inflation from food (particularly cereals, pulses and spices) persist and new risks from crude oil are brewing as the conflict in Gaza intensifies.
Current account balance/GDP (%)	-1.6	-2.5	-2.0	A moderate increase in budgeted gross market borrowing, along with expected lower inflation and the RBI's rate cuts towards the end of the fiscal, will help moderate yields
Rs/$ (March end)	75.8	82.3	83	While a lower current account deficit will support the rupee, challenging external financing conditions will continue to exert pressure

P: Projected
^Second advance estimates
Source: Reserve Bank of India (RBI), National Statistical Office (NSO), CRISIL MI&A Research

Rural economy structurally more resilient, albeit monsoon vagaries a key emerging threat

The rural economy is far more resilient today due to three consecutive years of good monsoon and increased spends under the Mahatma Gandhi National Rural Employment Guarantee Act (MNREGA), irrigation programmes, the Direct Benefit Transfer (DBT) scheme, the Pradhan Mantri (PM)-Kisan scheme, the Pradhan

Mantri Ujjwala Yojana for cooking gas, the PM Awas Yojana for housing, and the Ayushman Bharat Yojana for healthcare.

To supplement this, there has been a continuous improvement in rural infrastructure, such as electricity and roads. These government initiatives have led to reduced leakages and higher incomes in the hands of the rural populace, thereby enhancing their ability and willingness to spend on discretionary products and services. The rural economy accounts for almost half of India's GDP and has performed much better than the urban economy in the aftermath of the pandemic.

There are three reasons for this. First, agricultural activity has continued largely unhindered, with normal monsoons and a lower spread of the pandemic in rural areas, given lower population density. Second, the government offered support, making available an additional Rs 500 billion towards MNREGA and disbursing over Rs 2.4 lakh crore towards the PM-Kisan scheme till March 2023. Third, the structure of the non-agricultural rural economy has helped it bear the Covid-induced shock better. The rural economy accounts for 51% of India's manufacturing GDP, but the rural share in services GDP (excluding public administration, defence and utilities) is much lower, at ~26%.

However, in 2023, the situation is fast changing. Monsoon has again veered towards inadequacy. Six crops — tur, bajra, soybean, jowar, maize and rice — have CRISIL's DRIP score that are worse than the past five-year average. Jharkhand, Bihar, Maharashtra and Karnataka are showing the most vulnerability. While rice, wheat and sugar and a few vegetables have already made inflation worries worse, performance of the kharif crop will remain crucial for the farmlands of India.

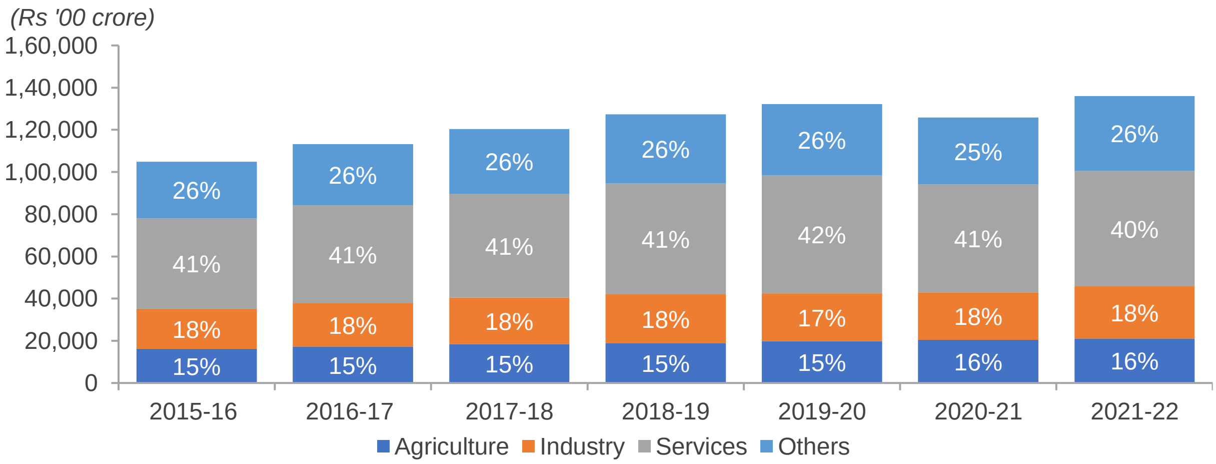
Contribution of key sectors to gross value added

The gross value added (GVA) of India has been growing consistently, except in fiscal 2021, when it was impacted by the pandemic-led lockdown. The services sector remained a significant contributor to GVA over the years. Increase in services exports, accounting for half of the overall exports of the country, has continued to outpace economic growth.

Growth in manufacturing GVA (CAGR of 3% between fiscals 2017 and 2022) is driven by government initiatives such as Atmanirbhar Bharat, Make in India and PLI scheme. While the industry share remained constant at 18%, a large percentage of PLI capex is yet to be commissioned; this may boost the share of manufacturing and exports.

Agriculture GVA logged a CAGR of 3%, driven by the subsidy support of the government to farmers and initiatives such as the Pradhan Mantri Krishi Sinchai Yojana (PMKSY). Regular monsoons, implementation of government schemes and favourable agricultural commodity prices over the past two years also aided this growth.

Contribution of key sectors to GVA

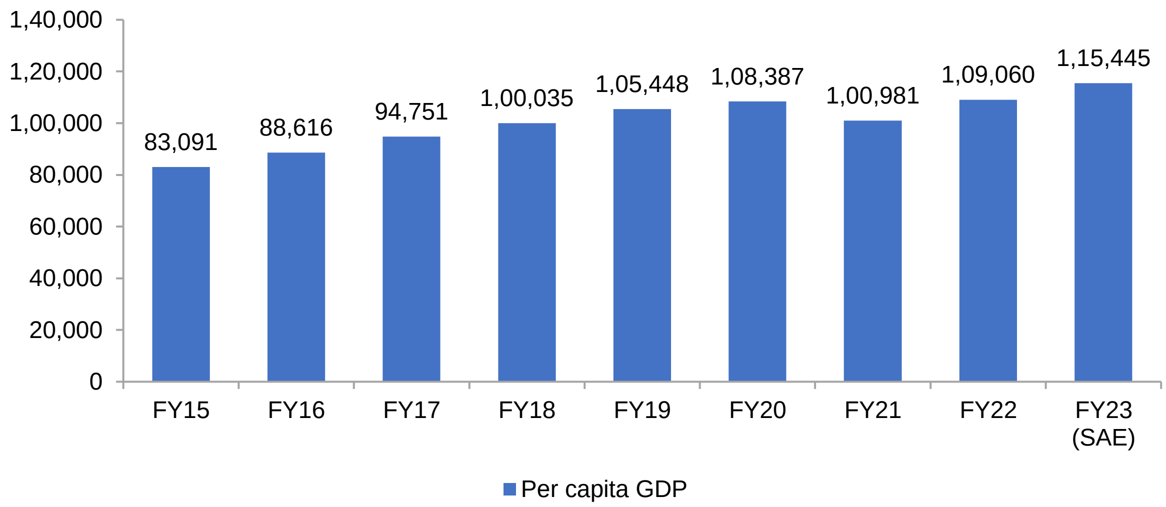


Source: MoSPI, CRISIL MI&A Research

Per capita GDP

The GDP per capita of India registered a CAGR of 5.46% (in real terms) between fiscals 2015 and 2020, rising to ~Rs 108,000 (from ~Rs 83,000). The pandemic-induced lockdown led to a decline in income and widespread job losses, pushing per capita GDP down 6.8% on-year to ~Rs 101,000 in fiscal 2021, back to fiscal 2018 levels. On this low base, per capita GDP grew ~8% to Rs 109,000 in fiscal 2022, thereby surpassing the pre-pandemic levels of fiscal 2020.

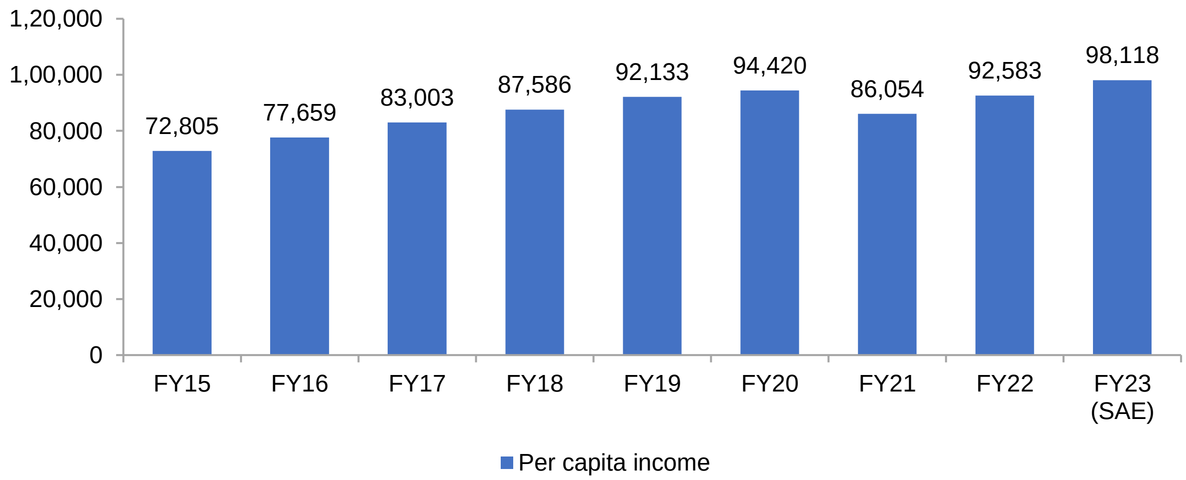
Indian GDP per capita (Rs)



SAE: Small area estimate
Note: Data is based on constant prices, 2011-12 base
Source: National Accounts Statistics, CRISIL MI&A Research

The national income per capita recorded a CAGR of 5.3% (in real terms) between fiscals 2015 and 2020, rising to ~Rs 94,000 (from ~Rs 73,000). Impacted by the pandemic, it decreased 8.9% on-year to ~Rs 86,000 in fiscal 2021 (back to fiscal 2018 levels). On this low base, it grew 7.6% to ~Rs 93,000 in fiscal 2022, marginally higher than pre-pandemic levels of fiscal 2020.

Per capita national income (Rs)



SAE: Small area estimate
Note: Data is based on constant prices, 2011-12 base
Source: National Accounts Statistics, CRISIL MI&A Research

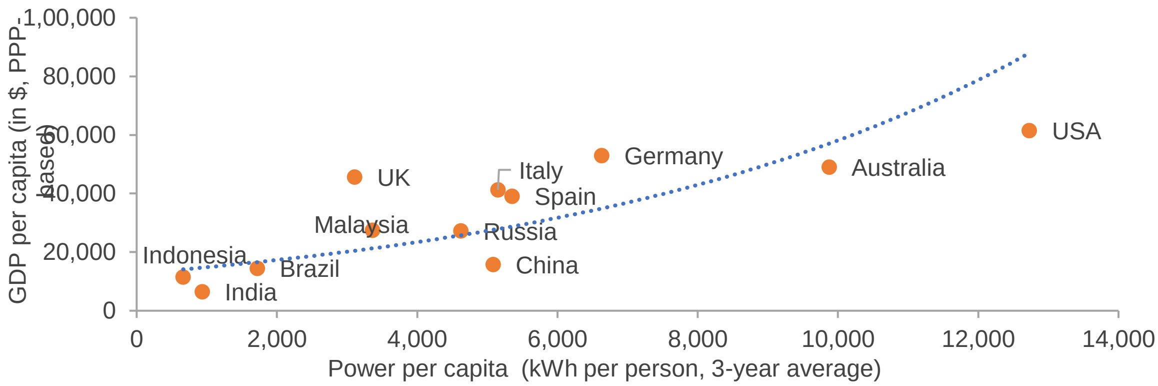
Power demand shows strong correlation with per capita GDP

A 30-year data assessment indicates a strong link between power demand and the overall GDP growth. Cross-country and cross-state comparisons also indicate the same. Hence, tracking GDP growth and its impact on per capita power demand may reveal prospects of the power sector.

Further, the Indian manufacturing GVA share of 18% is lower than that of Association of Southeast Asian Nations (ASEAN) peers, which are factories to the world. That said, the ongoing supply-chain de-risking strategy of global players amid geopolitical disruptions; focus of the Indian government on initiatives such as Make in India and PLI; and the emergence of new-age sectors amid energy transition creating new manufacturing needs, are set to improve the contribution of manufacturing to the Indian GDP. This would further boost power demand prospects.

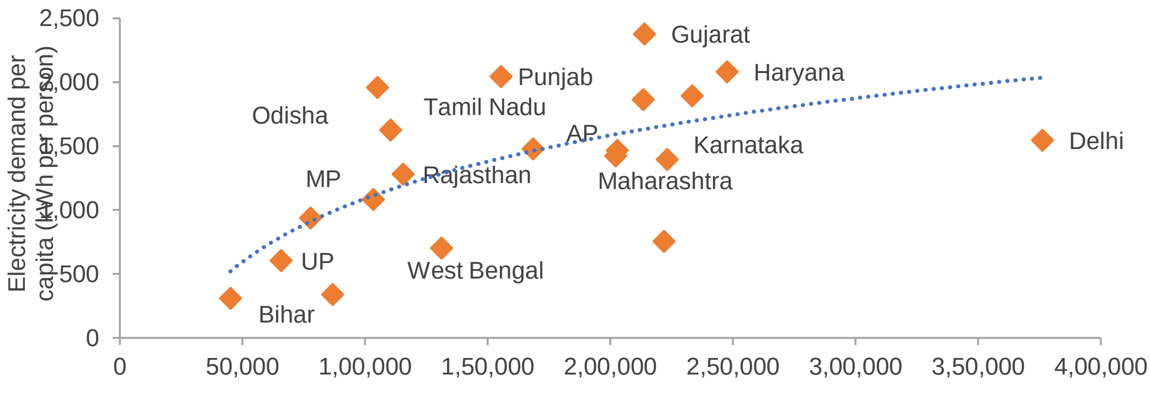
Additionally, an efficient transmission and grid infrastructure would help reduce aggregate technical and commercial (AT&C) losses and improve energy efficiency in the power sector.

Correlation between power consumption and GDP per capita, by country



kWh: Kilo watt hours; PPP: Purchasing power parity
Source: National Accounts Statistics, CRISIL MI&A Research

Power demand in India, by state



Source: National Accounts Statistics, CRISIL MI&A Research

Overview of investments in power sector: Generation, transmission

A transmission system serves as the crucial link to connecting power generation sources to the distribution network, which, in turn, is responsible for supplying power to consumers. The primary objective of these systems is to assist the transfer of electricity from power generation facilities, reinforce the existing transmission infrastructure to accommodate projected increase in demand and effectively harness distributed power generation resources in various regions. Power transmission in India requires a transmission license, granted for 25 years by the relevant regulatory commissions.

In India, the transmission system follows a two-tier structure, consisting of intra-state transmission (InST) lines and inter-state transmission system (ISTS) lines, with a few specialised transmission lines serving distinct purposes. ISTS lines are developed and managed by inter-state transmission licensees. Currently, a majority of the ISTS network is under the ownership and operations of the Power Grid Corporation of India Ltd (PGCIL). The ISTS evacuates power from inter-state generating stations (ISGS) that serve beneficiaries in multiple states, transmitting power from ISGS to the delivery points of the state grid, and transferring excess power from regions or states with surpluses to those with deficits in accordance with relevant regulations.

Conversely, the InST system is established and maintained by state transmission utilities (STUs) or InST licensees. InST focuses on evacuating power from the generating facilities of a state, including those operated by both the state and private sectors, catering to beneficiaries within that state. It also handles the transmission of power, stretching from the ISTS boundary to various substations within the grid network of the state, and ensures delivery of power to load centres across that state

Capacity addition in generation

Fuel-wise capacity addition

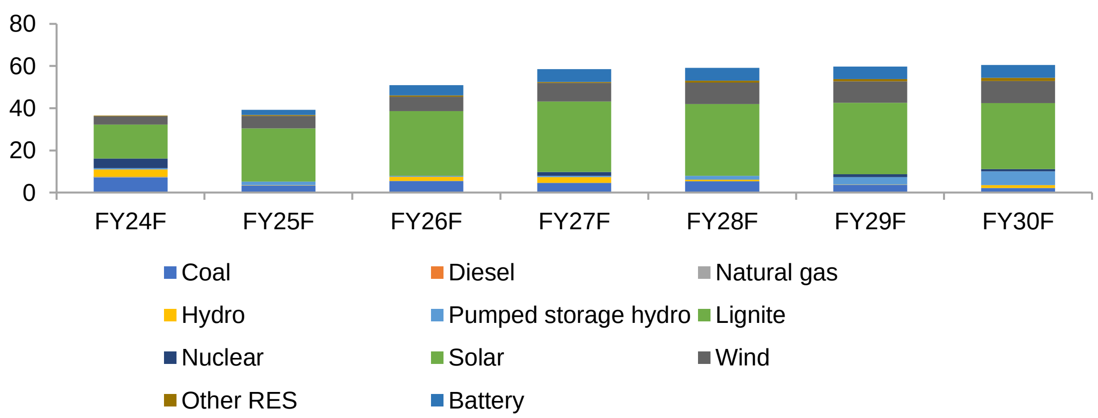
Indian power generation installed base is dominated by conventional sources (coal, hydro, natural gas, nuclear, lignite and diesel), accounting for ~70% of the installed base; the remaining 30% comes from solar, wind and other renewables. The renewables base along with storage is projected to record a lofty rise over the next seven years, with these sources expected to account for ~86% of the new additions.

While approximately 27 gigawatts (GW) of coal power generation capacity was under construction as of August 2023, 31-33 GW of coal-based power is likely to be further commissioned between fiscals 2024 and 2030. An addition of 10-12 GW of hydroelectric power and 8-10 GW of nuclear capacity is also expected during this period. Increase in coal plant capacity remained relatively stagnant in fiscal 2023, with only 1,460 megawatts (MW) of capacity added, falling short of the targeted 6,350 MW. An addition of 6-8 GW in coal capacity is projected in fiscal 2024; however, a mere 1,810 MW had been added till September 2023.

Further, approximately 266 GW of renewable capacity is expected to come online between fiscals 2024 and 2030, comprising solar additions of ~77% followed by wind at 21% and other renewable sources at 2%.

Technologies such as pumped storage (PSP) and batteries are expected to gain momentum in the coming years. PSP is expected to account for ~4% of the cumulative upcoming capacity by fiscal 2030 and batteries for 9%.

Expected capacity addition over FY24-30



Source: CRISIL MI&A

Moving from thermal to RE

Major traditional power generation companies (gencos) have been shifting towards RE capacities in response to the uncertainty surrounding the phasing out of thermal power generation in the distant future. NTPC Ltd, in addition to its role as a nodal agency alongside the Solar Energy Corporation of India (SECI), has established its wholly owned subsidiary, NTPC Renewable Energy Ltd (NTPCREL), to diversify its energy production mix. The company aims to achieve 60 GW of installed RE capacity by 2032.

The Adani group, which has been actively seeking distressed thermal assets, but has no new thermal projects under Adani Power Ltd, continues to emphasise on renewables expansion through its publicly listed sister company, Adani Green Energy Ltd. As of September 2023, Adani Green Energy Ltd had an operational portfolio of around 8.3 GW and around 12.1 GW in various stages of development. While ReNew Power has operational capacity of 8.4 GW and pipeline capacity of 5.4 GW, JSW Energy had operational solar capacity of 675 MW as of the first quarter of fiscal 2024. Other industrial houses with renewable portfolios include Grasim Industries, Mahindra & Mahindra and L&T, with operational solar capacities of 744 MWp, 1.54 GWp and 484 MWp, respectively, in fiscal 2023. In fact, Mahindra & Mahindra has outlined plans to add a further 5.5 GWp of capacities over the next five years.

These developments clearly indicate that major traditional power gencos are acknowledging and participating in the global transition towards RE generation, in part as a strategy to safeguard their future.

Similarly, private power gencos have unveiled long-term plans to establish significant energy storage capacities by participating in tenders issued by central and state agencies. The Greenko Group and JSW Neo Energy, a subsidiary of JSW Energy, have announced pumped hydro projects. In fiscal 2023, Torrent Power had an renewable portfolio of ~1.8 GW, which included 1,068 MW of operational and 736 MW of under construction capacities. Similarly, Tata Power had operational renewable energy capacity of 3,927 MW in the fiscal. State-owned power utilities have joined the bandwagon, with a pipeline of 17-18 GW in pumped hydro projects, led by Andhra Pradesh, Tamil Nadu, and Karnataka. SJVN, a Himachal Pradesh state PSU, had an operating renewable energy portfolio of 180 MW in fiscal 2023 and a pipeline of 1,500 MW of projects. The central government has announced its intention to solicit bids for large battery storage systems of 14 gigawatt-hour (GWh) in Khavda, Gujarat, and 13 GWh in Ladakh using a public-private partnership (PPP) approach. NTPC Ltd, SECI and Gujarat Urja Vikas Nigam Ltd had initiated bids for the installation of battery storage systems ranging from 0.25 to 1 GWh in fiscal 2023, signifying increased involvement of both central and state sectors in this area. SECI has also come up with FDRE (firm and dispatchable RE power) tenders, requiring round-the-clock injection of renewable power in the grid. The new-age tenders are also expected to increase the installed base of renewable and hydro power in the country.

With this shift, the emerging risks are management of the intermittent nature of renewables coupled with the difference in time of generation vis-a-vis demand. However, the nodal agencies are managing and planning for these risks through novel project models and incorporation of storage elements to ensure smooth transition.

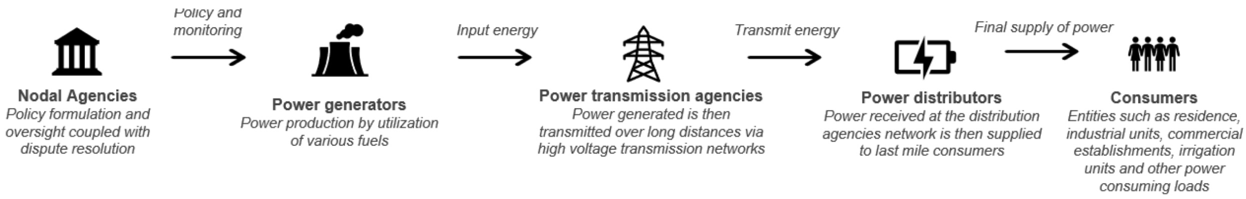
Review and outlook for the transmission system in India

Transmission system in India: Value chain

The Indian power value chain has three distinct servicing segments: generators, power transmission entities and power distributors. These segments share regulatory oversight, with Central Electricity Regulatory Commission (CERC) and State Electricity Regulatory Commissions (SERCs) serving as the authorities responsible for tariff determination and dispute resolution for most players in these segments.

The distribution segment plays a pivotal role in ensuring the continuous flow of payments throughout the system. Generators and transmission entities establish direct agreements with the distribution segment, which ultimately serves as the payer in the value chain. Nevertheless, the distribution segment is grappling with its own set of challenges, including significant operational losses in terms of energy and revenue, as well as issues related to infrequent tariff revisions.

Overview of the generation, transmission and distribution ecosystem in India



The ecosystem is handled by an interlinked set of nodal agencies and authorities, responsible for various aspects of the power grid ranging from regulatory issues to technical requirements:

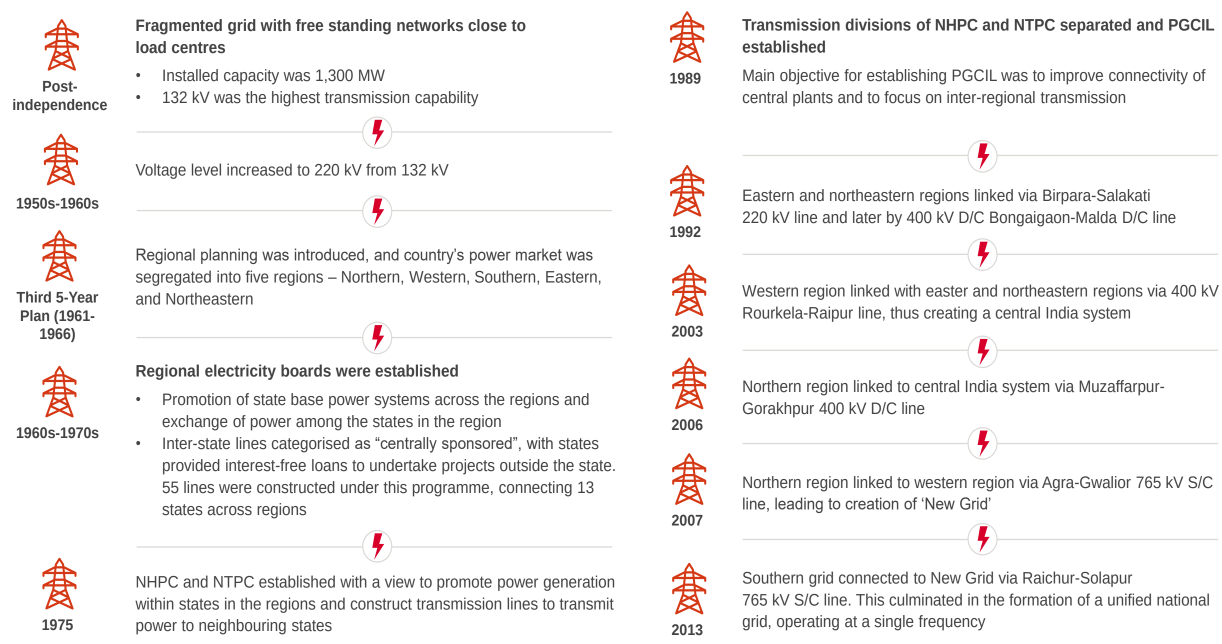
Central and state government agencies manoeuvering the power sector

Centre	State
Ministry of Power (MoP)	Regional Load Dispatch Centre (RLDC)
Ministry of New and Renewable Energy (MNRE)	State Load Dispatch Centre (SLDC)
Central Electricity Regulatory Commission (CERC)	State Electricity Regulatory Commission (SERC)
Central Electricity Authority (CEA)	State distribution utilities
Power System Operation Corporation (POSOCO)	State Energy Development Authority
Central Transmission Utility (CTU)	State Transmission Utility (STU)
Solar Energy Corporation of India (SECI)	
Power Grid Corporation India (PGCIL)	
Appellate Tribunal for Electricity (APTEL)	
Rural Electrification Corporation (REC)	
Power Finance Corporation (PFC)	

Source: CRISIL MI&A

Formation and integration of state grids

Evolution of power grid in the country



Source: CRISIL MI&A

At the time of independence, the power systems in the country were self-contained networks that had been established in and around urban and industrial areas. Total installed generating capacity in the country was a mere 1,300 MW, and the power distribution system relied on small generating stations supplying power directly to local load centres in a radial fashion. The highest transmission voltage used was 132 kilovolt (kV).

In 1950s and 1960s, the voltage level of the state-owned network increased from 132 kV to 220 kV. During the 1960s and 1970s, several states (including Uttar Pradesh, Maharashtra, Madhya Pradesh, Gujarat, Odisha, Andhra Pradesh and Karnataka) developed a 400 kV network for efficient bulk power transfer over long distances. As state grids expanded and became more robust in most parts of the country, it paved the way for the establishment of regional grids.

Evolution of regional grids

In the Third Five-year Plan, the concept of regional planning in the power sector was introduced, marking a significant shift in power system development. As a result, the country was divided into five distinct regions: northern, western, southern, eastern and north-eastern. This approach aimed to streamline power system planning and development. In 1964, regional electricity boards were established in each of these regions, serving as entities that promoted the integrated operation of state-based power systems within the region and encouraged the exchange of power among states.

To incentivise states to invest in transmission infrastructure for power exchange, interstate transmission lines were categorised as "centrally sponsored," and states were offered interest-free loans outside their state plans. A total of 55 interstate transmission lines were constructed under this initiative, with 13 of them connecting states in different regions. These lines played a crucial role in establishing the initial inter-regional connections, allowing for the exchange of power in a radial fashion.

Until 1975, the responsibility of developing transmission infrastructure rested with state electricity boards or electricity departments in the states and union territories. However, in 1975, in a concerted effort to augment power generation capacities, central sector generation utilities such as the National Hydroelectric Power Corporation (NHPC) and the National Thermal Power Corporation (NTPC) were established. These corporations set up large power generation facilities to benefit states within a specific region. Additionally, they undertook the development of associated transmission lines for efficient evacuation of power and its delivery to the states benefiting from these facilities, transcending boundaries. This development significantly boosted the establishment of regional grid systems, and by the 1980s, robust regional networks had taken shape.

Development of inter-regional grids

In 1989, a significant development occurred when the transmission divisions of central power gencos were separated to establish PGCIL. This move was aimed at providing strong impetus to the implementation of transmission systems related to central power generation stations and the inter-regional transmission programme. This programme was based on comprehensive planning conducted by the CEA. Up until that point, both power generation and transmission systems in the country had been designed and constructed with emphasis on regional self-sufficiency.

The initial inter-regional connections established under the centrally sponsored initiative, which aimed to build interstate infrastructure for state utilities, were used to facilitate limited power exchange among various regions. However, regional power grids operated independently, had varying operating frequencies and power transfers on the inter-regional links could only occur one-way.

Development of national grid

The national grid comprises the transmission infrastructure responsible for evacuating power from generating stations and inter-regional connections, including ISTS and InST managed by the STU. Consequently, development of the national grid has been an ongoing and gradual process. The grid functions as an extensive interconnected synchronous transmission network, uniting all regional and state grids to operate at a single uniform frequency.

In 1992, the eastern region (ER) and the NER were synchronised and interlinked through the Birpara-Salakati 220kV double circuit transmission line, and later, via the 400 kV D/C Bongaigaon-Malda line. In 2003, the WR was synchronously interconnected with the ER-NER system through the 400kV Rourkela-Raipur D/C line, thereby creating the Central India system comprising ER-NER-WR.

Subsequently, in 2006, the northern region (NR) was linked to this system with the commissioning of the Muzaffarpur-Gorakhpur 400kV D/C line, forming an upper India system that included NR-WR-ER-NER. In 2007, the NR was also synchronously interconnected with WR, through the Agra-Gwalior 765kV S/C line-1 (operating at 400kV level), resulting in the formation of the NEW grid.

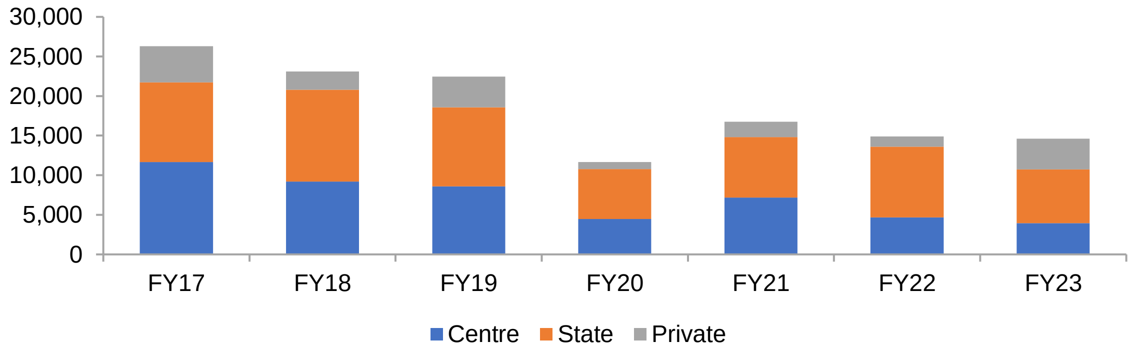
In December 2013, the southern grid was integrated into the all-India grid, known as the NEW grid, via the Raichur-Solapur 765 kV S/C line. This led to the creation of a unified national grid, operating at a single frequency, underlining the concept of one grid, one nation, and one frequency.

Trends in transmission capacity additions in India

Trends in Centre, state and private spending, and expectations

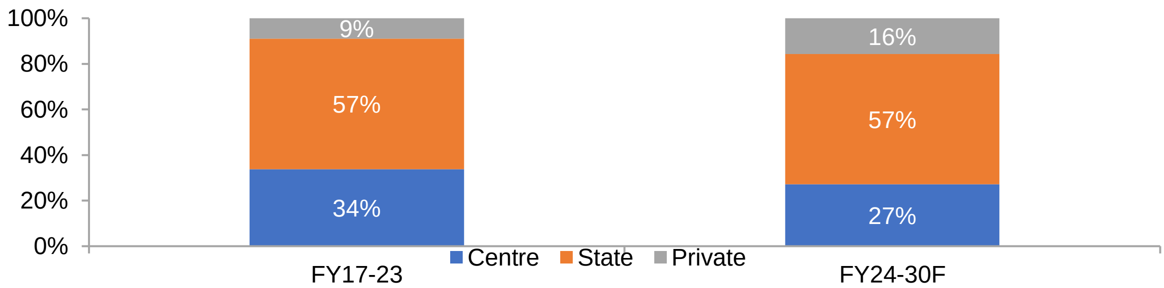
In India, transmission systems hold significant importance, owing to the uneven distribution of energy resources and primary load centres across the country. With the anticipated rise in power demand and growing contribution of renewable energy sources, transmission systems will play a vital role in connecting power generation to distribution networks that ultimately serve the end-consumers.

Transmission line addition in circuit kilometre (ckm) over fiscals 2017-2023



Source: CEA, CRISIL MI&A

Outlook of share of transmission investments



Methodology note: Private sector investments are estimated by looking at trends in the share of TBCB V/s RTM bids in the past, and potential outlined by the government for the future. This is further validated by looking at a suggestive date of commission data of large players under TBCB and validating it with capex numbers reported in their cash flows. This method gives us confidence that while RTM would also have private players, share of TBCB in private players total spends/ participation will be predominant. State investments are based on past investments by STUs of Gujarat, Andhra Pradesh, Haryana, Karnataka, Madhya Pradesh, Maharashtra, Punjab, Rajasthan, Tamil Nadu, Telangana, Uttar Pradesh. These states have historically accounted for 80-85% of investments in this segment.
Source: CRISIL MI&A

Between fiscals 2017 and 2023, the Indian transmission sector saw investments of nearly Rs 3.2 lakh crore. Of this, state players held the highest share of 57%, followed by companies operating at the Centre (34%) and private players (9%). Between fiscals 2024 and 2030, investments are likely to increase to ₹3.75-4.25 trillion, driven by expansion of renewable energy projects. The government target of installing 500 GW of renewable capacity by 2030. To accommodate this additional renewable energy capacity into the national grid, central entities may initiate tenders for 50,000-52,000 ckm of transmission lines and 4,00,000-4,50,000 mega-volt-amperes (MVA) of substation projects by 2030. Of the total investments, the share of private sector is expected to expand by 500-700 bps by fiscal 2030, accounting for 15-17%.

Kinds of bidding model

Tariff models in India - RTM to TBCB

In 2008, the Indian government introduced guidelines for competitive bidding in transmission services, under sections 61, 62, and 63 of the Electricity Act, 2003. This new approach brought about highly beneficial results for all participants in the power value chain, especially end-consumers. Prior to implementation of tariff-based competitive bidding (TBCB), the Power Grid Corporation of India (PGCIL) served as the designated agency for all interregional transmission lines, using the regulated tariff mechanism (RTM) to ensure project cost recovery, regardless of any time or cost overruns.

With the introduction of TBCB, PGCIL needed to compete with private sector entities through tariff-based bidding for projects. Consequently, the TBCB mechanism has led to emergence of new private sector power transmission developers and significant drop in tariffs, ultimately benefiting end-consumers. As a result, private sector groups such as Sterlite and Adani have swiftly risen as prominent independent power transmission companies (IPTCs), though PGCIL still maintains a significant reach.

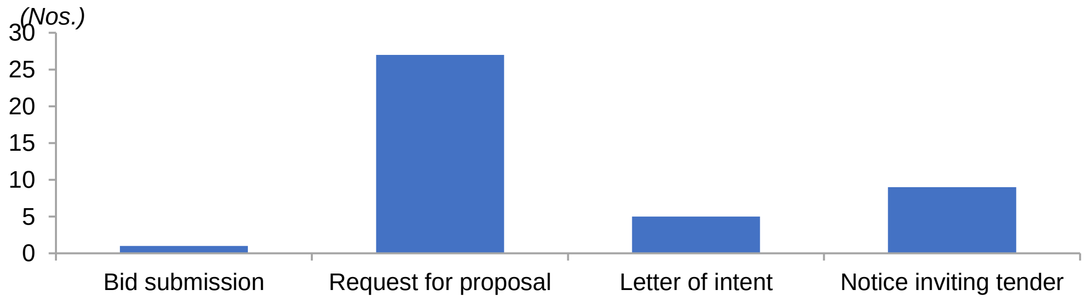
The Tariff Policy of 2016 mandates that all upcoming inter-state transmission projects should be developed through a competitive bidding process. However, the Consultation Paper on Determination of Threshold Limit for Transmission projects, under TBCB framework, suggests that the Central Government should retain the authority to exempt specific projects of strategic importance or those required to address urgent situations, on a case-by-case basis. As of September 2023, 88 projects have been allocated under the TBCB mechanism, of which 46 have been commissioned or are ready for commissioning, 38 are under-construction and 4 are stagnated.

An analysis of various projects implemented through the TBCB route, by the Uttaranchal Electricity Regulatory Commission, reveals that the competitive bidding method has helped reduce tariffs by 20% to 56%, vis-à-vis the regulated tariff mechanism. By encouraging private sector participation, the TBCB model also mitigates financial burden on the government. Furthermore, this approach fosters risk-sharing with private organisations and promotes the adoption of innovative technologies through their involvement, among other advantages.

Upcoming transmission bids

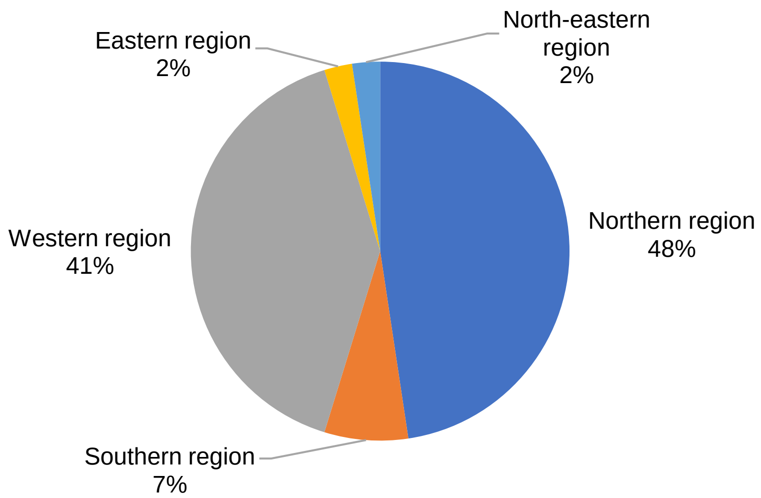
As of September 2023, there are 42 projects under various stages of the bidding process. PFC Consulting Ltd (PFFCL) and REC Power Development and Consultancy Ltd (RECPDCL) are the agencies responsible for conducting the bidding process.

Status of projects as of September 2023



Source: CTUIL, CRISIL MI&A Research
The NR accounts for 48% of the 42 projects, with 17 in Rajasthan.

Upcoming bids in different regions as of September 2023

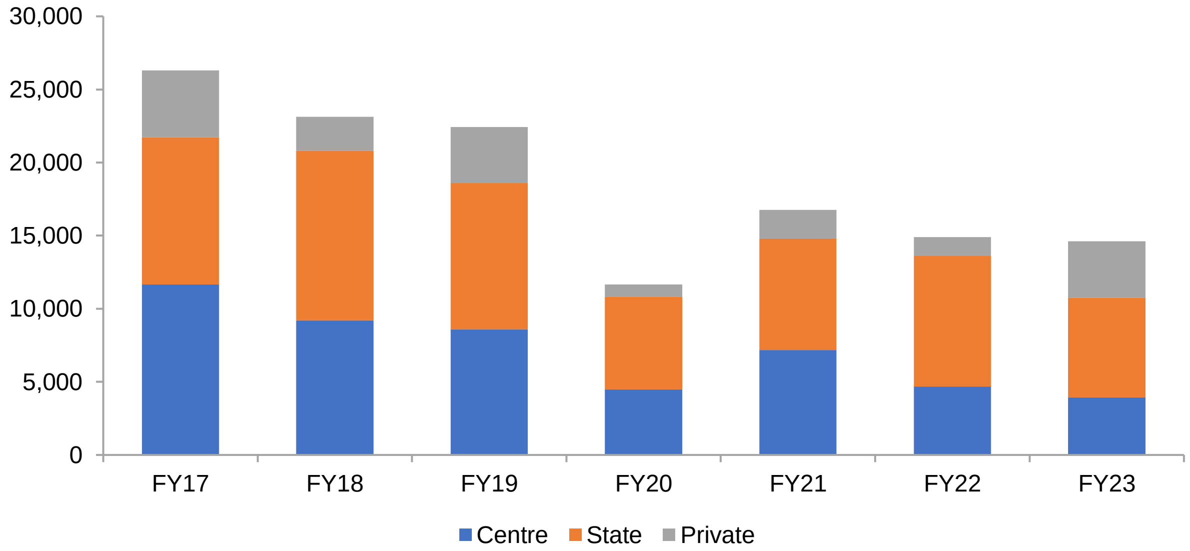


Source: CTUIL, CRISIL MI&A

Trends in transmission capacity addition

Transmission systems in India play a crucial role, given the skewed distribution of energy resources and main load centres across the country. As power demand and energy from renewable sources are set to increase, transmission systems will play an imperative role in linking generation and distribution of power to the end consumer.

Transmission line addition in circuit kilometre (ckm) over fiscals 2018-2023

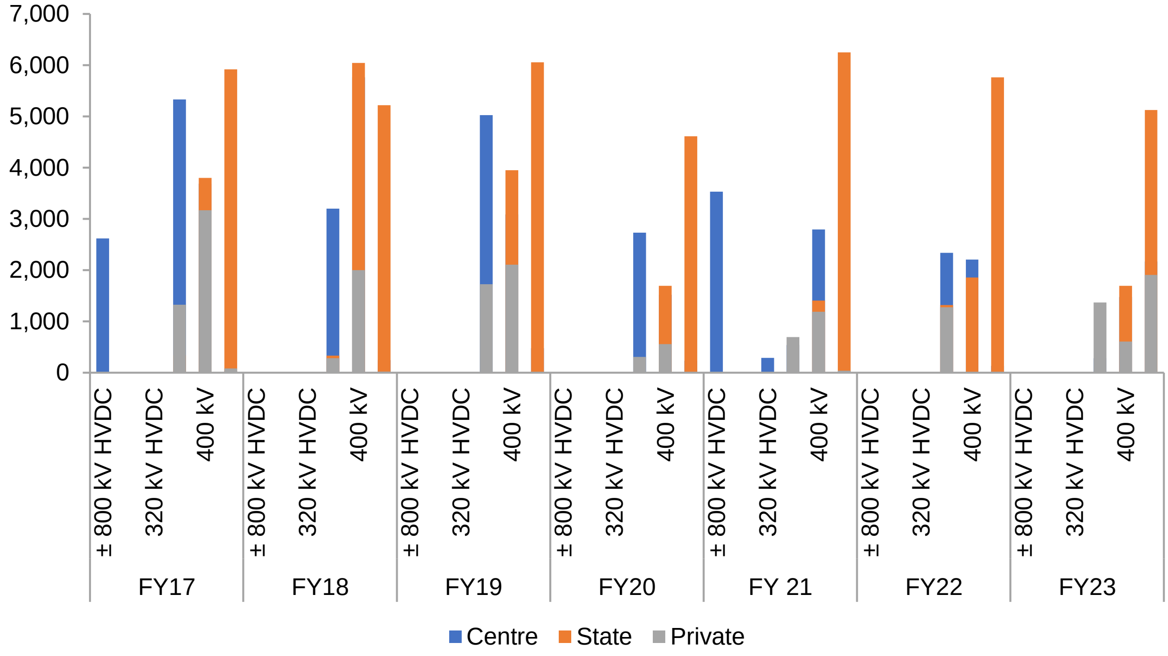


Source: CEA, CRISIL MI&A

Evolution of transmission network at different voltage levels

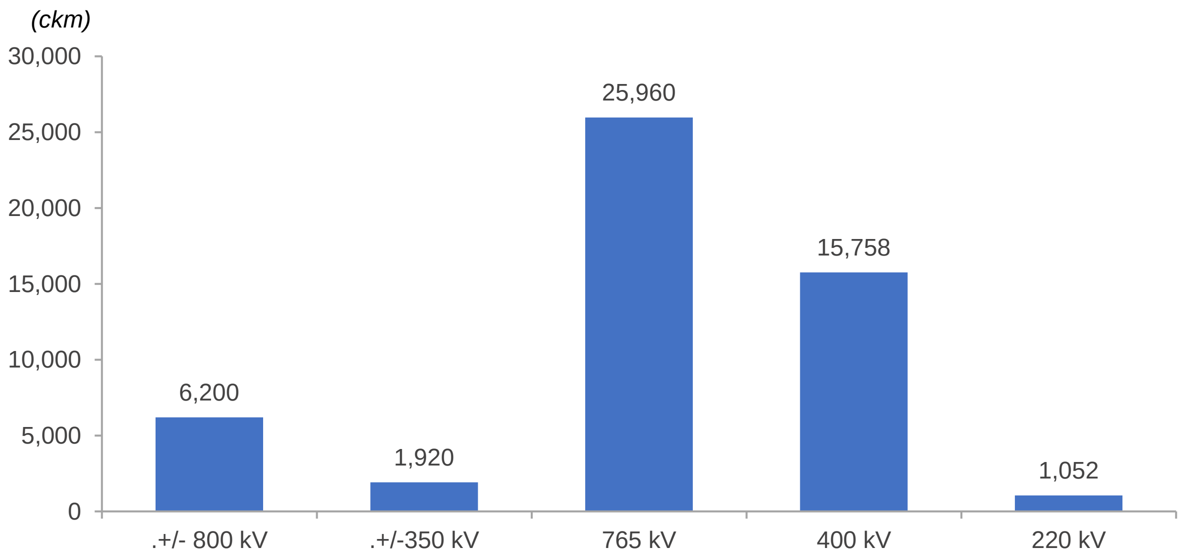
Share of central players in capacity additions came down from 40% in fiscal 2018, to 27% in fiscal 2023. This share has been replaced by additions made by private and state players. States also account for nearly 50% of alternating current (AC) capacity additions over fiscals 2018 to 2023. On the other hand, central agencies have been active in adding direct current or DC capacities. In the last seven years, the 400 kV line has witnessed maximum additions of 50,602 ckm or 39% of additions, closely followed by the 220 kV line (44,300 at 34%).

Transmission capacity addition at different voltage levels (fiscals 2017-2023)



Going forward, central entities are expected to tender 50,000-52,000 ckm of transmission lines by fiscal 2030. Most of the additions are expected to take place in high voltage lines (like 800 kV,765 kV, 400 kV) to minimise the transmission losses.

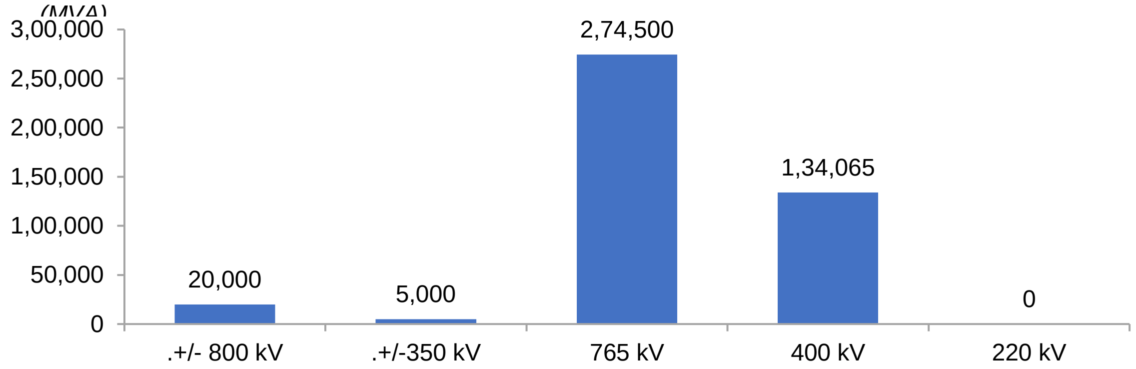
Outlook for voltage-wise line additions by 2030



Note: This is for tendering done by central entities only
Source: CEA, CRISIL MI&A Research

Similarly, 4,00,000-4,50,000 MVA of substations are likely to be added by 2030.

Outlook for voltage-wise substation additions by 2030



Note: This is for tendering done by central entities only
Source: CEA, CRISIL MI&A Research

Key risks and monitorable for the sector

Slowdown in conventional generation capacity: The deceleration or interruptions in increasing generation capacities could result in a decrease in investments in transmission projects, which would negatively affect companies engaged in transmission tower engineering, procurement, and construction (EPC). Nonetheless, strong expansions in RE capacity and initiatives to enhance transmission networks are anticipated to partially compensate for the deceleration in traditional energy sectors. Furthermore, major industry players are considering international markets where capacity additions are being executed.

Execution delays: Execution delays can arise from a range of external factors, including issues related to securing rights-of-way, delays in obtaining environmental clearances, political instability, and security threats such as terrorist attacks, as well as internal factors like a shortage of labour or raw materials. Companies with more extensive expertise and experience in dealing with such challenges would be better equipped to navigate these situations compared to smaller enterprises.

Raw material cost management: Commodity prices are renowned for their susceptibility to volatility, influenced by various macroeconomic and global factors. The significant price fluctuations in metals such as aluminium, zinc, copper, and steel can yield adverse consequences. To shield themselves from price hikes, companies often include price escalation clauses in their contracts. A prevalent approach employed by industry participants is to establish contracts with their suppliers for the procurement of raw materials at project initiation. Additionally, companies frequently engage in forward contracts to safeguard their profit margins.

Efficient management of working capital: It is essential to have a robust system for monitoring working capital, optimising the utilisation of working capital resources and maintaining continuous vigilance. This becomes particularly important due to the extended duration of projects and lengthy accounts receivable cycles. Additionally, effectively managing interest costs is critical, as they tend to be variable and must be controlled to manage the overall cost of funding.

Forex fluctuations: Companies face exposure to foreign currency risks when the currency used for invoicing differs from the currency in which payments are ultimately made. Unfavourable fluctuations in exchange rates during the time between bid submission and contract award can potentially affect profits unless appropriate hedging measures are in place.

Availability of adequate workforce: The availability of both skilled and unskilled labour is crucial for the successful completion of projects. Labour is particularly necessary for tasks such as foundation casting, tower assembly, and line stringing. Typically, there is a ready supply of labour for foundation casting. Furthermore, there is a growing trend of labour migration to foreign countries, driven by the prospect of higher wages.

Green energy corridor (GEC)

In 2012, there arose a necessity to establish dedicated infrastructure for the transmission and distribution of power generated from renewable energy sources in states with significant renewable energy potential. Following an assessment conducted by PGCIL, eight states known for their renewable energy potential (Andhra Pradesh, Gujarat, Himachal Pradesh, Karnataka, Madhya Pradesh, Maharashtra, Rajasthan and Tamil Nadu) submitted their proposals for creating intra-state transmission infrastructure. The GEC Phase I project received approval from the MNRE during fiscal 2016. This scheme encompassed both inter-state and intra-state components.

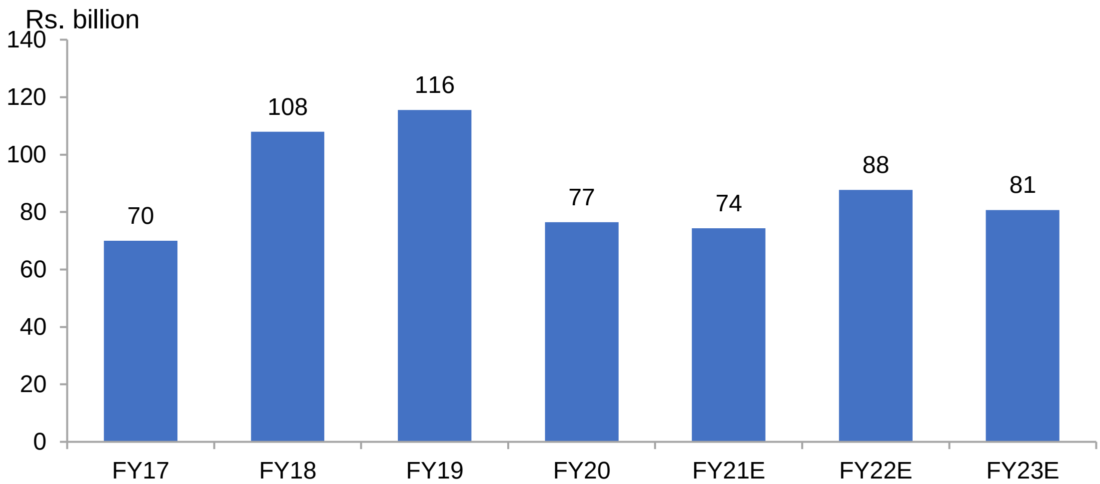
The intra-state aspect was designed for implementation by the eight renewable energy-rich states. It aimed to complete approximately 9,700 circuit kilometres of transmission lines and substations with a total capacity of 22,600 MVA. These facilities were intended to support the evacuation of over 20,000 MW of large-scale renewable power and enhance the grid infrastructure within the implementing states. The respective state transmission utilities (STUs) are overseeing implementation of this project. As of July 2023, the status of the intra-state component was as follows: nearly 9,767 ckm of transmission lines and 21,293 MVA of substation capacities have been established.

Transmission tower manufacturing segment

Domestic market

The transmission tower industry's market size is estimated to have risen 2% CAGR over fiscal 2017 to 2023 to ₹81 billion.

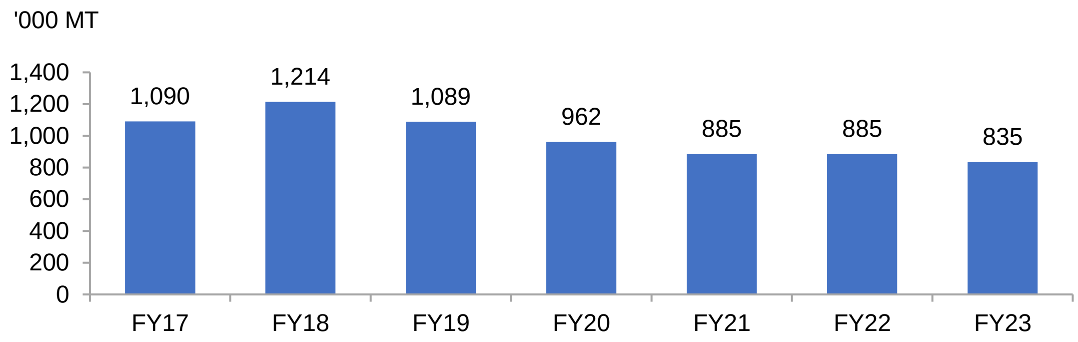
Size of domestic transmission towers industry



Source: Indian Electrical and Electronic Manufacturer Association (IEEMA), CRISIL MI&A Research

Growth was driven by increase in prices of commodities, with prices of steel rising at 12% CAGR and prices of zinc, an essential coating material, increasing at 7% CAGR over the period. However, domestic production for transmission towers fell at 4% CAGR, owing to a slowdown in domestic demand, primarily because of Covid-19 related disruptions and commodity super cycle.

Transmission tower production in India

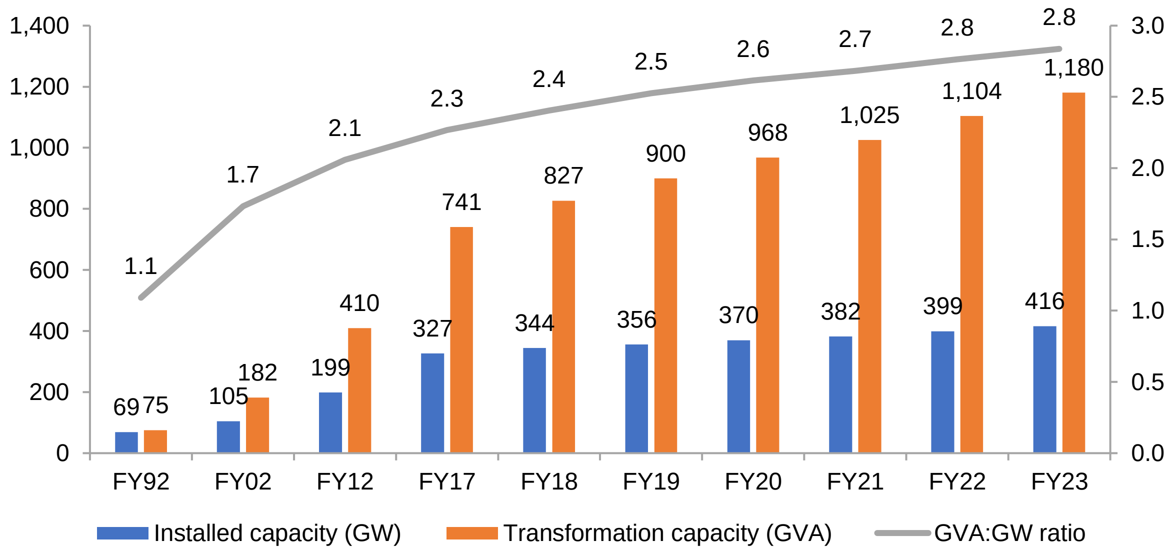


Source: IEEMA, CRISIL MI&A

Transformation capacity expansion necessary for power system decongestion

High transformation capacity is key to ensure uninterrupted flow of electricity. A specific transformation capacity must be added to the system for every MW of new generation capacity. In the context of India, the ratio of 220kV of transformation capacity and above to added generation capacity (MVA:MW) has historically been low. By end-March 1985, this ratio was 1.1 times, which has since improved to 2.8 times as of March 2023.

Installed capacity vs. transformation capacity



Source: CEA, CRISIL MI&A Research

Insufficient transformation capacity has led to line congestion, particularly in interstate power transmission. And given the government's commitment to reduce congestion, it is expected that transformation and transmission capacities will continue to expand.

We anticipate robust expansion in the high voltage transmission lines segment, particularly in the 400kV and 765kV categories, owing to their critical role in interstate transmission. Higher voltage enhances power density, minimises losses, and enables efficient transmission of large power volumes. It also reduces the need for extensive right-of-way, addressing a significant challenge faced by the sector of land availability for the setting up of transmission infrastructure.

Competitive scenarios in the power transmission tower manufacturing segment

In the first half of fiscal 2008, Power Grid Corporation of India Ltd (PGCIL) relaxed the eligibility criteria and started vendor development initiatives to develop indigenous capabilities and create a wider vendor base. Low entry barriers coupled with attractive returns attracted new players from other related businesses such as electric equipment and construction. This intensified competition.

However, most new entrants encountered execution issues as they had limited relevant execution experience, which resulted in project delays. Subsequently, from fiscal 2013, PGCIL refrained from awarding projects to these players until they completed the existing projects. As a result, aggregate market share of established players in PGCIL orders increased from 55% in fiscal 2012 to 64% in fiscal 2015 and to 71% in fiscal 2016. The market continues to be dominated by 5-6 larger players.

The share of these players dipped to 55% in fiscal 2018, on account of the re-entry of Gammon India Ltd, which had won a large tender worth Rs 2.4 billion. Skipper Ltd, which had won ~18% of total line capacity (in value terms), also re-entered the market by winning a project (7% market share) in a joint venture with Unitech. Newer players such as EMCO Ltd and Angelique International Trans Global are the small players that have grabbed high capacities. However, competition declined again subsequently, especially with PGCIL ordering declining and focus on intra-state tendering.

Market share in PGCIL orders

Contractor name	2009-10	FY11	FY12	FY13	FY14	FY15	FY16	FY17	FY18	FY19	9M FY20
KEC international	2%	0%	7%	31%	20%	11%	20%	20%	17%	26%	0%
Kalpataru Power	5%	12%	9%	18%	15%	14%	13%	3%	13%	0%	89%
Larsen & Tourbo	9%	5%	9%	14%	13%	16%	21%	12%	13%	21%	0%
Tata Projects	21%	19%	19%	0%	18%	19%	3%	15%	0%	16%	0%
EMC Limited	8%	19%	11%	0%	0%	4%	14%	17%	14%	0%	0%
Top 5 players	**45%**	**55%**	**55%**	**63%**	**66%**	**64%**	**71%**	**67%**	**56%**	**63%**	**89%**
Skipper Ltd	0%	0%	0%	0%	1%	8%	18%	0%	7%	0%	0%
Simplex Infrastructures	0%	0%	0%	0%	0%	1%	0%	9%	4%	4%	0%
Others	55%	45%	45%	37%	33%	27%	12%	24%	33%	33%	11%
New Entrants Total	**55%**	**45%**	**45%**	**37%**	**34%**	**36%**	**29%**	**33%**	**44%**	**37%**	**11%**

Note: This is as per the latest data released by PGCIL. Post this, player participation data has not been published.
Source: PGCIL, CRISIL MI&A

In the intra-state market, large players face tough competition from regional players where smaller contracts of sub 100 ckm often see low participation from the established names.

However, superior technical expertise, wider scale of operations and higher installed manufacturing base have helped the larger players hold on to their market share.

T&D capabilities of domestic players

Particulars	KEC	Kalpataru	Skipper	Jyoti Structures
Areas of operation1	Designing, manufacturing and testing transmission towers. Laying transmission lines and sub-station construction	Designing, manufacturing and testing transmission towers. Laying transmission lines and sub-station construction	Designing, manufacturing and testing transmission towers. EPC in power T&D	Designing, manufacturing and testing transmission towers. Laying transmission lines and sub-station construction
Tower manufacturing facilities	6 (3 in India, 1 each in Brazil, the UAE and Mexico)	2 (Gujarat and Chhattisgarh)	4 (West Bengal and Assam)	3 (2 in Maharashtra and 1 in Chhattisgarh))
Tower manufacturing capacity	3,62,000 MT2	2,40,000 MT	3,00,000 MT3	1,10,000 MT
Tower testing facilities	4 (3 in India, 1 in Brazil)	1 (Gujarat)	1 (West Bengal)	1 (Maharashtra)
Tower testing facilities capabilities	Up to 1,200 kV-Lattice and Guyed towers, Tubular	1,200 kV of single circuit tower	1,200 kV	1,200 kV Lattice Towers, Guy Towers, Tubular

Particulars	KEC	Kalpataru	Skipper	Jyoti Structures
	Towers and Monopoles			Towers and Monopoles
Areas served	North and South America, Africa, Middle East, Asia, Oceania, Europe	Africa, CIS Countries, Middle East, SAARC countries, Asia, Europe, America	South America, Middle East, Asia, Oceania, Europe, Africa	North and South America, Africa, CIS, Europe, Middle East, Asia, Oceania

Note: KEC – KEC International, Kalpataru – Kalpataru Projects International. The information for KEC, Kalpataru and Skipper is as per disclosures by these companies in their respective annual report for fiscal 2023. SAARC- South Asian Association for Regional Cooperation, CIS- Commonwealth of Independent States. 1 – Areas of operation have been kept limited to the power sector. 2 – Capacity for transmission towers, poles and hardware. 3 – Manufacturing capacity for Skipper is inclusive of all the engineering products.
Source: KEC International, Kalpataru Projects International, Skipper, CRISIL MI&A Research

Jyoti Structures undertakes turnkey and EPC projects in the high voltage transmission line and power substation spaces, covering survey, foundation, design, fabrication, erection and stringing of transmission towers. The company also erects transmission lines and tall antennas/ masts and undertakes railway electrification. Its tower manufacturing facilities are located in Maharashtra and Chhattisgarh, with a collective capacity of up to 1,10,000 MT per year. It also has a facility in Maharashtra that can test towers up to 1,200 kV DC. The company caters to domestic as well as international clients.

Highlights of the key private transmission line operators

Key indicators for private transmission line operators for fiscal 2022

Particulars	Sterlite Power Transmission	Adani Transmission (India)
Total income	3,835	802
Profit before tax	288	334
Profit/(loss) for the year	247	276
Tangible networth	1,953	2,505
Total debt	0	554
Operating margin	10%	91%
Net margin	6%	34%
ckm	13,945 (cumulative)	3,384

Note: The above financials for Sterlite are at A consolidated level. Adani Transmission (India), is a subsidiary of Adani Transmission and accounted for 26% operational capacity in fiscal 2022; the financials are standalone.
Source: Company filings, CRISIL MI&A Research

Tower testing

Installation of transmission towers can encounter delays because of quality issues. The delays prompt installation agencies to revisit and revise the tower design, installation methods and tower specifications. Hence, testing transmission towers is crucial to assess their performance in adverse weather conditions, their impact on public safety, and their compliance with relevant standards and regulations.

In the transmission line industry, prototypes of the structures undergo testing to enhance structural reliability of the transmission line systems. Tower tests serves various critical purposes, with one key objective being the validation and fine-tuning of the tower design to align with the specific transmission design codes.

To facilitate this, several tower manufacturers and accredited government laboratories have set up specialised facilities to test transmission towers, both for commercial purposes and research and development. These facilities employ various testing techniques, including full-scale prototype testing of the towers and tower components under simulated conditions, real-time strain gauge monitoring of load-bearing members, and reliability testing.

To be sure, tower testing encompasses the evaluation of several parameters. In a traditional proof test, the primary goal is to validate the design. This entails applying static loads, ensuring that the support rests on level-fixed foundations, and restraints at the load points are maintained in accordance with the design model. When a proof test is required, it should be conducted on a full-scale prototype structure or a similar tower design before mass production. Such a test assesses the towers and the capacity of their connections to withstand the specified design loads under controlled conditions. Proof tests also serve the purpose of confirming the accuracy of fit-ups.

It is important to note here that while this test can evaluate the tower's response to design loads, it may not entirely account for dynamic loads, less-than-ideal foundations, and complexities associated with the connected wires at the load points.

That said, a testing facility comprises a testing platform capable of assessing tower bending, torsional motion and shearing forces. It also assess the durability of anchors to absorb transverse, longitudinal and vertical forces exerted on the towers. The set-up allows for the application of various combinations of prescribed load tests at specified rates, and is equipped with devices and equipment to measure loads as well as deflection. Additionally, the facility features a remote control for the loading mechanisms as well as precise measurement instruments.

Overview of transmission and sub-station EPC

EPC segment background

A nation's transmission and transformation capabilities are integral to shaping its power network. Transmission lines play a crucial role in linking power generating stations to load centres, given their infrequent co-location. The power grid comprising this intricate network of transmission lines operates across various voltage levels, commonly has up to 765 kV on the AC side and 800 kV on the DC side. Higher voltage lines are essential for transmitting power over extended distances, while lower voltage levels typically serve load centres in close proximity. The transformation capacity associated with these voltage levels is of paramount importance in ensuring grid and load security, as it ensures supply of accurate power voltage, thereby mitigating potential mishaps. Transmission EPC and service providers are important value chain participants aligned to construction of transmission lines. They may be contracted by transmission line operators or may themselves bid for line operation at times.

Engineering, procurement, and construction (EPC) companies are engaged in on-ground execution of transmission lines or sub-stations. The role of an EPC contractor varies depending on the scope of work. For instance, a contract may include provision to supply the equipment as well, whereas in others, the project owner may provide the equipment to the EPC contractor. Some transmission service providers (TSPs) opt for an in-house EPC team, while others choose to outsource as they provide numerous benefits in terms of adherence to cost and project timelines.

The typical construct of an EPC contract has defined timelines and completion milestones which need to be followed to avoid penalties. An EPC contractor must comply with applicable laws and permits, as required. From a contractor's perspective, these can include securing connectivity permits for right of way (RoW) to construct a transmission line and even land acquisition at times. The onus of procuring these permits solely lies on the EPC contractor, which increases the probability of delays, attracts penalties and under-recoveries.

Under the T&D business, key activities such as RoW and forest clearances typically fall under the purview of the client. However, EPC contractors are involved in in supporting capacity, undertaking activities such as data collection, preparation and submission of proposals to concerned authorities. Contracts are also split between tower manufacturing (designing, testing and supplying) and erection (survey, foundation, tower erection, stringing, and commissioning). These activities are scheduled in the inception phase, which forms the basis for milestone-based payments during the contract period.

EPC business model and associated risks

An EPC contractor's scope of work can vary from providing end-to-end services such as procurement of raw material and equipment operations and maintenance (O&M) to only carrying out installation and construction.

Under the turnkey model, the EPC contractor provides end-to-end solutions, while under the turnkey model with only partial procurement, the scope reduces to installation and construction of the transmission lines and procuring items not issued by client.

The EPC business is subject to risk factors, which might impact returns and the financial position of the contractor. Some key risk factors are described below:

a. Operational risk – The contractor must ensure EPC projects generate required output efficiency and adhere to performance standards, where non-performance may lead to payment penalties. In case of non-availability of mandated components, there may be issues/delays in procurement of such equipment as per the agreement.
b. Financial and regulatory risk – In the Indian context, government transmission projects have a price escalation clause which is often linked to indices of underlying key commodities. However, international or private contracts may not include the same. Any delay, cancellation of orders as per agreed pricing will hamper financial returns as prices cannot be renegotiated. The fixed nature of the contract exposes the contractor to price volatility risks such as a swing in commodity prices. Working capital may be affected due to project delays and also in the case where advances received from the consumer attracts interest. Further, any unexpected changes in policies for which for the contractor does not have a recourse as per the agreement of reimbursement may again impact project profitability.
c. Construction risk – Delays in construction due to factors such as more time taken for connectivity approvals or land acquisition will impact project cost and may attract penalties in case of extensive delays. Other factors such as unanticipated change in design and supply shortages can lead to delay in construction.

Transmission line set-up

A power transmission tower is a tall steel structure used to support overhead electricity conductors for power transmission. Its main function is to isolate the high-voltage conductors that it supports and separate them from the surroundings and other transmission towers.

The key raw materials used to manufacture a tower are reinforced steel angle bars which undergo various mechanical processes (punching, drilling, etc.) to be assembled into the final structure. Another important raw material used is zinc for galvanisation of various parts to make the steel corrosion-resistant. The towers are usually assembled at site to enable easier transportation. In hilly and mountainous terrain, entire towers are erected using helicopters.

Erection schedule

The entire process of setting up a transmission network is spread over about three years (including surveys and cost estimation by a tendering party like PGCIL), depending on the topography of the region where the transmission line has to be set up and the length of the line. The following diagram shows the indicative time taken for each activity in the implementation schedule of a transmission line:

OUR BUSINESS

*Some of the information in the following section, especially information with respect to our plans and strategies, contain certain forward-looking statements that involve risks and uncertainties. You should read the section "**Forward-looking Statements**" on page 18 of this Draft Letter of Offer for a discussion of the risks and uncertainties related to such statements and the section "**Risk Factors**" on page 23 of this Draft Letter of Offer for a discussion of certain risks that may affect our business, financial condition or results of operations. Our actual results may differ materially from those expressed in, or implied by, these forward-looking statements.*

We have included various operational and financial performance indicators in this Draft Letter of Offer, many of which may not be derived from our Restated Consolidated Financial Information or Unaudited Interim Condensed Consolidated Financial Statements or otherwise be subject to an examination, audit or review by our auditors or any other expert. The manner in which such operational and financial performance indicators are calculated and presented, and the assumptions and estimates used in such calculations, may vary from that used by other companies in India and other jurisdictions. Investors are accordingly cautioned against placing undue reliance on such information in making an investment decision, and should consult their own advisors and evaluate such information in the context of the Restated Consolidated Financial Information or Unaudited Interim Condensed Consolidated Financial Statements and other information relating to our business and operations included in this Draft Letter of Offer.

Unless otherwise indicated, the industry-related information contained in this Draft Letter of Offer is derived from the 'Industry report on power transmission, distribution and smart metering Report' issued in October 2023, which have been exclusively commissioned and paid for by our Company for agreed fees for the purposes of confirming our understanding of the industry exclusively in connection with the Issue and exclusively prepared and issued by CRISIL Limited. We officially engaged CRISIL, in connection with the preparation of the CRISIL Report pursuant to an engagement letter dated September 29, 2023. Copies of the CRISIL Report shall be available on the website of our Company at http://www.jyotistructures.in/index.html. Unless otherwise indicated, all financial, operational, industry and other related information derived from the CRISIL Report and included herein with respect to any particular year refers to such information for the relevant calendar year. The data from the CRISIL Report included in this section may have been re-ordered by us for the purposes of presentation.

Overview / Primary business of our Company

Pursuant to initiation of corporate insolvency proceedings against the Company by State Bank of India in June 2017, the Company has successfully undergone corporate insolvency resolution process and the Resolution Plan as approved by the NCLT is implemented. For more details, please refer chapter "***Resolution Plan***" on page 53 of this Draft Letter of Offer.

Our Company has been a leading player offering Engineering, Procurement and Construction (EPC) solutions in the field of Power Transmission & Distribution networks up to 765 kV & 800 kV AC and HVDC Transmission Lines and 765 kV Substations. We have served global clientele from several countries in the last 4 decades.

Our Company has been offering complete range of solutions and services right from inception stage, conceptualisation, survey, route selection and optimisation, design, detailed engineering, full-scale prototype tower testing, fabrication, supply, sourcing of materials, planning, mobilisation of resources, civil works, foundations (open, raft, pile, well, and special), including soil improvement (stone columns), erection, stringing, testing and commissioning of Transmission lines, Substation and Distribution networks to customers as per their specifications.

We have three lines of operations viz. Transmission Line, Substations and Rural Distribution Networks. We provide services like Designing & Engineering, Transmission Tower manufacturing & testing, construction and project management. Our Company has experience in executing high voltage Transmission Lines upto 800 KV; Substations upto 765 KV and Distribution Lines and has constructed over 31,000 circuit KMs and over 1,800 bays of substations and electrified over 37,325 villages.

Our major clientele include several well established power transmission and distribution companies.

Over the years, we have executed projects in and exported products to clients in countries USA, United Kingdom, Canada, France, South Africa, Bangladesh, Tanzania, Kenya, Kuwait, Rwanda, Tajikistan, United Arab Emirates, Algeria, Philippines, Kenya, Georgia, etc.

We operate in B2B segment, working for Government as well as Private Power Utilities (Transmission & Distribution) who are our customers in India as well as abroad.

In recent years a new category of Private Asset Developers have emerged and grown in size, and we are serving this segment of the Power sector as well.

We are one of the few players in the Indian and global market who have had broad experience in executing projects across the entire Transmission & Distribution (T&D) value chain. Our following capabilities have helped us to create an entry barrier for smaller / newer players:

Pre-Qualifications

We have developed expertise in designing transmission line towers and foundation and have experience in designing high voltage Transmission Lines, Substations and Distribution Lines across all kinds of terrains and geographies.

Design and Engineering expertise

We have executed jobs over difficult terrains such as Himalayan Range, Deserts and River Crossing across 1,000 m wide rivers and in areas such as North East and Orissa. We use the latest software such as PLS-TOWER, PLS-CADD, i-Tower, Auto-CAD, BoCAD and STADPRO to develop designs, detailing, sketches and route profiles

Manufacturing Capacity

By view of our multiple tower manufacturing facilities, we have created the ability to manufacture towers in-house that act as a product differentiator and allows us to maintain quality as well as logistic advantages.

Global Presence

We have executed over 14 overseas contracts till date.

Quality

We cater and conform with all International Standards and operate ISO 9001; ISO 1401; OHSAS 18001 certified facilities to produce quality products and equipment.

Key milestones:

Year	Particulars
1974	Company Incorporated
1979	Established first tower manufacturing plant at Nasik and started operations as a job worker
1987	First EPC Transmission Line project
1989	Listed on Stock Exchanges
1991	First EPC Transmission Line project from Power Grid Corporation of India Limited
1992	First EPC Substation project
1995	Annual Turnover exceeds Rs 10000 lakhs
1996	First Substation project from Power Grid Corporation of India Ltd. First 800 kV Transmission Line project from UP State Electricity Board Established tower testing station at Ghoti (Nasik)
2007	Annual Turnover exceeds Rs 1,00000 lakhs
2009	First overseas 765 kV Transmission Line project
2011	First 765 kV Substation project
2016	Achieved milestone of 30,000 ckt Kms of commissioning Transmission Lines
2017	Referred to Corporate Insolvency Resolution Process (CIRP)

Year	Particulars
2019	Hon. NCLT approved the Resolution Plan for revival of the Company
2021	Resumption of business operations after the Resolution Plan got implemented

Nature of the product(s)/services and the end users

Our offerings can be classified as Services and Supplies.

Services

- EPC execution of Transmission Line, Substation and Distribution projects.
- Design, Detailing, Testing of Transmission Line Towers, Poles, and Telecom Towers

Segment	Scope of Supply contract	Scope of Services contract
Transmission Line	Supply contract covers Design, Detailing, Testing of Transmission Line Towers, Fabrication, Inspection and dispatch of materials to designated stores along with bought-out items (such as Insulators, Hardware, Accessories, Earth wire, OPGW Conductors etc.)	Services portion of the contract broadly cover Survey, Soil Investigation, Foundations, Erection of Transmission Line Towers, Stringing of Conductors & OPGW, Testing & Commissioning.
Substation	Supply of Substation equipment such as Gantry Structures, Circuit Breakers, Isolators, FFH, Earthing materials, CT, PT, Hardware, Fittings, Bus Post Insulators LA, Control & Relay, Power & Control Cables, Panels, Power Cable and Power Transformers with Station Transformer, etc.	Survey, preparation of access road, levelling of project site (if required), foundation, civil works, erection of all Equipment with earthing, testing & commissioning,
Distribution	Supply of Poles (RSJ, PSC, STB etc.), Distribution Transformer, AB Cable, Conductor, LA, Insulators, Power Meters, APL & BPL Kit, HT & LT Cables, Hardware, Fittings etc.	Survey, Profiling, installation of line and substation materials for all LT, 11 kV, & 33 kV, testing & commissioning

(A) Transmission Lines

We have expertise of providing the entire bandwidth of services in EHV Transmission Lines. Our Company has designed and executed over 31,000 ckm of transmission lines including 765 D/C kV, 400 kV D/C, 500 kV HVDC.

(B) Substation

We have the capability of in-house design and engineering expertise to execute substation upto 765 kV on turnkey basis.

(C) Distribution

We have over the years, electrified over 37,325 villages and have commissioned over 58,982 distribution transformers.

Transmission lines carry electricity over long distances through Transmission towers that support the high-voltages. These lines generally feed into a Substation which reduces the electricity to a level that can be used subsequently.

The basic function of Transmission Lines & Substations of various voltage levels along with Distribution Lines is to form an integral part of a power network, to tap and deliver power generated in different regions to the consumers across the nation, along with ensuring overall stability of the power network through network load management.

Tower Testing

We also own an in-house Tower Testing Station (also referred as "Test Bed or R&D Centre). Getting a time slot for testing of tower at an external Test Station can be expensive, tedious and time-consuming activity, which may adversely affect the project execution and completion of project. The same is located at Ghoti, Igatpuri near Nasik and has the capacity to carryout tower testing up to 1200 kV. Till date 464 prototype towers from clients across the world have been tested at this Centre.

Achievements / accomplishments

In-house design of towers and testing at the Company's own test bed. In the past, we have executed Transmission Line projects worth Rs. 500 crores spread over 1,000 km in a single contract that was completed in a record time of 2 years.

a) Transmission Lines
   i. Supplied over 14,00,000 MT of structures to various utilities around the world.
   ii. Constructed over 31,000 circuit kilometers of lines up to 800 kV.
   iii. Worked with all major utilities all over the world.
   iv. Successfully executed and commissioned projects in difficult terrains like Himalayan ranges, deserts, snow covered regions, water-logged areas and river crossings.
   v. Executed river crossing projects including 1,000 mtrs. Span over river Ganges with 142 mtrs. Tall towers.
   vi. Executed 4,200 mtrs of gulf crossing in Mediterranean Sea.
   vii. Tested more than 464 types of towers upto 1200 kV

b) Substations
   i. Constructed over 1800 bays ranging from 11kV to 765kV.
   ii. Commissioned over 8000 MVA Transformer capacity.

c) Distribution Lines
   i. Provided Service Connections to 28,69,000 households.
   ii. Commissioned 58,930 Nos. Distribution Transformer Substations.
   iii. Laid over 23,760 kilometers of Aerial Bunched cable.
   iv. Laid over 1,75,000 kilometers of AAAC Conductor.

v. Executed over 812 Nos. Feeder Renovation.

STRENGTHS

Engineering Expertise

- We use various Software viz. Computer Aided Analysis; BOCAD, Itower, AutoCAD and tools such as Digitization of Toposheets, Digital Terrain Models, Theodolites and GID equipments which help us in ROW resolution.
- We own an exclusive proto fabrication and assembly unit which interfaces between design and testing process to ensure minimal errors.
- The entire project management is digitized helping in detailed calculations related to tower foundation, construction line length and tension thus improving precision and efficiency.
- We have executed projects over difficult terrains such as Himalayan Range, Deserts and River Crossing across 1,000 m wide rivers.
- Backed by capabilities in engineering, we are in a position to bid for lump sum turnkey projects which have better margins and limited competition.

Tower Testing Expertise

- We own in-house tower testing station at Ghoti, Igatpuri , Near Nasik with capabilities to test tower upto 1,200 KV.
- The facility has tested over 460 towers of different configurations for clients from over 50 countries.
- Key clientele for tower testing include HydroQuebec (Canada), SNC Lavalian (Canada), Powerlinks (Australia), United KG (Australia), ADWEA (Abu Dabhi), ZAMIL (Saudi Arabia), PowerGrid (India).

Manufacturing capability

We have 3 (three) manufacturing facilities in India – 2 in Nashik (Maharashtra) and 1 in Raipur (Chhattisgarh). The total capacity of these facilities is 1,16,160 MT per annum of tower materials comprising transmission line towers, substation structures, Telecom Towers, Railway Structures and other galvanised steel structures. As on date, we have totally manufactured over 1.4 million tons of transmission towers and other structures.

Owing to the financial distress faced by the Company in the past several years, our manufacturing facilities were not operational. Following the successful completion of Corporate Insolvency Resolution Plan and infusion of funds, one of the major plants in Nashik has been put into operational mode. The other plants are expected to become operational over a period of time as the Company's order book expands with corresponding banking limits being made available to the Company in accordance with the Resolution Plan.

Our manufacturing facilities are equipped for fabrication and galvanizing of transmission towers, microwave towers, structures for solar panel installation, wind mill tower and railway electrification structures.

All our facilities are ISO 9001, ISO 14001 and OHSAS 18001 certified.

Business Strategy

The domestic as well as global Power Transmission & Distribution markets continue to stay buoyant. There is an accelerated emphasis from Governments to expand existing power networks, primarily to evacuate power generated from renewable sources. Alongwith with there is routine plan of providing electricity to increasing number of electric power consumers.

Our Company is amongst a few global EPC players having comprehensive in-house capabilities for execution of EPC projects from inception, optimisation, till commissioning in cost-effective manner.

The strategy of the company is to secure regular business for each of the activity segments from India and abroad.

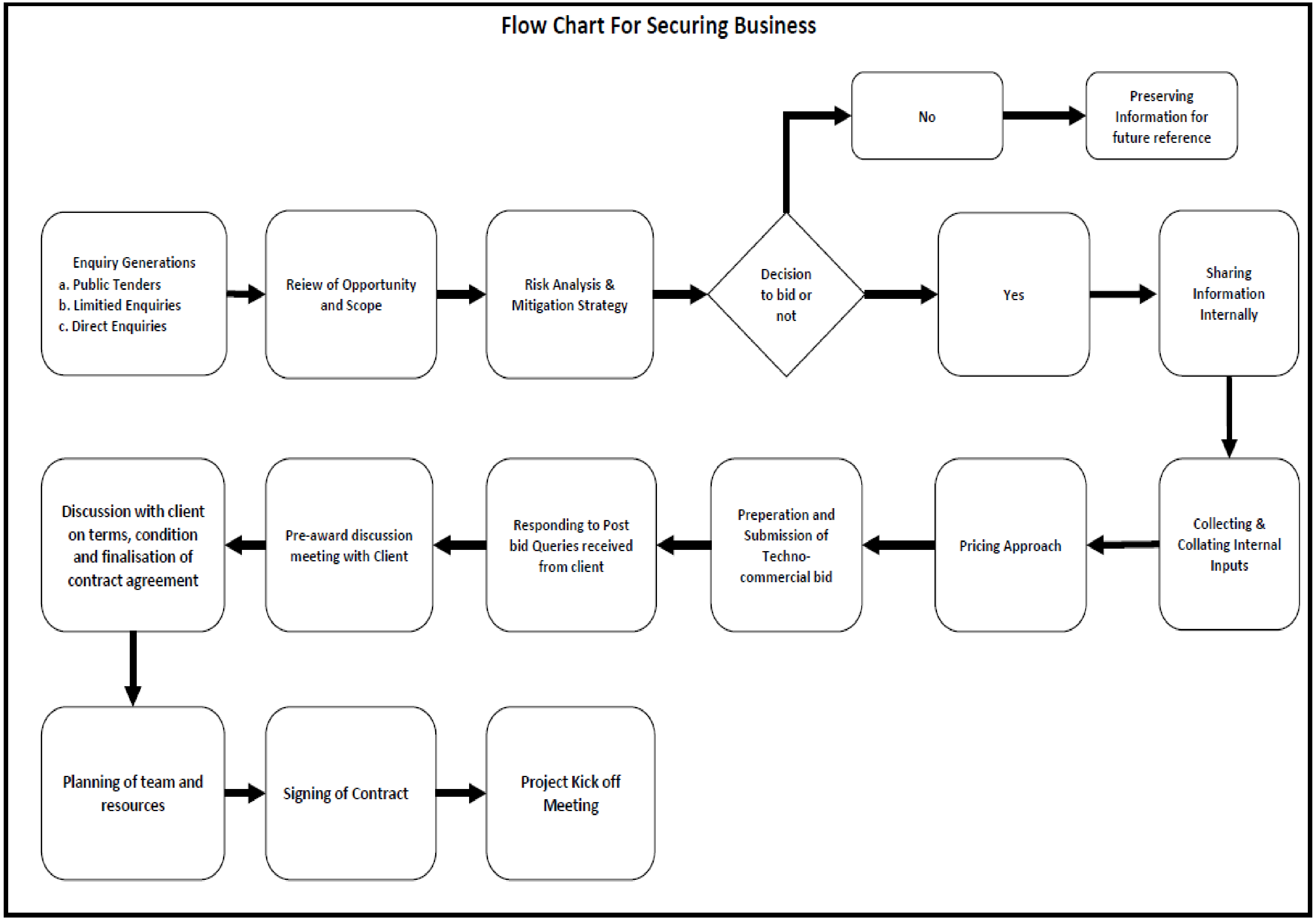
Over the last four decades, the key factors which enabled our Company build expertise and achieve success are :

a. Deep roots, withstood the test of time, consistently diversified and enhanced the scale of operations across multiple economic cycles.

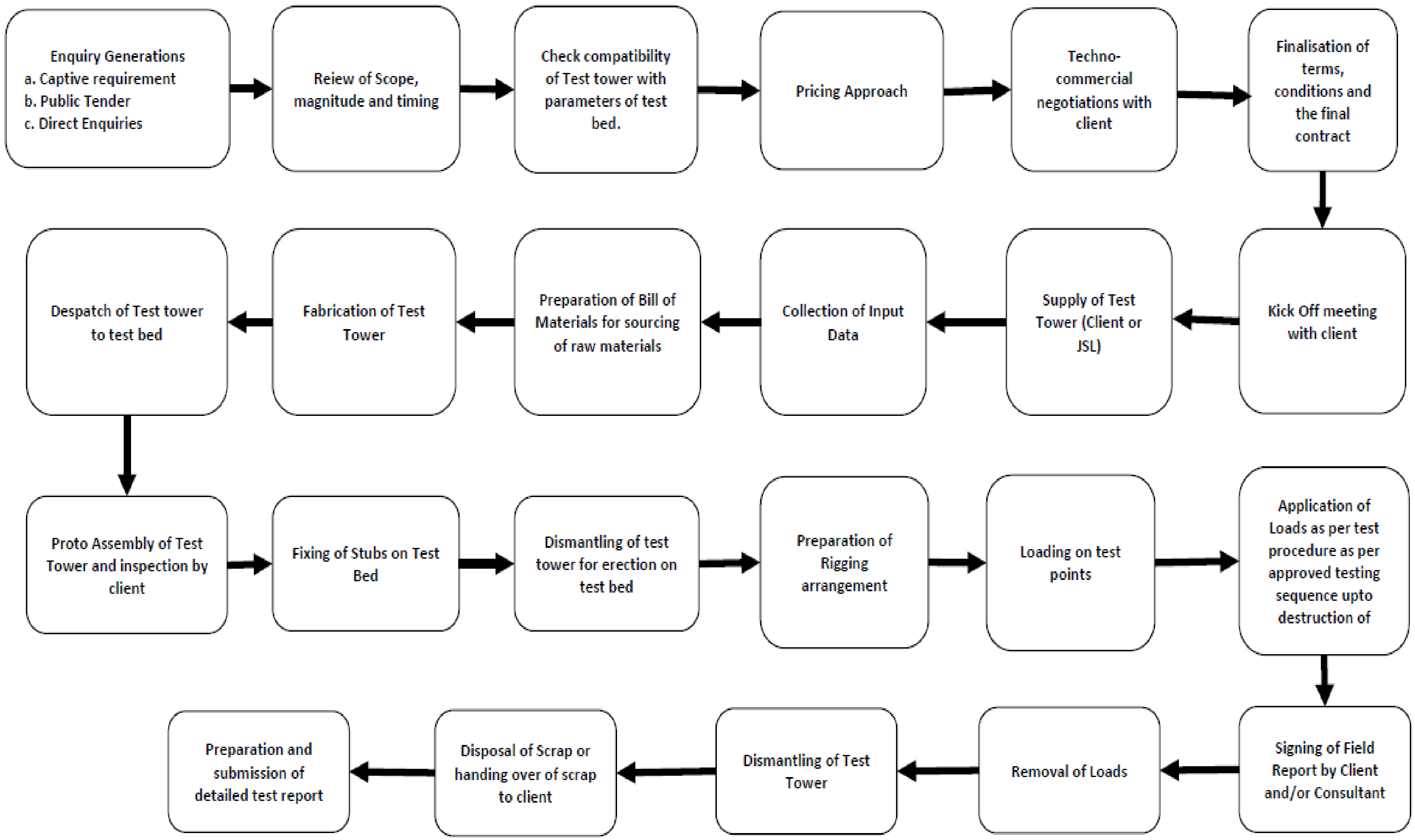
b. Good talent pool with demonstrated capability to execute challenging projects in difficult terrain.
c. Track-record of performance
d. Large pool of 500+ satisfied customers across the globe.
e. Preferred partner of highly credible customers, with ambitious growth plans.
f. Cost efficient operational structure to offer attractive techno-commercial solutions to customers in competitive environment.
g. Ability to stay ahead of competition by developing optimised engineering offerings and successfully implementing within tight time-frame to customers satisfaction on consistent basis.
h. Fully integrated set of world class assets having direct control of value & delivery chain enabling cost and time advantage.
i. Well positioned to garner larger share of the huge business opportunity available.
j. Capable of replicating success in existing adjacencies (Underground Power Cabling) and emerging adjacencies (Smart Metering).

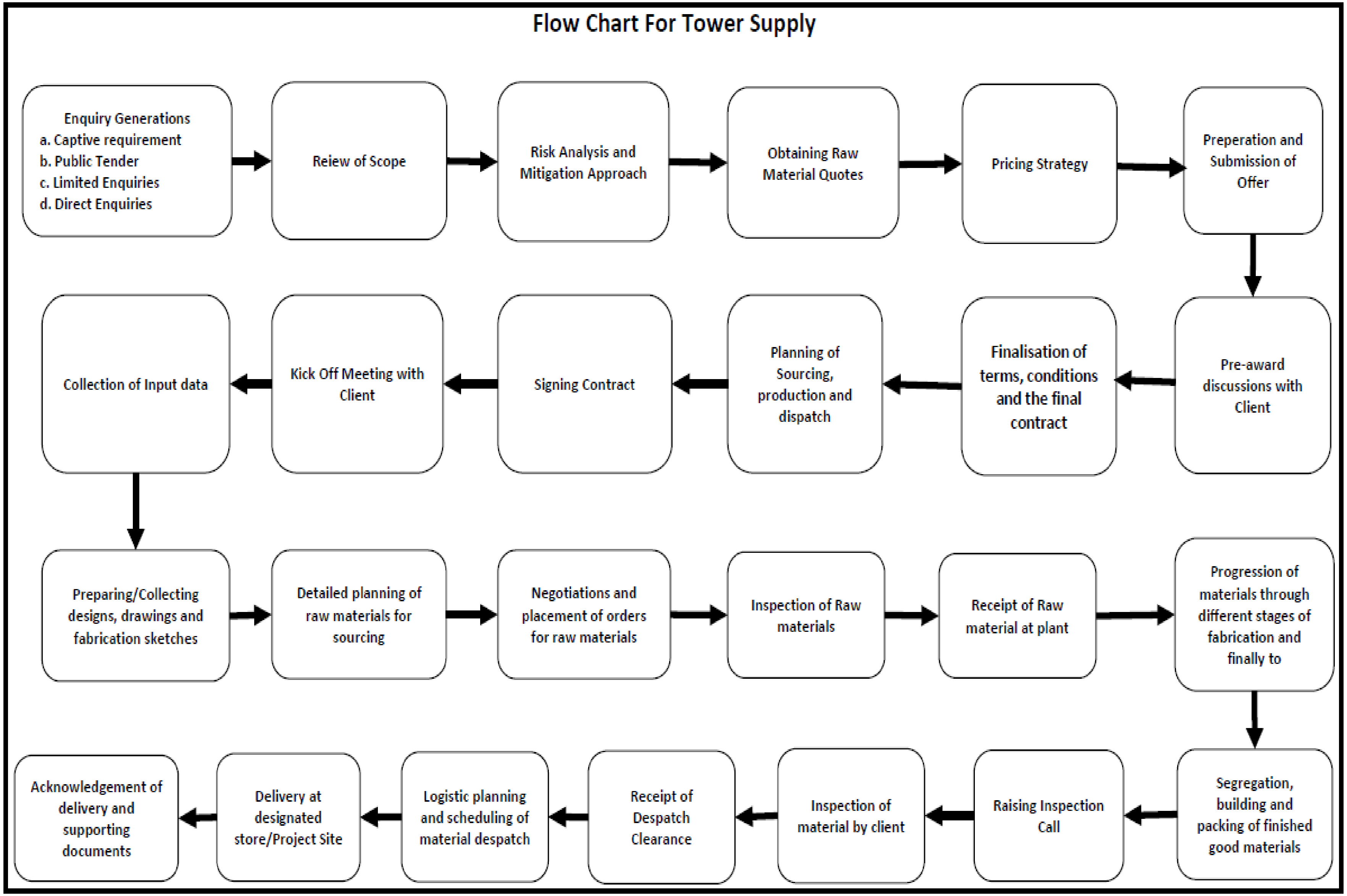
Power being essential element to boost socio-economic growth of the country, the demand of the same offers good scope of demand for our services. With our global experience of having successfully commissioned projects and with in-house facilities, we are uniquely positioned to tap sizeable share of demands for Transmission lines, Substations and Distribution projects.

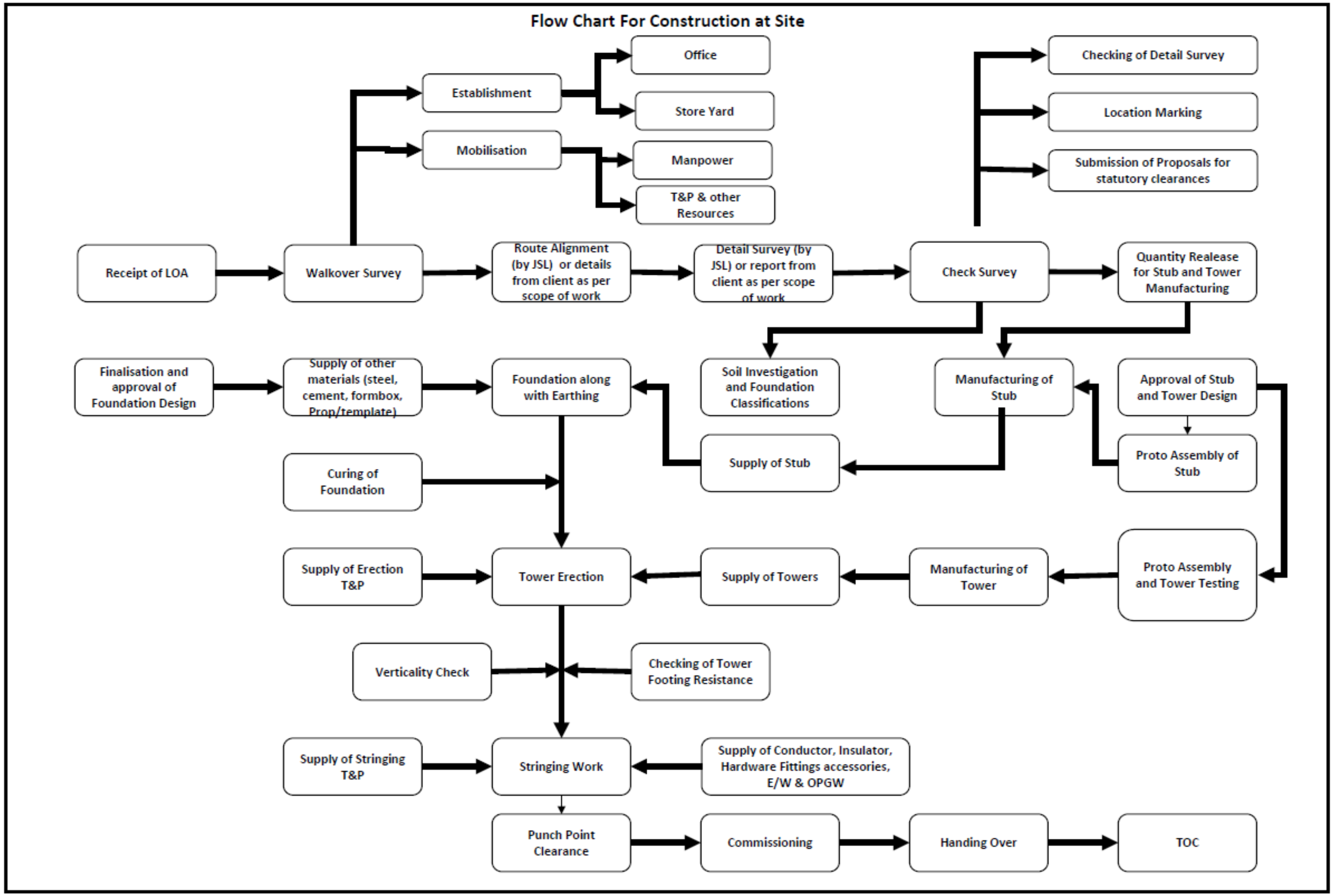
Flow charts for major activities of our Company



Flow Chart For Tower Testing




Flow Chart For Tower Supply
Enquiry Generations
a. Captive requirement
b. Public Tender
c. Limited Enquiries
d. Direct Enquiries
Reiew of Scope
Risk Analysis and Mitigation Approach
Obtaining Raw Material Quotes
Pricing Strategy
Preperation and Submission of Offer
Pre-award discussions with Client
Finalisation of terms, conditions and the final contract
Planning of Sourcing, production and dispatch
Signing Contract
Kick Off Meeting with Client
Collection of Input data
Preparing/Collecting designs, drawings and fabrication sketches
Detailed planning of raw materials for sourcing
Negotiations and placement of orders for raw materials
Inspection of Raw materials
Receipt of Raw material at plant
Progression of materials through different stages of fabrication and finally to
Segregation, building and packing of finished good materials
Raising Inspection Call
Inspection of material by client
Receipt of Despatch Clearance
Logistic planning and scheduling of material despatch
Delivery at designated store/Project Site
Acknowledgement of delivery and supporting documents


Flow Chart For Construction at Site
Office
Establishment
Store Yard
Mobilisation
Manpower
T&P & other Resources
Checking of Detail Survey
Location Marking
Submission of Proposals for statutory clearances
Receipt of LOA
Walkover Survey
Route Alignment (by JSL) or details from client as per scope of work
Detail Survey (by JSL) or report from client as per scope of work
Check Survey
Quantity Realease for Stub and Tower Manufacturing
Finalisation and approval of Foundation Design
Supply of other materials (steel, cement, formbox, Prop/template)
Foundation along with Earthing
Soil Investigation and Foundation Classifications
Manufacturing of Stub
Approval of Stub and Tower Design
Supply of Stub
Proto Assembly of Stub
Curing of Foundation
Supply of Erection T&P
Tower Erection
Supply of Towers
Manufacturing of Tower
Proto Assembly and Tower Testing
Verticality Check
Checking of Tower Footing Resistance
Supply of Stringing T&P
Stringing Work
Supply of Conductor, Insulator, Hardware Fittings accessories, E/W & OPGW
Punch Point Clearance
Commissioning
Handing Over
TOC

Leading Clients:

We have broad base of clients globally, and continues to expand it by adding new customers from existing geographies as well as newer geographies. Few of the major clients for whom our Company has executed contracts in India and abroad is as follows :

(a) Most of the State Government Electricity Board viz. Andhra Pradesh Transmission Corporation, Assam State Electricity Board, Chhattisgarh State Electricity Board, Damodar Valley Corporation, Gujarat Electricity Board, Maharashtra State Electricity Board, National Thermal Power Corporation etc.

(b) Major private developers viz. Adani Energy Solutions Limited, Mundra Port & SEZ Limited, ReNew Power Private Limited, Reliance Energy Limited, Sterlite Power Transmission Limited, etc.

(c) Global clients viz. Al-Babtain LLC, Saudi Arabia; Al-Hassan Engg. Co., Oman; Balfour Beatty Utility Solutions Limited, UK; Bhutan Power Corporation Ltd., Bhutan; Dubai Electricity & Water Authority, UAE; North Luzon Renewable Energy Corp., Philippines; Siemens, Kenya; etc.

Our manufacturing, Testing and Engineering facilities

The following table details our manufacturing facilities:

Location	State	Leased / Owned	Installed Capacity
• 51A/52A/53A, D.Road, Satpur Midc Industrial Complex, Nashik - 422007, Maharashtra, India.	Maharashtra	Leasehold land. Owned Plant & Building	41,100 MT
• Plot No. E-60/61, MIDC Satpur, Nashik - 422007, Maharashtra, India.	Maharashtra	Leasehold land. Owned Plant & Building	32,820 MT
• Igatpuri, Village-Deola, Bhandardara Road, Ghoti, Nashik - 422002, Maharashtra, India	Maharashtra	Freehold land. Owned Plant & Building	Tower Testing and R & D Centre
• 1037/1046, Sarora Ring Road, Urla Industrial Complex, Raipur - 493221, Chhattisgarh, India	Chattisgarh	Leasehold land. Owned Plant & Building	42,240 MT
• 1, Rajyog, Sarkhej Gandhinagar Highway, Khoraj, Gandhinagar 382421	Gujarat	Rented Office	Engineering Department

Plant, machinery, technology, process etc.

The following are the list of critical plant & machineries available at our plants at Nasik and Raipur :

Serial	Machinery
FABRICATION	
1	CNC Angle Punching Lines
2	Manual Angle Lines
3	E.O.T. Cranes
4	Plate Shearing Machine
5	Hydraulic Notching
6	Heel Cutting
7	Band Saw
8	Bending Furnace
9	Induction Heating
10	Bending Machine
11	Angle Straightening Machine

Serial	Machinery
12	Hydraulic Presses
13	Gas Cutting / Pug Cutting
GALVANISING	
14	Zinc Bath I (8.4x1.0x1.6 M)
15	Pre treatment Tank
16	Post Treatments Tank
17	Effluent Treatment Plant
18	Sewage Treatment Plant
19	Cooling Tower
QUALITY ASSURANCE	
20	Shapping Machine
21	Surface Polishing Machine
22	Tensile Testing Machine
23	Impact Testing
24	Spectro Chemical Testing Machine
25	Hardness Testing
26	Coatmeasure
27	Degital Level
28	Electronic Weighing Scale
STEEL STORES & FINISHED GOODS	
29	Goliath, Tower and Hydra Cranes
30	Weighing Scale
OTHERS	
31	Diesel Generator Set
32	Submersible Pump
33	Weighing Scale
34	Weighing Scale
35	Transformer

The manufacturing of towers entails multiple sub-activities such as cleaning, bending, cutting, drilling, punching, polishing, chemical treatment, hot dip galvanisation, shifting of raw materials from one section to another section during various stage, intermittent and final inspection as well as testing etc.

All the machines, tools and plants mentioned in the list are used during different processes of manufacturing and select set of machines and equipment are used for providing utility services running the operations at plants.

Subsisting collaborations / performance guarantee

As on date, we do not have any collaboration for any of our products / services.

Raw Materials and other utilities

The primary raw materials and components we use are Steel angles Mild Steel angles and High Tensile angles). The raw materials required during erection of tower include steel plates, zinc, bolts & nuts, washers / step bolts.

These materials are bought locally, and we do not anticipate any problem in procurement of the same.

Water is mainly used for sanitation purposes and is sourced locally from the municipal supply. We do not anticipate any difficulties for regular supply of the same.

Power at our manufacturing units is available from MSEDCL for Nasik Plants and from CSEDCL for Raipur Plant and we have not faced any interruptions in the supply during the past.

Manpower

As on date, the location wise and category wise summary of team is as follows:

Location	Team
Head Office (Mumbai)	51
Nasik	250
Ahmedabad	29
Project sites	207
Total	527
Factory & testing station workers	134

All the above workforce are on the payroll of the company except for the contractual workers at the project site.

Business Strategy:

Our Company has been an active EPC player in global arena for more than 3 decades, is open to take up project(s) across the regions (qualifying through our internal evaluation criteria). The business potential from each geography is a function of the planned capex of the customers from respective region.

Over the last four decades, the key factors which enabled our Company build expertise and achieve success are as follows:

a. Deep roots, withstood the test of time, consistently diversified and enhanced the scale of operations across multiple economic cycles.
b. Talent pool capable to excel at challenges encountered.
c. Track-record of performance.
d. Large pool of 500+ happy customers.
e. Cost efficient operational structure to offer attractive techno-commercial solutions to customers in competitive environment.
f. Fully integrated set of world class assets having direct control of value & delivery chain enabling cost and time advantage.
g. Best positioned to garner larger share of the humongous business opportunity available.
h. Capable of replicating success in existing adjacencies (Underground Power Cabling) and emerging adjacencies (Smart Metering).

Our strategy is to fully leverage existing capabilities and resources to tap available business and periodically keep on assessing the need to further enhance the capacities and add capabilities to stay ahead of competition

Capacity and Capacity utilization

Our installed and utilized capacity are as under:

Unit / Plant	State	Installed Capacity	Capacity Utilisation		
			2021-22	**2022-23**	**2023-24 (April to September)**
Nasik Unit 1 51A/52A/53A, D.Road, Satpur Midc Industrial Complex, Nashik - 422007, Maharashtra, India.	Maharashtra	41,100 MT	Nil	3138 MT	3073 MT
Nasik Unit 2 Plot No. E-60/61, MIDC Satpur, Nashik - 422007, Maharashtra, India.	Maharashtra	32,820 MT	Plant not operational		

Unit / Plant	State	Installed Capacity	Capacity Utilisation
Raipur Unit 1037/1046, Sarora Ring Road, Urla Industrial Complex, Raipur - 493221, Chhattisgarh, India	Chattisgarh	42,240 MT	Plant not operational

The units of the Company commenced its operations only from FY 2023-24 since the Company was referred to CIRP and the Resolution Plan for revival of the Company was approved by NCLT on 27th March, 2019 and the resolution plan was implemented on 9th November, 2021. Due to CIRP proceedings the normal business of the company including manufacturing were on hold and hence data for past 3 years are not available.

As on date, no operations / productions are carried out in units at Nasik 2 and Raipur.

Intellectual Property Rights:

All designs are tailor-made as per customer defined parameters, specifications, and fully compliant with relevant domestic and/or international standards. The Intellectual Rights for these designs are held by respective clients, as it is a paid service.

Property

Property details	State	Leased / Owned	Used for
Nasik 1 Unit 51A/52A/53A, D.Road, Satpur Midc Industrial Complex, Nashik – 422007.	Maharashtra	Leasehold land. Owned Plant & Bulding	Manufacturing of a) Transmission Line Towers b) Sub -Station Structures c)Telecom Towers d) Railway Structures or similar structures
Nasik 2 Unit Plot No. E-60/61, MIDC Satpur, Nashik – 422007.	Maharashtra	Leasehold land. Owned Plant & Bulding	Manufacturing of a) Transmission Line Towers b) Sub -Station Structures c)Telecom Towers d) Railway Structures or similar structures
Igatpuri Unit Igatpuri, Village-Deola, Bhandardara Road, Ghoti, Nashik – 422002.	Maharashtra	Freehold land. Owned Plant & Bulding	Testing of Transmission Line Towers upto 1200 KV and Mono Poles
Raipur Unit 1037/1046, Sarora Ring Road, Urla Industrial Complex, Raipur – 493221.	Chattisgarh	Leasehold land. Owned Plant & Bulding	Manufacturing of a) Transmission Line Towers b) Sub -Station Structures c)Telecom Towers d) Railway Structures or similar structures
Ahmedabad Unit 1, Rajyog, Sarkhej Gandhinagar Highway, Khoraj, Gandhinagar 382421	Gujarat	Rented Office	Design, Detailing, Drawings & Shop Sketches for Transmission Line Towers & Sub Station Structures and

Property details	State	Leased / Owned	Used for
			developing Foundation
Mumbai Office 5^{th} & 6^{th} floor, Valecha Chambers New Link Road, Andheri (W) Mumbai – 400053	Maharashtra	Freehold Ownership	Registered Office

Subsidiaries

The details of our subsidiary (including step-down subsidiaries) companies are as under:

Serial	Name	Our holding	Country
1	JSL Corporate Services Ltd	100%	India
2	Jyoti Energy Ltd	100%	India
3	Jyoti Structures FZE	100%	UAE
4	Jyoti Structures Nigeria Ltd	100%	Nigeria
5	Jyoti Structures Kenya Ltd.	100%	Kenya
6	Jyoti Structures Namibia (Pty) Ltd.	70%	Namibia
7	Jyoti Structures Africa (Pty) Ltd	70%	South Africa
8	Jyoti International Inc	100%	USA
9	Jyoti America LLC	100%	USA
10	Jyoti Structures Canada Limited	100%	Canada

The subsidiaries at Serial 3 to 10 are project/country specific subsidiaries that were formed to meet country/client requirements to bid for the projects. They were formed for project specific purposes. Since the projects are over, these subsidiaries are no longer operational and are dormant and non-functional. The Indian subsidiaries at Serial No.1 and 2 are in existence but there are no activities.

Joint Venture company

The Company had joint venture with Gulf Jyoti International Inc., UAE and its step-down subsidiary Company GJIL Tunisia Sarl. The financial statements / financial information of these Joint Ventures are not available and hence the same have not been considered for the purpose of the Restated consolidated financial statements. In this regard, please refer to the Notes to Restated Financial Information.

In the absence of audited financial statements or management certified accounts, of Joint Ventures (JV) viz Gulf Jyoti International Inc., the share in the profit / (losses) and assets and liabilities of the aforesaid JV's has not been included in the Consolidated Financial Statements, and therefore the investment in the aforesaid JV has been stated at the same value as determined based on the management certified financial statements as on 31st March 2017. The same has been fully impaired in the earlier year(s).

OUR MANAGEMENT

The composition of our Board is governed by the provisions of the Companies Act, the rules prescribed thereunder, the SEBI Listing Regulations, the norms of the code of corporate governance as applicable to listed companies in India and the Articles of Association. Our Articles of Association require us to have not less than three (3) and not more than fifteen (15) Directors. As on the date of this Draft Letter of Offer, our Board comprises five (5) Directors, including one (1) Whole-time Director, one (1) Non-Executive Director, and three (3) Independent Directors including one (1) Woman Director.

The following table sets forth the details regarding our Board as on the date of this Draft Letter of Offer:

Sr. No.	Name, Address, Designation, Occupation, DIN, Period of Directorship, Term, Nationality and Date of Birth	Age (in years)	Other directorships
1.	**Rajendra Prasad Singh** **Address:** A-1, PWO Housing Complex Sector 43, Gurgaon, 122002 **Designation:** Chairman and Independent Director **DIN:** 00004812 **Date of Birth:** July 17, 1948 **Term:** For a period of 3 years with effect from February 2, 2021 to February 2, 2024 **Period of Directorship:** Since August 21, 2019 **Occupation:** Consultant	75	1. Bajel Projects Limited 2. Jammu And Kashmir State Power Trading Company Limited 3. Saurya Urja Company Of Rajasthan Limited 4. Bajaj Electricals Limited 5. Cross Border Power Transmission Company Limited
2.	**Govind Prasad Saha** **Address:** 156, Ellett Road, Karaka, Road 1, Auckland, 2580, New Zealand **Designation:** Independent Director **DIN:** 09256986 **Date of Birth:** December 6, 1947 **Term:** For a period of 3 years from September 13, 2021 to September 12, 2024 **Period of Directorship:** Since September 13, 2021 **Occupation:** Service	76	Nil
3.	**Monica Akhil Chaturvedi** **Address:** Bungalows No.1, Premium Tower, Lokhandwala Complex, Azad	56	1. Inspectorate Arma Private Limited 2. Eduthinkers Management Private Limited

Sr. No.	Name, Address, Designation, Occupation, DIN, Period of Directorship, Term, Nationality and Date of Birth	Age (in years)	Other directorships
	Nagar, Andheri West, Mumbai, Maharashtra, 400053 **Designation:** Woman Independent Director **DIN:** 02193359 **Date of Birth:** January 23, 1967 **Term:** For a period of 3 years from August 6, 2021 to August 5, 2024 **Period of Directorship:** Since August 6, 2021 **Occupation:** Consultant		3. Rebelcorp Private Limited 4. Optimiser Ventures Private Limited
4.	**Abhinav Rishi Angirish** **Designation:** Non-Executive and Non-Independent **Address:** B/1302, Redwood, Evershine Greens, New Link Road, Oshiwara, Andheri West, Mumbai, Maharashtra, 400053 **Designation:** Non-Executive Director **DIN:** 01323243 **Date of Birth:** December 14, 1977 **Term:** For a period of 3 years with effect from March 17, 2021 to March 16, 2024 **Period of Directorship:** Since March 17, 2021 **Occupation:** Business	45	1. Abchlor Portfolio Management Services Private Limited 2. Abchlor Investments Private Limited
5.	**Abdul Hameed Khan** **Address:** 2101 Rizvi Oak, B-Wing, Sadguru Wamanrao Pai Road, Near Times of India. Malad East, Mumbai **Designation:** Whole-time Director and Chief Executive Officer **DIN:** 09508070 **Date of Birth:** March 18, 1978 **Term:** For a period of 3 years with effect from June 22, 2023 to March 31, 2026 **Period of Directorship:** Since June 22,	45	Nil

Sr. No.	Name, Address, Designation, Occupation, DIN, Period of Directorship, Term, Nationality and Date of Birth	Age (in years)	Other directorships
	2023 **Occupation:** Service		

Brief biographies of our Directors

Rajendra Prasad Singh

Rajendra Prasad Singh is an Independent Director of our Company. He holds a bachelor's degree in Mechanical Engineering from the Banaras Hindu University and holds a post-graduate degree in Mechanical Engineering from Banaras Hindu University in the year 1971. He has been the former longest serving chairman and managing director of Power Grid Corporation of India Ltd., a Government of India enterprise holding Maha Navratna status. Previously, he has been member of the board of directors of several companies including Azure Power India Power Limited. He is also recipients of many national and international awards including from the World Bank, Electric Power Research Institute, USA and the SCOPE Excellence Award. In recognition of his contributions, he was conferred with the Degree of Doctor of Science by Banaras Hindu University in 2007.

Govind Prasad Saha

Govind Prasad Saha is an Independent Director of our Company. He 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 India and several countries in Africa and Australasia including Malawi, Australia, Namibia, Indonesia, New Zealand, South Africa, Malaysia, Singapore. He also has been '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 Director of Electricity Policy and Planning with the Ministry of Energy, Wellington, New Zealand, where he focused on electricity policy and planning and management of organizational changes and capacity development for utilities and regulators. He began his career with Davy Power Gas Limited followed by Bharat Heavy Electricals Limited. He is a gold medalist who ranked first in the Faculty of Engineering from Bhagalpur University followed by Masters in Engineering, with distinction. He then pursued a doctorate of philosophy in engineering from the University of Auckland as well as master of business administration in strategy and finance from Victoria University of Wellington.

Monica Akhil Chaturvedi

Monica Chaturvedi is an Independent Director of our Company. She 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. She is an external member and on advisory body on the ICC of various companies like Bill Desk & Time Saverz. She has occupied the following industry and social service-related positions:

a. Chairperson FICCI-FLO (Mumbai) 2018-19
b. Governing Board of FICCI Flo National Body. (2017-19)
c. Chairperson – CSR Committee of FLO Mumbai.
d. Chairperson – Empowerment of Rural Women in Agriculture
e. Member-Funds Committee-Maharashtra State Women's Council at Mumbai MSWC
f. Authored – POSH Online Training (Prevention of Sexual Harassment at Workplace).

She started her professional life with Standard Chartered Bank. She worked in various roles in banking, mortgages and was part of the core team for Integration of ANZ Grindlays Bank with Standard Chartered Bank.

Abhinav Rishi Angirish

Abhinav Angirish is a Non-Executive Director of our Company. He holds a post graduate degree in marketing and finance. He is a technocrat and has considerable experience in private equity, and structured debt in real estate and infrastructure sector. He also has more than two decades of extensive experience in wealth management. He has previously worked with American Express Bank Ltd. and HDFC Bank Ltd. He also founded Abchlor Investment Advisors Pvt. Ltd. in 2004. As a part of investor education initiative, he also publishes a quarterly investment magazine titled 'Invest Guide'.

Abdul Hameed Khan

Abdul Hameed Khan has been the CEO of our Company with effect from November 11, 2021 and he deals with the day-to-day management of the affairs of the Company. He holds a bachelor's degree in commerce from University of Mumbai. He is a chartered accountant and is a fellow member of the Institute of Chartered Accountants of India. He has an overall work experience of 21 years globally and has an extensive knowledge of EPC Company. He was appointed as the Whole Time Director with effect from July 1, 2023.

Confirmations

None of our Directors is or was a director of any listed company during the last five years preceding the date of filing of this Draft Letter of Offer, whose shares have been or were suspended from being traded on any of the Stock Exchange during the term of their directorship in such company.

None of our Directors is or was a director of any listed company which has been or was delisted from any stock exchange, during the term of their directorship in such company, in the last ten years immediately preceding the date of filing of this Draft Letter of Offer.

Corporate Governance

The provisions of the SEBI LODR Regulations with respect to corporate governance are applicable to us. We are in compliance with the requirements of the applicable provisions of SEBI LODR Regulations and the Companies Act, in respect of corporate governance including in respect of the constitution of the Board and committees thereof and separation of the Board's supervisory role from the executive management team. Further, our Board has been constituted in compliance with the Companies Act, and the SEBI LODR Regulations.

Committees of our Board

In addition to the committees of our Board detailed below, our Board may, from time to time constitute committees for various functions.

Audit Committee

The members of the Audit Committee are:

Sr. No.	Name of Director	Committee Designation
1.	Govind Prasad Saha	Chairperson
2.	Monica Chaturvedi	Member
3.	Abhinav Angirish	Member

The Audit Committee was last reconstituted pursuant to a circular resolution passed by our Board on November 29, 2023 and was noted in the Board meeting held on November 30, 2023. The scope and functions of the Audit Committee and its terms of reference are in accordance with Section 177 of the Companies Act, 2013 and the SEBI LODR Regulations and *inter alia,* include:

1. Oversight of Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.

2. Recommend to the Board, the appointment, re-appointment, remuneration and terms of appointment of auditors of the Company and, if required, their replacement or removal.

3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.

4. Review with the management, the annual financial statements and Auditors' Report thereon before submission to the Board for approval, with particular reference to:
   a) matters required to be included in the Directors' Responsibility Statement to be included in the Board's Report in terms of sub section 5 of Section 134 of the Act;
   b) changes, if any, in accounting policies and practices, and reasons for the same;
   c) major accounting entries involving estimates based on the exercise of judgment by management;
   d) significant adjustments made in the financial statements arising out of audit findings;
   e) compliance with listing and other legal requirements relating to financial statements;
   f) disclosure of any related party transactions; and
   g) modified opinions in the draft audit report.

5. Review with the management, the quarterly financial statements before submission to the Board for approval.

6. Review of management discussion and analysis of financial condition and results of operations.

7. Review with the management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue and making appropriate recommendations to the board to take up steps in this matter.

8. Review the quarterly statement of deviation(s) including report of monitoring agency, if applicable, in terms of Regulation 32(1) of the Listing Regulations, being submitted to the Stock Exchange(s).

9. Review the annual statement of funds utilized for purpose other than those stated in the offer document/prospectus in terms of Regulation 32(7) of the Listing Regulations.

10. Review and monitoring the auditor's independence and performance and effectiveness of audit process.

11. Approval or any subsequent modification, ratification of transactions of the Company with related parties including review of statement of significant related party transactions submitted by the management and subject to compliance with Regulation 23(sub regulation (3) of the LODR) granting of omnibus approval for related party transactions proposed to be entered by the Company.

12. Review statement of related party transactions including details of related party transactions entered pursuant to grant of omnibus approval on a quarterly basis.

13. Scrutiny of inter-corporate loans and investments.

14. Review financial statements, in particular the investments made by the Company's unlisted subsidiaries.

15. Review the utilization of loans and/or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary whichever is lower including existing loans/advances/investments existing or such other limit as may be prescribed from time to time.

16. Valuation of undertakings or assets of the Company, wherever it is necessary.

17. Evaluation of internal financial controls and risk management systems.

18. Review with the management, performance of statutory and internal auditors, adequacy of the internal

control systems.

19. Review the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department reporting structure coverage and frequency of the internal audit.

20. Review internal audit reports relating to internal control weaknesses.

21. Discussion with internal auditors regarding any significant findings and follow up thereon.

22. Review the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.

23. Review management letters/ letters of internal control weaknesses issued by the statutory auditors.

24. Discussion with statutory auditors before the audit commences about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;

25. Look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.

26. Review the functioning of the whistle blower mechanism.

27. Approval of appointment of Chief Financial Officer after assessing the qualifications, experience and background etc. of the candidate.

28. Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the Company and its shareholders.

29. Review the appointment, removal and terms of remuneration of the chief internal auditor.

30. Review compliance with the provisions of SEBI (Prohibition of Insider Trading Regulations, 2015, as amended from time to time, at least once in a financial year and verify that the systems for internal control are adequate and are operating effectively.

31. Carry out all the functions as may be entrusted (i) by the Board of Directors, from time to time; and (ii) by the virtue of applicable provisions of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other applicable provisions of Laws, as amended from time to time.

Nomination and Remuneration Committee

The members of the Nomination and Remuneration Committee are:

Sr. No.	Name of Director	Committee Designation
1.	Monica Akhil Chaturvedi	Chairperson
2.	Govind Prasad Saha	Member
3.	Abhinav Rishi Angirish	Member

The Nomination and Remuneration Committee was last reconstituted pursuant to a circular resolution passed by our Board on November 29, 2023 and was noted in the Board meeting held on November 30, 2023. The scope and functions of the Nomination and Remuneration Committee and its terms of reference are in accordance with Section 178 of the Companies Act, 2013 and the SEBI LODR Regulations and *inter alia*, include:

1. Formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board of Directors a policy relating to, the remuneration of the Directors, Key

Managerial Personnel (KMP) Senior Management Personnel (SMP) and other employees.

2. Identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend their appointment to the Board.

3. Recommend to the Board, appointment and removal of KMPs or SMPs in accordance with the criteria laid down.

4. Recommend to the Board, remuneration payable to Directors, KMPs and SMPs in accordance with the Nomination and Remuneration Policy.

5. Formulate the criteria for effective evaluation of performance of Board of Directors, its Committees and individual Directors, to be carried out either by the Board or by NRC or through an independent external agency and review its implementation and compliance.

6. Determine whether to extend or continue the term of appointment of the Independent Director, based on the report of performance evaluation of Independent Directors.

7. Devise a policy on diversity of Board of Directors.

8. Opine whether the Director possess the requisite qualification for the practice of the profession, as required under Section 197(4)(b) of the Companies Act, 2013.

9. Carry out functions as may be entrusted (i) by the Board of Directors from time to time; and (ii) by the virtue of applicable provisions of the Companies Act, 2013 (iii) the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other applicable provisions of Laws, as may be amended from time to time.

10. Prepare and implement an ESOS scheme, function as the compensation committee and initiate steps for grating options having regard to critical contribution made by continuing management personnel, during the period of closure of company's operations.

Stakeholders Relationship Committee

The members of the Stakeholders Relationship Committee are:

Sr. No.	Name of Director	Committee Designation
1.	Abhinav Rishi Angirish	Chairperson
2.	Abdul Hameed Khan	Member
3.	Monica Chaturvedi	Member

The Stakeholders Relationship Committee was last reconstituted pursuant to a circular resolution passed by our Board on November 29, 2023 and was noted in the Board meeting held on November 30, 2023.The scope and functions of the Stakeholders Relationship Committee and its terms of reference are in accordance with Section 178 of the Companies Act, 2013 and the SEBI LODR Regulations and *inter alia,* include:

1. Consider and resolve the grievances of the security holders inter alia consisting of shareholders, debenture-holders, deposit holders, etc. of the Company including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.

2. Review measures taken for effective exercise of voting rights by shareholders.

3. Review adherence to the service standards adopted by the Company in respect off various services being rendered by the Registrar & Share Transfer Agent.

4. Review various measures and initiatives taken by the Company for reducing the quantum of unclaimed

dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company.

5. Consider and approve issue of duplicate share certificates in lieu of those lost or destroyed.

6. Approve and/or reject the transfer or transmission of securities of the Company and authorise the Compliance officer and/or the Registrar & Share Transfer Agent of the Company for the same.

7. Issue of duplicate certificates, remat share certificates, and certificates to be issued in accordance with Sub-rule 3 of Rule 6 of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended from time to time.

8. Oversee compliances in respect of transfer of unclaimed amounts and shares to and from the Investor Education and Protection Fund.

9. Carry out all the functions as may be entrusted (i) the Board of Directors from time to time; and (ii) by virtue of applicable provisions of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other applicable provisions of Laws, as amended from time to time.

Risk Management Committee

The members of the Risk Management Committee are:

Sr. No.	Name of Director	Committee Designation
1.	Rajendra Prasad Singh	Chairperson
2.	Govind Prasad Saha	Member
3.	Monica Akhil Chaturvedi	Member

The Risk Management Committee was last reconstituted pursuant to a resolution passed by our Board in its meeting held on May 29, 2023. The Risk Management Committee shall monitor various risks as per risk management policy of our Company. The Risk Management Committee oversees and reviews various aspects of risk management and review the major risk exposures of our Company. It assists our Board in determining the nature and extent of the significant risks, including credit risk, liquidity and funding risk, market risk, product risk and reputational risk.

Risk Management Committee has been delegated powers, roles, and responsibilities as per the SEBI LODR Regulations.

The role of the Risk Management Committee shall, inter alia, include the following:

1. Formulate a Risk Management Framework and/or Risk Management Policy, which shall include:
a) a framework for identification of internal and external risks specifically faced by the listed entity, in particular including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks or any other risk as may be determined by the committee.
b) measures for risk mitigation including systems and processes for internal control of identified risks.
c) business continuity plan.

2. Ensure that appropriate methodology, processes and systems are in place to monitor, evaluate and report risks associated with the business of the Company;

3. To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of the risk management systems;

4. To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;

5. To keep the Board informed about the nature and content of its discussions recommendations and actions to be taken;

6. Review the appointment, removal and terms of remuneration of the Chief Risk Officer of the Company (if any);

7. Evaluate and approve new risks and the mitigation measures that may be recommended by the Risk Manager(s) in respect of any function and review the action taken for its implementation on an ongoing basis;

8. Evaluate and ensure that appropriate processes and systems are in place to monitor, evaluate and report cyber security risks associated with the business of the Corporation and to review the adequacy of the existing measures to mitigate the saic risk.

9. The Committee shall perform such other functions as may be required under the relevant provisions of the Securities and Exchange Board of India (Listing Regulations and Disclosure Requirements) Regulations, 2015, any other applicable laws and various circulars issued by the regulatory authorities thereof, as amended from time to time.

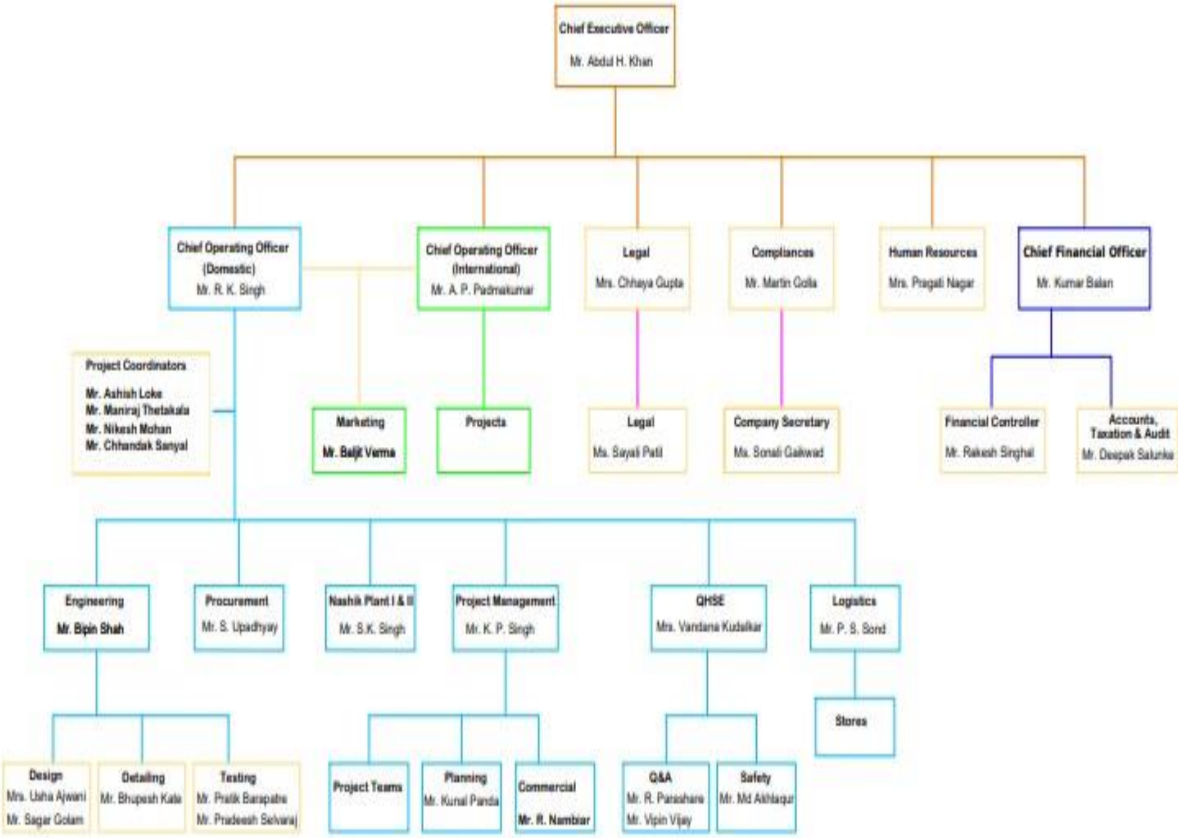
10. The Committee shall coordinate its activities with other committees, in instances where there is any overlap with activities of such committees, as per the framework laid down by the Board of directors

Revival Committee

The company to fulfil all its commitments as per the approved Resolution Plan, a Revival Committee was formed. In view of the stringent requirements, it was considered essential to make sustained efforts for revival and closely monitor the implementation of the approved Resolution Plan. The committee will report to the Board and act as an interface between the Board and the company management.

Sr. No.	Name of members	Committee Designation
1.	Kanayo R. Thakur	Member
2.	Prakash K. Thakur	Member
3.	I.C. Jaiswal	Chairman
4.	Abdul Hameed Khan	Incumbent CEO of our Company

ORGANISATIONAL STRUCTURE



Our Key Management Personnel

In addition to our Whole-time Director and Chief Executive Officer, Abdul Hameed Khan, whose details are provided in "***- Brief Biographies of our Directors***" on page 114 the details of our other Key Managerial Personnel in terms of the SEBI ICDR Regulations, as at the date of this Draft Letter of Offer, are set out below.

Kumar Vaidyanath Balan is the Chief Financial Officer of our Company with effect from May 9, 2022. He has more than 21 years of post-qualification experience in the field of corporate accounts, finance and taxation. He has passed the examination for a bachelor's degree in commerce from University of Mumbai in the year 1992. He cleared chartered accountancy from the Institute of Chartered Accountants of India in the year 1998. He had also cleared the final examination from the Institute of Cost Accountants of India in the year 1996. He is fellow member of both Institute of Chartered Accountants of India and Institute of Cost Accountants of India.

Sonali Krishnaji Gaikwad is the Company Secretary and Compliance Head of our Company. She joined our Company on October 11, 2019. She is responsible for secretarial and compliance of our Company. She holds a bachelor's degree in commerce from University of Mumbai in the year 2009 and a bachelor's degree in law from Mumbai University in the year 2013. She is a member of the Institute of Company Secretaries of India since 2012.

Status of Key Managerial Personnel

All our Key Managerial Personnel are permanent employees of our Company.

Retirement and Termination Benefits

Other than the statutory benefits that the Key Managerial Personnel are entitled to, upon their retirement, the Key Managerial Personnel of our Company have not entered into any service contracts pursuant to which they are entitled to any benefits upon termination of employment or retirement.

Relationship among Key Managerial Personnel

None of the Key Managerial Personnel are related to each other.

Our Senior Management Personnel

In addition to our Chief Financial Officer, Kumar Balan, whose details are provided in "***- Our Key Management Personnel***" on page 122, the details of our other Senior Managerial Personnel in terms of the SEBI ICDR Regulations, as at the date of this Draft Letter of Offer, are set out below.

Rajesh Kumar Singh is the Domestic Chief Operating Officer of our Company. He obtained a bachelor of engineering in mechanical engineering from NIT Silchar and a Project Management Professional PMP certification from Project Management Institute, USA. He brings over 28 years of diverse experience in managing intricate projects within stipulated timeframes and budgets. His expertise includes project management, optimization, cost analysis, contract administration, resource planning and management, risk mitigation, as well as cash flow management. With a proven track record of profit-loss responsibility, he has played a pivotal role in various capacities, spearheading a team that successfully completed the longest private High Voltage Direct-Current line in India.

A. P. Padmakumar is the International Chief Operating Officer of our Company. He has 28 years of experience in expanding businesses through strategic planning and establishing enduring partnerships. He holds a BE degree in mechanical engineering from Pune University. His expertise includes project optimization, engineering, detailing, estimation, cost analysis, risk management and mitigation, execution and realizations, as well as business profit and loss responsibility. His prior professional experience includes a tenure with Hyundai Engineering & Construction Company.

Chhaya Gupta is the legal head of our Company. She is a law graduate from Government Law College, Mumbai and holds a post-graduate diploma in personal management and industrial law from the K. C. College of Management Studies, Mumbai. She has 24 years of experience in core areas such as litigation management, contract negotiations, corporate restructuring, employment laws, arbitration, IPR, and legal due diligence. She has seamlessly navigated her role in law firms across various business landscapes, providing strategic legal guidance, while leveraging her expertise to ensure growth and success within legal and regulatory frameworks.

Martin Golla is the head of compliance for our company. For 30 years, he has effectively led the secretarial and legal departments of various corporate entities. He holds an LLB degree and a master's degree in business management from NMIMS University. He is a member of the Institute of Company Secretaries of India.

Pragati Nagar is the Human Resource head of our company. With 24 years of experience in the field of human resource development, she has excelled in driving global people's programs for organizational growth and leadership interventions. She has received a senior management certification from IIM Kolkata and holds an MBA degree from DAVV Indore. She is a certified project management professional and an HR analyst. She specializes in creating collaborative work environments, attracting and developing talent, cultivating a performance culture, ensuring quality and ethics in business operations, and leveraging technology for cost optimization. She has held senior roles at global companies such as Capgemini, Tata Communications, Microsoft, and Patni Computer Systems. Additionally, she led HR consulting at EnKASH. Her impact extends across India, the UK, the US, Canada, and Europe.

Status of Senior Management Personnel

All our Senior Management Personnel are permanent employees of our Company.

Retirement and Termination Benefit

Other than the statutory benefits that the Senior Management Personnel are entitled to, upon their retirement, the Senior Management Personnel of our Company have not entered into any service contracts pursuant to which they are entitled to any benefits upon termination of employment or retirement

Relationship Among Senior Management Personnel

None of the Senior Management Personnel are related to each other.

PRINCIPAL SHAREHOLDERS

Our Company is a professionally managed company and does not have any identified promoters on terms of the SEBI ICDR Regulations and Companies Act, 2013.

Our Company has on June 25, 2021, received an approval from BSE & NSE for Reclassification of the Promoter Shareholder(s) from “Promoter and Promoter Group” to “Public” category as per regulation 31A of Securities and Exchange Board of India (Listing Obligation Disclosure Requirements) Regulations, 2015 (SEBI (LODR) Regulations) pursuant to Resolution Plan approved by NCLT.

Principal Shareholders

Shareholders who control 15% or more of the voting rights in our Company.

As on the date of this Draft Letter of Offer, none of our Equity Shareholders hold more than 15% of the share capital or voting rights of Pre-Issue Equity Share capital of our Company.

Further for details, see “***Capital Structure***” on page 49. Post the Offer, no shareholder will hold more than 25.00% of the Post-issue Equity Share capital of the Company.

SECTION V – FINANCIAL INFORMATION
STATED FINANCIAL STATEMENTS

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Independent Auditor's Examination Report on the Restated Consolidated Financial Information

The Board of Directors
Jyoti Structures Limited

Dear Sirs,

1. We have examined, as appropriate (refer paragraph 6 below), the attached Restated Consolidated Financial Information of Jyoti Structures Limited (the "Company") and its subsidiaries (collectively, the "Group"), which comprises of the Restated Consolidated Statement of Assets and Liabilities as at September 30, 2023, March 31, 2023, 2022 and 2021, the Restated Consolidated Statement of Profit and Loss (including other comprehensive income), Restated Consolidated Statement of Changes in Equity and the Restated Consolidated Statement of Cash Flows for the six months ended September 30, 2023 and years ended March 31, 2023, 2022 and 2021, and the Summary of Significant Accounting Policies and other explanatory information (collectively, the "Restated Consolidated Financial Information"), as approved by the Board of Directors of the Company at their meeting held on **November 30, 2023** for the purpose of inclusion in the Letter of Offer (the "LOF") prepared by the Company in connection with its proposed Rights issue of equity shares of the company (The "Issue"), prepared in terms of the requirements of:

    a) Section 26 of Part I of Chapter III of the Companies Act, 2013 (the "Act");
    b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations"); and
    c) The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India ("ICAI"), as amended from time to time (the "Guidance Note").

2. The Company's Board of Directors is responsible for the preparation of the Restated Consolidated Financial Information which have been approved by the Board of Directors for the purpose of inclusion in the Letter of Offer (the "LOF") to be filed with Securities and Exchange Board of India, the BSE Limited ("BSE"), the National Stock Exchange of India Limited ("NSE"), ("BSE" together with "NSE" are collectively referred to as the "Stock Exchanges") in connection with the Proposed Issue. The Restated Consolidated Financial Information have been prepared by the management of the Company on the basis of preparation stated in Note No 33 (1) to the Restated Consolidated Financial Information. The responsibility of the respective Board of Directors of the companies included in the Group includes designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Consolidated Financial Information. The respective Board of Directors are also responsible for identifying and ensuring that the Group complies with the Act, ICDR Regulations and the Guidance Note.

3. We have examined such Restated Consolidated Financial information taking into consideration:

    a) The terms of reference and terms of our engagement agreed upon with you in accordance with our engagement letter in connection with the Proposed Issue of the Company;
    b) The Guidance Note. The Guidance Note also requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI;
    c) Concepts of test checks and materiality to obtain reasonable assurance based on verification of evidence supporting the Restated Consolidated Financial information; and
    d) The requirements of Section 26 of the Act and the ICDR Regulations.

    Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Act, the ICDR Regulations and the Guidance Note in connection with the Rights Issue.

4. These Restated Consolidated Summary Statements have been compiled by the management from
    - Audited special purpose interim consolidated Ind AS financial statements of the Group as at and for the six month period ended September 30, 2023 prepared in accordance with Indian Accounting Standard (Ind AS) 34 "Interim Financial Reporting", specified under section 133 of the Act and other accounting principles generally accepted in India (the "Special Purpose

Interim Consolidated Ind AS Financial Statements") which have been approved by the Board of Directors at their meeting held on November 30, 2023**.**

- Audited Consolidated Ind AS financial statements of the Group as at and for the period ended September 30, 2023, year ended March 31, 2023, 2022 and 2021, prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS") as prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended, and other accounting principles generally accepted in India, which have been approved by the Board of Directors at their meeting held on November 30, 2023, May 29, 2023, May 30, 2022 and August 06, 2021 respectively.

5. For the purpose of our examination, we have relied on reports issued by us dated November 30, 2023, May 29, 2023, May 30, 2022 and August 06, 2021 on the consolidated Ind AS financial statements of the Group as at and for the six months ended September 30, 2023 and year ended March 31, 2023, 2022 and 2021 respectively as referred in Paragraph 4 above which includes the following opinion and paragraphs: -

For the year Ended	Opinion	Annexure
September 30, 2023	Unmodified Opinion with Emphasis of Matter paragraph	
March 31, 2023	Unmodified Opinion with Emphasis of Matter paragraph	**1**
March 31, 2022	Unmodified Opinion with Emphasis of Matter paragraph	
March 31, 2021	Disclaimer & Qualified Opinion – Prior to the Implementation of Approved Resolution Plan	**2**

6. As indicated in our audit report referred in paragraph 5 above,

a) We did not audit the financial statements of the following branches whose share of total assets, and total revenues included in the Restated Consolidated Financial Information, for the relevant year/period is tabulated below, which have been unaudited and no reports have been furnished to us by the Company's management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these components, is based solely on the management certifications (refer Annexure 1 & 2):

(Rs. In Lakhs)

Particulars	As at/For the six months ended September 30, 2023	As at/For the year ended March 31, 2023	As at/For the year ended March 31, 2022	As at/For the year ended March 31, 2021
Number of Unaudited Branches*	7	7	11	14
Total Assets	7,713.87	8,181.30	8,385.02	16,884.07
Total Revenues	-	-	-	-

** Unaudited Management Certified Numbers for the Branches are incorporated in the Consolidated Financial Information. We have relied on the Management representations on the same.*

b) We also did not audit the financial statements of subsidiaries for the year ended March 31, 2022, and 2021 whose share of total assets, total revenues, net cash inflows / (outflows) and Group's share of net profit included in the Restated Consolidated Financial Information for the relevant year is tabulated below, which have been audited by other auditors, M/s. Santosh M. Raikar & Co. and whose reports have been furnished to us by the Company's management and our opinion on the Restated Consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these components, is based solely on the reports of the other auditors:

(Rs. In Lakhs)

Particulars	As at/For the year ended March 31, 2022	As at/For the year ended March 31, 2021
Number of Domestic Subsidiaries*	2	2
Total Assets	**492.69**	**29.34**
Total Revenues	-	-
Net cash inflows/(outflows)	(0.34)	-

c) We did not audit the financial statements of the following subsidiaries for the period ended September 30, 2023, year ended March 31, 2023, 2022 and 2021 whose share of total assets, total revenues, net cash inflows / (outflows) and Group's share of net profit included in the Restated Consolidated Financial Information for the relevant years is tabulated below, which have been unaudited and no reports have been furnished to us by the Company's management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these components, is based solely on the management certifications (refer Annexure 1 & 2):

(Rs. In Lakhs)

Particulars	As at/For the six months ended September 30, 2023	As at/For the year ended March 31, 2023	As at/For the year ended March 31, 2022	As at/For the year ended March 31, 2021
Number of Subsidiaries (including Step Down Subsidiaries)*	5	5	5	5
Total Assets	6024.56	5,955.93	6,580.71	6,638.53
Total Revenues	-	-	-	-

** Unaudited Management Certified Numbers for the subsidiaries are incorporated in the Consolidated Financial Information. We have relied on the Management representations on the same.*

d) Out of the total subsidiaries, joint ventures following information is not incorporated in the Restated Financial Information. According to the information and explanations given to us by the Management, the financial statements are not available.

	Subsidiaries (including step down subsidiaries)	%	Country
1	Jyoti International Inc	100	United States of America
2	Jyoti America LLC	100	United States of America
3	Jyoti Structures Canada Limited	100	Canada
	Joint Venture Companies		
1	Gulf Jyoti International LLC	30	United Arab Emirates
2	GJIL Tunisie Sarl	49	Tunisia

These other auditors of certain subsidiaries, as mentioned above, have examined the restated financial information and have confirmed that the restated financial information: -

a) have been prepared after incorporating adjustments, for the changes in accounting policies, material errors and regrouping/reclassifications retrospectively in the financial year as at and ended March 31, 2022 and 2021 to reflect the same accounting treatment as per the accounting policies and grouping/classifications followed as at and for the period ended September 30, 2023;

b) have been made after giving effect to the matter(s) giving rise to modifications mentioned in **Annexure 3** and

c) have been prepared in accordance with the Act, ICDR Regulations and the Guidance Note.

7. Based on our examination and according to the information and explanations given to us, and also as per the reliance placed on the reports submitted by other auditors on their audit/examination of financial statements/restated financial information of certain subsidiaries mentioned in above paragraph, we report that the Restated Consolidated Financial information, *subject to the matters mentioned in Annexure 1-3* :-

a) have been prepared after incorporating adjustments, for the changes in accounting policies and regrouping/reclassifications retrospectively in the financial years ended March 31, 2023, 2022 and 2021 to reflect the same accounting treatment as per the accounting policies and grouping/classifications followed as at and for the six-month ended September 30, 2023;

b) do not require any adjustments, *to the extent quantifiable*, for the matters mentioned in paragraph 5, 6, above (refer Annexure 1-3 for which no adjustments are made); and

c) have been prepared in accordance with the Act, ICDR Regulations and the Guidance Note.

8. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

9. The Restated Consolidated Summary Statements do not reflect the effects of events that occurred subsequent to the respective dates of the reports on the audited consolidated Ind AS financial statements mentioned in paragraph 4 above

10. This report should not in any way be construed as a reissuance or re-dating of any of the previous audit reports issued by us, nor should this report be construed as a new opinion on any of the financial statements referred to herein.

11. We have no responsibility to update our report for events and circumstances occurring after the date of the report.

12. Our report is intended solely for use of the Board of Directors for inclusion in the LOF to be filed with Securities and Exchange Board of India and the Stock Exchanges in connection with the Proposed Issue. Our report should not be used, referred to, or distributed for any other purpose except with our prior consent in writing. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

For G.P. Sharma & Co. LLP,
Chartered Accountants
Firm's Registration Number: 109957W/W100247

CA. Utkarsh Sharma
Partner
ICAI Membership Number: 147906
UDIN: 23147906BGUOES2917
Date: 30th November, 2023
Place: Mumbai

Annexure 1- September 30, 2023, March 31, 2023, 2022

Emphasis of Matter

- The Hon'ble NCLAT has passed an order (Company Appeal AT <Insolvency> No. 855 of 2023) against Interlocutory Application filed by the Company granting exclusion of timelines subject to fulfilment of conditions for various actions under the Approved Resolution Plan on account of delay by MIDC for giving approval execution of tripartite agreement and non-release of Non Fund based limits by the lenders.

- We have relied on Management Representation regarding the existence and valuation of all the Assets (viz. Fixed Assets, Investments, Trade Receivables, Stock, Bank Accounts, Other Assets, Receivable from Related Parties) & Liabilities (viz. Provisions, Borrowings, Statutory & Other Liabilities).

- **Trade Receivables**

  The Company has initiated reconciliation process with Trade Receivables to determine the continuation of contracts, details of work in progress with age, stage of completion, progress billing, disputed and undisputed dues. The reconciliation is under process. We have relied on the Management Representations on the carrying amounts and provision for expected credit loss

(Rs. In Lakhs)

Particulars	As at September 30, 2023	As at March 31, 2023	As at March 31, 2022
Trade Receivables	1,98,822.12	1,99,878.82	1,90,043.92
% of Total Assets	88.10 %	87.46 %	86.66 %
Provision for Expected Credit Loss	7.50	7.50	6.00

- **Related Parties Dues**

  Dues from related parties as shown below. Audited financial statements of Overseas Subsidiaries (Including step down subsidiaries), Joint Ventures are not available. Consequently, we are unable to comment upon the impact if any, on impairment of balances. The Management believes that impairment is not required at the reporting date and the balances are recoverable in full. We have relied on Management Representation regarding the same.

(Rs. In Lakhs)

Particulars	As at September 30, 2023	As at March 31, 2023	As at March 31, 2022
Gulf Jyoti International LLC – Joint Venture	819.20	819.20	-
Jyoti International Inc - Subsidiary	-	-	98.94

- **Branches**

  The financial statements include the assets, liabilities, income and expenditure in respect of branches are subject to changes on completion of audit. In the absence of details, we are unable to comment on the impact, it may have on the standalone financial statements. We have relied on the information provided by the Holding Company.

(Rs. In Lakhs)

Particulars	As at September 30, 2023	As at March 31, 2023*	As at March 31, 2022#
Number of Unaudited Branches	7	7	11
Total Income	-	-	-

Particulars	As at September 30, 2023	As at March 31, 2023*	As at March 31, 2022#
Total Expenditure	(119.19)	(211.65)	202.91
Other Comprehensive Income	349.10	(1.28)	(779.50)
Total Profit/(Loss) including Other Comprehensive Income	**(229.91)**	**(212.93)**	**(576.59)**
Total Assets	**7,713.87**	**8,181.30**	**8,385.03**
Fixed Assets	-	36.87	80.54
Trade Receivable	6,971.93	6,734.92	6,801.67
Bank Balances	14.15	50.55	76.44
Inventories	281.87	280.02	274.05
Other Current Assets	445.92	1,078.94	1,152.33
Total Liabilities	**7,483.96**	**8,394.23**	**7,808.44**
Sundry Creditors	-	-	1,377.96
Statutory Liabilities	457.86	457.86	2,070.30
Other Liabilities	7,026.10	7,936.37	4,360.18

**During the year, the Company has written off Assets and Liabilities pertaining to the Seven Branches resulting in Loss of Rs. 30.81 Lakhs in Statement of Profit and Loss.*
#During the year, Unaudited Management reported amounts with respect to three branches are reproduced below which pertain prior to March 2018;

Particulars	Branches (Rs. in Lakhs)
Fixed Assets	188.10
Bank Balances	830.22
Balance Receivables from Revenue Authorities	21.29
Statutory Liabilities	25.08
Other Liabilities	0.41

Annexure 2 - March 31, 2021 – Prior to the Implementation of the Approved Resolution Plan

The audit report on the consolidated financial statements for the period ended March 31, 2021 issued by us, included the following:

1. **Basis for Disclaimer of Opinion:**

A) In the absence of the financial statements or management accounts, for the year ended March 31, 2021, of three wholly-owned subsidiaries namely
- Jyoti International Inc,
- Jyoti Americas LLC and
- Jyoti Structures Canada Ltd., and its Joint Ventures.,

Transactions and balances in respect of these have not been incorporated in the Consolidated Financial Statements, which is not in compliance with the requirements of Ind AS – 110 issued by ICAI. Further, the details w.r.t Joint Ventures as required under Ind AS 110 have not been fully disclosed.

B) The holding company has considered the unaudited management accounts of two foreign subsidiary (including three step-down subsidiaries) for the purpose of consolidation. These statements / accounts have been consolidated on a line-by-line basis without giving effect, if any, of the differences in the GAAP/ accounting framework applicable for the respective foreign countries and India.

C) In the absence of details of transactions and balances outstanding with components within the group, the elimination of transactions and balances outstanding within the group done in the consolidated financial statements could not be fully verified by us. Further, the transactions / balances within the group as per the books of the holding company have been eliminated to the extent the relevant details were available. The same is not in compliance with the requirements of Ind AS 110 issued by ICAI. In the absence of the complete details being made available, the impact of the same is not ascertainable.

D) The details in respect of amounts appearing under Other Comprehensive Income w.r.t components is not available due to which we are unable to comment on the same.

E) The requirements of Ind AS – 110 such as alignment of accounting policies of all component and holding company have not been complied with in the absence of relevant details being available with the management. Impact, whereof, if any, is not presently ascertainable.

F) The consolidated financial statements include Assets and Liabilities of:

Particulars	**Foreign Subsidiaries (Current Year) (INR in Lakhs)**	**Foreign Subsidiaries (Previous Year) (INR in Lakhs)**
Total Assets	5,188.78	4,576.55
Total Liabilities	9,459.56	12,854.96
Total Income	4,042.93	1,436.89
Total Expenditure	35.29	4,355.73
Total Profit/(Loss) including Other Comprehensive Income	4,007.64	2,918.84

In the absence of the audited accounts w.r.t these, we are unable to comment on the amounts of these components considered in the consolidated financial statements.

G) The amount appearing under Non-Controlling Interest, Goodwill, Fixed Assets are subject to reconciliation on the availability of the underlying details, of which the impact, if any, is not presently ascertainable.

H) The Hon'ble National Company Law Tribunal (NCLT) pursuant to application filed under Corporate Insolvency Resolution Process (CIRP) had passed order dated March 27, 2019 approving a plan for resolution of the company, which shall, amongst others, require giving effect to changes in the reported amount of assets and liabilities, the effect of which shall be taken in the books upon fulfilment of conditions precedent as per the plan. Since the conditions have not been fulfilled, the financial statement does not include any adjustment which may arise from giving effect to the approved plan. Further, the effect of the process of claims reconciliation has not been fully taken in the financial statements.

Due to these conditions at the date of this report, we are unable to ascertain the impact of the same on the accompanying financial statements.

I) The management has prepared these Consolidated Financial statements on a going concern basis in spite of following facts and circumstances:

a) The Group has reported loss after tax of INR 1,75,883.87 Lakhs (EBIDT of Rs. (25,461.11 Lakhs) during the year;

b) The net-worth of the Group has been fully eroded and is (-) INR 11,39,211.56 Lakhs as at 31 March 2021

c) There are no operations at plants during the current financial year and revenue activities have also stopped on the same;

The persistence of above-mentioned conditions cast doubt about the Group's ability to continue as a going concern. The Group may be unable to discharge its liabilities in the normal course of business and adjustments may have to be made to reflect the situation that assets may need to be realized other than in the normal course of business and at amounts which could differ significantly from the amounts at which they are currently recorded in the financial statements. The rates for conversion of foreign exchange assets, liabilities, income and expenditure are not in line with the requirements of Ind AS 21.

J) We draw your attention to the erstwhile auditor's report :-

"Amount of Reserves in respect of component(s) is not in agreement with the amount as per last year's closing. Pending reconciliation of such difference, we are unable to comment on the same".

In respect of the consolidated statement of cash flows for the year ended March 31, 2021 :-

a) the details of the same for branches and unaudited subsidiaries are not available and hence we are unable to verify the derived amounts considered in the statement of cash flows. Further, in respect of the comparative amounts for the year ended March 31, 2020, the details of the opening period are not available and hence the amounts considered under comparative periods could also not be verified

b) there are unreconciled difference, manual adjustments etc. in calculation of operating profit of which the underlying details are not available, the same is not in line with the requirements of Ind AS 7.

In the absence of details, we are unable to comment the same

K) There was "disclaimer of opinion" in the audit report for each of the financial year ended March 31, 2020, March 31, 2019, March 31, 2018 & March 31, 2017 and no details / documents have been provided to us with respect to the matters / balances for which disclaimer were issued and hence we are unable to verify the same during current year in so far as it relates to the opening balances for the year.

L) In respect of Property, Plant & Equipment, the back-up papers of the amount considered in Note No. 1 of the accompanying consolidated financial statements w.r.t Components are not available / reconciled with the reported amounts, in the absence of which, we are unable to comment on the amounts of Property, Plant & Equipment.

M) **In respect of the holding company – M/s. Jyoti Structures Limited :**

i) There are credits and debits aggregating to Rs. 1,40,359.31 Lakhs and Rs. 224.82 Lakhs respectively as at the end of the reporting period in bank statements, no details w.r.t the said entries in bank statement was made available to us and the Company has not taken the effect of the same in books of accounts. In the absence of details, we are unable to comment on the effect of such entries in the financial statements of the Company.

ii) The audited financial statements / balance confirmations and other details in respect of various related parties including subsidiaries and joint ventures of the company are not available due to which we are unable to comment on the impact it may have on the carrying amount and the impairment, if any, in respect of investments, loans, advances, receivables, payable, provision for guarantees provided, if any, disclosures for liabilities crystalized or contingent etc.

iii) The inventory records / stock ledger (being part of books of accounts) are not available due to which we are unable to trace / reconcile the movement, if any, in the same through purchase, sales, consumption etc. and comment on the provision, if any, required based on the condition and usability of the stocks. As further referred in Note No. 32, the external stock auditor appointed for physical verification of inventories could verify only the inventories partially. We have not verified the inventories and have relied on the Company's representation. Accordingly, we are unable to comment on the impact, if any, on the financial statements.

iv) <u>In respect of its expenses:</u>

During the year employee costs have been booked as ascertained by the Company. In view of the underlying records being made available partly, we are unable to comment on the Employee Costs of INR 397.58 Lakhs debited to Statement of Profit and Loss. In the absence of separate records of foreign currency(ies) balances maintained by the Company and as per our paragraph 1 of the audit report ("Disclaimer of Opinion"), we are unable to verify the adequacy of foreign exchange loss (net of gain) of INR 1,290.17 Lakhs (including for foreign branches).

Accordingly, we are unable to comment of the impact on the financial statements

v) Statutory Dues / Compliances

a) The company has been in default w.r.t payment of interest to its lenders, payment of statutory dues to government authorities and filing of periodic returns thereof; delay in workers' dues etc., which may entail interest / penalty etc. which is not ascertainable and hence not provided for.

b) Balances with statutory authorities and input credits are subject to reconciliation, filing / revision of return(s) and their admission by the respective statutory authorities is pending from the Company. Accordingly, we are unable to comment whether any provision for impairment in the value of such receivables is required

c) There are ongoing proceedings/claims pending before government authorities under various statutes, the resultant impact, if any, has not been determined

vi) Revenue & Contracts and Trade Receivables

a) In the absence of any documentary evidence of the customers on the continuation of live contracts, we are unable to comment on the status of the contracts and adjustment, if any, required for the same in the financial statements. Further, the details of work in progress with the age, stage of completion, acceptability to customers, estimated future cost to completion, progress billing etc. not made available due to which we are unable to comment on the requirements of provision, if any, for WIP, foreseeable losses and income accrued but not due.

b) No workings are available for the calculation of liquidated damages contractually leviable for delay in completion of contracts and the costs for Defect Liability Period (DLP) which are contractually required to be incurred. Accordingly, we are unable to comment on provision, if any, required for the same.

c) As against the total amount of Trade Receivables of Rs. 4,40,027.32 Lakhs as at March 31, 2021, Provision for Rs. 3,26,291.07 Lakhs has been made till March 31, 2021 based on the assessment being made by the company. In the absence of Confirmation from all the parties, pending reconciliation with them, disputed dues which are being contested by the Company, encashment of guarantees etc. we are unable to comment on the adequacy of the provision made by the Company.

vii) Identified non compliances of Companies Act

We are unable to comment on the impact, if any, of these identified non-compliances of the provisions of Companies Act, 2013 on the consolidated financial statements:

a) The holding company has not appointed Internal Auditors as required by Section 138 of the Companies Act 2013;

b) Due to the directors being disqualified by MCA Annual Return in DPT – 3 has not been filed in respect of Public Deposits accepted by the company as required under the Companies Act, 2013 and the filings are under progress;

c) Due to the directors being disqualified by MCA, the compliances w.r.t various filings with the Ministry of Corporate Affairs and entries / up-dation of various registers / forms as required under the Companies Act, 2013 have not been done; and the same are under process.

viii) The financial statements include the assets, liabilities, income and expenditure in respect of fourteen branches are subject to changes on completion of audit. The Standalone Financial Statements include out of the total fourteen branches

a) Audited amounts for the year ended March 31, 2021 – one branch;
b) Unaudited Management reported amounts for the year ended March 31, 2021- ten branches;
c) Unaudited Amounts till December 31, 2017 – one branch;
d) This results do not include the amounts in respect of two branches.

In the absence of details, we are unable to comment on the impact, it may have on the financial statements.

Further, there are transactions and balances for inter branch and Head office, which has not been eliminated.

A summary table is reproduced below for your perusal

Particulars	Branches (in Lakhs)
Total Assets	16,884.07
Total Liabilities	30,058.69
Total Income	Nil
Total Expenditure	701.11
Total Profit/(Loss) including Other Comprehensive Income	(701.11)

Further, the foreign exchange rates considered for translating the items in statement of profit and loss is also not being correctly taken.

ix) Erstwhile Auditor's Report

We further draw your attention to the note of erstwhile auditor:-

During 2017-18, the company had incorporated financial statements of five branches for the period till December 31, 2017. During 2018-19, unaudited financial statements were available, however details w.r.t intervening period from 01.01.2018 to 31.03.2018 is not available. Further there are opening difference in the branch trial balance aggregating to Rs. 69.38 Lakhs which have been debited to Reserves and Surplus for which the underlying details are not available. This has also resulted in the corresponding period figures not being comparable. In the absence of details, we are unable to comment the same

x) In view of pending confirmations/reconciliation from certain banks and financial institutions / others for different types of accounts and borrowings including non-fund-based limits, we are unable to comment on the impact, if any, on the financial statements arising out of such pending confirmations / reconciliation.

xi) Others:

a) The company has partially complied with the applicable requirements of

i) Ind AS 1 – Presentation of Financial Statements;
ii) Ind AS 2 – Inventories;
iii) Ind AS 8 – Accounting Policies, Change in Accounting Estimates and Errors;
iv) Ind AS 21 – The Effects of Changes in Foreign Exchange Rates;
v) Ind AS 23 – Borrowing Costs; Ind AS 36 – Impairment of Assets;
vi) Ind AS 37 - Provisions, Contingent Liabilities & Contingent Assets;
vii) Ind AS 105 - Non-Current assets held for sale and discontinued operations;
viii) Ind AS 109 - Financial Instruments;
ix) Ind AS 116 – Leases;

b) The internal controls in the company needs to be significantly strengthened considering the following, the impact of which, if any, cannot be ascertained:

i) The accounting software used is Tally ERP which is an independent standalone accounting system which should be integrated with other operational areas such as Inventory, HR, Production, Sales etc. to have better control having regard to the fact that sufficient details for the same manually are also not available
ii) There has been no system of Risk Control Matrix / Process Controls in place to check the adherence to guidelines, wherever framed by company and to monitor deviations, if any;
iii) The process of controls w.r.t booking and maintenance of back up records in respect of expenses needs to be improved.
iv) The underlying records for monitoring the progress of work for billing such as Measurement book and reconciliation of the same with Invoices raised / WIP are not made available, which

is an important control documents for revenue from such activities.

c) With respect to disclosure requirements of Schedule – III to the Companies Act, 2013, identified non-compliances or non-availability of details are as under:

i) Bifurcation of interest payable on loan is not being done properly, in view of some part of it being included with principal and part of it being disclosed under Interest Payable.

ii) the entire amount of trade receivables have been classified as current notwithstanding the contracted terms with the respective customers;

iii) Amount and period of default in repayment of borrowing and interest have not been provided in order to comply with the presentation and disclosure requirement as per the schedule III of the Companies Act, 2013

iv) The additional disclosures as required under schedule – III are as compiled by the management and have been provided to the extent details are available with the management. In the absence of underlying details, we are unable to verify and comment in respect of the same;

v) Classification as current and non-current for various items of assets and liabilities has not been done as per contracted terms as required under IndAS; Similarly, the bifurcation between secured and unsecured could not be verified in the absence of details.

d) The company has not disclosed the information pursuant to the requirement of Segment Reporting in respect of its geographical segments (viz. within India & outside India), the same is also not in compliance with the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Ind AS 108- Operating Segment.

e) Interest on borrowings have been provided as per the amounts reflected in the corresponding loan statements, wherever the same are available. In case where the statements are not available, interest is provided @ 14% p.a. in respect of the borrowings, including in respect of credit card dues, irrespective of the contracted rates. In respect of external commercial borrowings, grossing up for tax thereon has not been done. Further, effect of exchange fluctuation on foreign currency loan balances have not been considered for the purpose of calculation of interest. In the absence of the same, we are unable to comment on the impact, if any, on the financial statements.

f) Pending the finalisation of claims reconciliation process the ad-hoc accounting of operational and financial creditors as done in the earlier years continue. Further, no interest has been accrued in respect of part of the amount. In the absence of details, we are unable to verify the same.

2. Basis for Qualified Opinion:

A) In August 2013, Jyoti International Inc., a subsidiary company, has issued subordinated debt of USD 1,30,00,000 and preferred stock Series A of USD 1,00,00,000. In April 2014, the company issued additional 47 shares of Series A preferred stock, at USD 4,00,000 per share, for additional gross proceeds of USD 1,88,00,000. Cumulative dividend accrues on these preferred stocks of Series A, on a daily basis at the rate of 0.01% per year on the original purchase price, per share.

The said subsidiary company has a contingent liability of USD 3,47,00,000 for above mentioned preferred stock variable return along with its accretion of USD 1,14,53,076 for the year ended 31st March 2016. As per preferred stock agreement, that Company and the Holding company, planned to settle the variable return due on 28th August 2016 through the issuance of common stock of the Holding company.

However, no details are available whether the parties have the exercised the right, hence we are unable to comment on the same.

B) **In respect of its holding company**:

In respect of its Fixed Assets

a) Fixed assets register providing inter-alia details of the assets, location, identification number, useful life etc. is not available, in the absence of which we are unable to comment on the maintenance of adequate records w.r.t fixed assets. Further, the assets have not been physically verified during the year under audit.

In respect of its investments:

b) The original share certificates / holding statement (viz. from DP / other sources) to substantiate the ownership of the company towards equity and other Investments in subsidiaries / associates / others amounting to aggregate carrying value Rs. 667.04 Lakhs are not made available due to which are unable to comment on the existence, title and carrying amount of such investments under Non-current assets.

c) There are no documents / working available for assessment of carrying value of all the Non-Current Investments, in the absence of which we are unable to comment on the adequacy of impairment loss of Rs. 1,647.77 Lakhs as at the year end and carrying amount of investments as at Mar 31, 2021.

Contingent Liabilities

d) The company has Rs. 52,095.18 Lakhs under contingent liabilities for Bank Guarantees. However, as per details compiled by the management, Bank Guarantees of Rs. 6,464.00 Lakhs are live, bank guarantees of Rs. 28,100.87 Lakhs has been expired and Rs.17,530.31 Lakhs have been cancelled. The Company is continuing to show the expired and cancelled Bank Guarantees aggregating to Rs. 45,631.18 Lakhs as Contingent Liability.

e) Further, provision for BG commission has been made to the extent details in respect of the same is made available by the lenders.

f) The details in respect of corporate guarantees of Rs. 74,108.44 Lakhs for its subsidiary / associate company for loans and other matters. The financial statements and other operating details in respect of these companies are not available. The liability of these corporate guarantee, if invoked by lender has not been ascertained in the absence of which we are unable to comment whether any provision in respect of the same is required or not.

C) Balances with banks (including for loans & term deposits), trade and other receivables, advances, TDS and other deposits and various payables are subject to confirmation, reconciliation and consequential adjustments, if any. In absence of alternative corroborative evidence, we are unable to comment on the extent to which such balances are recoverable. Impact whereof on the financial statements, if any is not presently ascertainable.

D) Bank statements / confirmation directly from banks in respect of borrowings as well as current and deposit accounts are not available in some cases. In the absence of which, it is not possible to confirm the balances as reported in the financials and as per bank.

E) The company had issued preference shares of face value of Rs. 2,500 Lakhs which were repayable along with 69% redemption premium i.e., Rs.1,725 Lakhs on 14.03.2018, the company was not able to redeem the same and liability of Rs. 4,225 Lakhs is in books of accounts.

F) In connection with the existence of material uncertainties over the realizability of bank guarantees encashed by customers, unbilled revenue, trade receivables and withheld amount included in financial statements and other assets which are past due/ subject matters of various disputes /arbitration proceedings/ negotiations with the customers and contractors due to termination / foreclosure of contracts and other disputes, the management is yet to assess the change in risk of default and resultant expected credit loss allowance on such assets. Pending such determination, the impact on the financial statements cannot be ascertained.

3. “**Material Uncertainty Related to Going Concern**” :

We draw your attention to the following:-

Particulars	Year Ended March 31, 2021 (in Lakhs)	Year Ended March 31, 2020 (in Lakhs)
Loss - Group Level	1,75,883.87	2,32,928.21
Net Worth - Group Level	(11,39,211.56)	(9,68,155.78)

Further, the company had been at recurring defaults w.r.t debts covenants, legal, statutory and employee dues and compliances; operations at its plants have been significantly reduced. The company has been admitted under Corporate Insolvency Resolution Process (CIRP) under which the resolution plan submitted by the company has been approved by the Hon'ble NCLT. This plan interalia includes certain conditions precedent which are yet to be complied with. The matters described in the Basis for Disclaimer of Opinion section above and Report on Other Legal and Regulatory Requirements section below may also have an impact on the Company's ability to continue as a going concern.

All these developments raise a significant doubt on the ability of the Group to continue as a going concern and therefore it may be unable to realise its assets and discharge its liabilities including potential liabilities in the normal course of business. The ability of the Group to continue as a going concern is dependent upon the successful implementation of the plan and the resuming of operational activities which are not fully within the control of the Group. The Management has prepared these financial statements using going concern basis of accounting based on its assessment of the successful outcome of above referred actions.

Audit Qualifications under Companies (Auditor's Report) Order 2016 for the year ended as on 31st March, 2021

i) (a) In our opinion, the company does not maintain proper records in respect of its fixed assets since no fixed assets register containing the required basic details such as location, identification number, residual value, life etc. is available. It is explained that fixed assets register was hitherto maintained in SAP but due to restrictions in gaining access to the same, the company has maintained / extracted details in excel sheets and standalone software being Tally where such fixed assets related data is not integrated. These assets have not been physically verified by the management during the year under audit. However, the RP in the course of the CIRP had carried out exercise of valuation of these assets.

(b) In the absence of any documents being made available to substantiate the conduct of physical verification and no policies on the same being provided, we are unable to comment on the process of physical verification of the fixed assets by the company.

(c) The title deeds in respect of immovable properties as per the books of accounts were not made available, in the absence of which, we are unable to comment on whether the same are in the name of the company.

ii) The working papers to substantiate the carrying out the exercise of physical verification of inventories during the year are not available due to which we are unable to comment on whether physical verification was carried out. The Resolution Professional has however got the physical verification being done by an external agency during the previous year, the necessary impact of the differences has been given in the books as explained. However, on a perusal of such reports, we observed that the total value of inventory which has been subject to physical verification is significantly less in relation to the total value of inventories held by the company. Further, the inventory lying with third parties / project sites have been neither confirmed nor verified.

iii) On a perusal of details and previous records, in our opinion and according to the information and explanation given to us, the company has balances of outstanding loans granted to parties which are covered in the register maintained under section 189 of the Companies Act 2013. However, the necessary documents / agreement / term sheet having the details of the terms and conditions of such loans have not been provided to us. Further, the required registers to be maintained under section 189 of the Act are not available / not updated. Due to the same, we are unable to report on reporting requirements as specified under sub- clause (a) to (c) of clause (iii) of the order.

iv) The registers required to be maintained under section 185 & 186 have not been provided for our verification or are under updation due to which we are unable to comment on the reporting requirements specified under clause (iv) of the order.

v) As represented to us, the company has not accepted any deposits during the period under audit. However, in respect of the balance amounts of deposits accepted during the earlier year(s) and outstanding as on 31 Mar 2018, we report that:

(i) The annual return for the status of deposits in DPT – 3 has not been filed.

(ii) The register of deposits as required to be maintained has not been provided for our verification;

(iii) The entire amount of Rs. 857.76 Lakhs outstanding as on 31 Mar 2021 is overdue and hence there is recurring default on repayment of deposit and interest

As represented to us, no order has been passed by the Company Law Board or National Company Law Tribunal or Reserve Bank of India or ay court or other tribunal against the company in respect of these deposits.

vi) The maintenance of cost records has been specified by the Central Government under sub-section (1) of section 148 of the Act for the company, in our opinion. However, no cost records have been provided for our verification due to which we are unable to comment on whether the same have been made and maintained.

vii)(a) According to the information and explanations given to us and based on the records of the company examined by us, the company is not regular in depositing the undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, service tax, VAT, GST, duty of customs, duty of excise, value added tax, cess and any other material statutory dues, as applicable, with the appropriate authorities in India. According to the information and explanations given to us, and the records maintained by the company the details of undisputed amounts in respect of the aforesaid statutory dues which in arrears as at March 31, 2021 for a period of more than six months from the date they became payable are as under:

Sr No	**Particulars**	**Amount Due (Rs. In Lakhs)**
1	Provident Fund and Employee's State Insurance	2,881.71
2	Professional Tax	47.47
3	Direct Taxes (Income Tax, Wealth Tax & Property tax)	22,254.76
4	Income Tax- Tax Deducted at Source	2,859.04
5	VAT, WCT & Octroi	1,719.60
6	GST	85.14

Excludes taxation in respect of branches; Amounts stated are gross amounts before adjusting advance tax / TDS / ITC.

(b) According to the information and explanations given to us, and according to the records made available to us, the details of statutory dues which have not been deposited on account of any dispute as on 31 Mar 2021 are as under:

S. No.	Type of the Status	Nature of Dues	Amount (Rs. in Lakhs)	Financial year to which the amount relates	Forum where dispute is pending
1	Sales Tax	Tax & Interest	32.68	Various years between 1995-96 to 1998 - 99	Appellate Tribunal
2	Entry Tax	Tax & Interest	18.86	2004-05 and 2005-06	Appellate Tribunal
3	Commercial Taxes	Tax & Interest	70.34	2006-07	Revision Board
4	Sales Tax	Tax &	81.71	2009-10	Appellate Tribunal
5	Sales Tax	Tax & Interest	103.77	2011-12	Appellate Tribunal
6	Sales Tax	Tax & Interest	1,650.93	2005-06, 2006-07and 2007-08	Maharashtra Sales Tax Tribunal
7	Sales Tax	Tax & Interest	14,930.19	2010-11, 2011-12, 2012-13 and 2013-14	Deputy Commissioner of Sales Tax, appeal in a case to be filed.
8	WCT TDS	Tax & Interest	27,564.58	2010-11, 2011-12, 2012-13 and 2013-14	Madras High Court, Chennai
9	Central Excise	Tax & Interest	3,162.83	2010-11 to 2014-15	CESTAT
10	Income Tax	Tax & Interest	54.70	2005-06	Commissioner of Income Tax (Appeals)
11	Income Tax	Tax & Interest	229.11	2006-07	Commissioner of Income Tax (Appeals)
12	Income Tax	Tax & Interest	62.03	2010-11	Income Tax Appellate Tribunal
13	Income Tax	Tax & Interest	4,169.44	2011-12	Income Tax Appellate Tribunal
14	Income Tax	Tax & Interest	295.78	2012-13	Income Tax Appellate Tribunal
15	Income Tax	Tax & Interest	2,267.52	2012-13	Income Tax Appellate Tribunal order against which appeal to be filed.

The aforesaid details are provided based solely on the details made available by the company which could not be independently verified

viii) Based upon the audit procedures carried out by us and on the basis of information and explanations provided by the Company we are of the opinion that the company has been defaulting in repayment of dues to banks/ Financial Institutions and Debenture holders as well as Public Deposit on account of interest as well as principal. The company does not have any borrowings from government. The company has been at continuous default w.r.t. the repayment of its loan as well as interest thereon. The borrower wise and period of default details have not been provided / compiled by the management and hence could not be provided.

xiii) In our opinion and according to the information and explanation provided to us by the management, as the register under section 189 has not been updated, we are unable to comment on compliance with section 177 and Section 188 of the Companies Act, 2013 with respect to transactions with related parties. However, details of related party transactions to the extent available with the management have been disclosed in Note 34 to the standalone financial statements as certified by the management.

Annexure 3 – Modifications of the Auditors which have been giving effect to the matter(s) giving rise to modifications

M/s. Jyoti Structures Limited - Holding Company – March 2021

The Group is carrying Rs. 825.76 Lakhs as prepaid expenses as on March 31, 2021 in respect of which the underlying details are not available and hence we are unable to comment on the adequacy of the same being charged off or carried forward.

M/s. JSL Corporates Services Limited – Indian Subsidiary– March 2021

The company has given an unsecured loan of Rs. 10,00,000/- to its subsidiary company. As that company has wiped out its net worth and is not carrying out any business activity during the year, the recovery of such amount is doubtful. The company has not made any provision for this loan. Had the company provided for the impairment off the loan, the loss of the company would have been increased by Rs. 10,00,000/- and consequently the shareholders fund would reduce by Rs. 10,00,000/-,

The company has unsecured loan of Rs. 4,65,23,765/- to its holding company, Jyoti Structures Ltd. The bankers of the holding company have initiated insolvency proceedings against the holding company and the matter is under process. The recovery of such loan is doubtful. The company has not made any provision for this loan. Had the Company provided for the impairment off the loan, the loss of the Company would have increade by Rs. 4,65,23,765/- and consequently the shareholders fund would reduce by Rs. 4,65,23,765/-

The company has given an unsecured loan of Rs. 4,75,000/- to a company. As that company became defunct and the name of that company is stricken off from the register of company maintained by the Registrar of Companies of India, the loan become irrecoverable. The company has not made4 any provision for this loan.

JYOTI STRUCTURES LIMITED
RESTATED CONSOLIDATED STATEMENT OF ASSETS AND LIABILITIES

PARTICULARS	Note	As at 30-Sep-2023 Rs. in Lacs	As at 31-Mar-2023 Rs. in Lacs	As at 31-Mar-2022 Rs. in Lacs	As at 31-Mar-2021 Rs. in Lacs
ASSETS					
1) NON CURRENT ASSETS					
a) Property, Plant and Equipment	1	3,328.13	3,168.32	2,670.50	3,283.79
b) Other Intangible Assets	1.1	11.11	14.07	14.03	5.65
c) Intangible Assets under development	1.2	23.22	-	-	-
		3,362.46	**3,182.39**	**2,684.53**	**3,289.44**
e) Financial Assets					
i) Investment in Subsidiaries and Joint Venture	2 & 3	77.40	68.00	65.18	55.72
ii) Other Financial Assets	4	405.46	408.47	499.80	521.98
		482.86	**476.47**	**564.98**	**577.70**
TOTAL NON CURRENT ASSETS		**3,845.32**	**3,658.86**	**3,249.51**	**3,867.14**
2) CURRENT ASSETS					
a) Inventories	5	5,213.84	7,261.23	2,469.12	3,094.65
b) Financial Assets					
i) Trade Receivables	6	1,98,822.12	1,99,878.82	1,90,043.92	1,13,736.78
ii) Cash and Cash Equivalents	7	2,929.97	3,061.92	8,387.84	1,359.73
iii) Bank Balance other than Cash And Cash Equivalents	8	166.72	163.14	156.86	959.86
iv) Other Current Financial Assets	9	6,431.13	6,633.92	6,390.62	5,849.69
		2,08,349.94	**2,09,737.80**	**2,04,979.24**	**1,21,906.06**
c) Current Tax Assets (Net)	10	459.05	264.46	478.58	458.85
d) Other Current Assets	11	7,808.57	7,618.30	8,121.23	10,720.05
TOTAL CURRENT ASSETS		**2,21,831.40**	**2,24,881.79**	**2,16,048.17**	**1,36,179.61**
TOTAL		**2,25,676.72**	**2,28,540.65**	**2,19,297.68**	**1,40,046.75**
EQUITY AND LIABILITIES					
1) EQUITY					
a) Equity Share Capital	12	14,090.55	12,690.55	12,690.55	2,190.55
b) Instruments Entirely Equity In Nature	13	-	2,800.00	2,800.00	-
c) Other Equity	14	(16,991.68)	(13,233.28)	(307.54)	(11,39,187.67)
Equity attributable to owners		**(2,901.13)**	**2,257.27**	**15,183.01**	**(11,36,997.12)**
d) Non controlling Interest	14A	4.69	4.69	4.69	(0.87)
		(2,896.44)	**2,261.96**	**15,187.70**	**(11,36,997.99)**
2) LIABILITIES					
A NON CURRENT LIABILITIES					
a) Financial Liabilities					
i) Long Term Borrowings	15	1,79,322.54	1,72,914.60	1,65,048.03	-
ii) Non-Current Liabilities	16	15,843.00	15,843.00	22,337.00	-
b) Long Term Provisions	17	158.16	95.64	21.90	1,062.61
c) Deferred Tax Liabilities (Net)	18	(24.84)	(24.59)	(22.61)	11.43
TOTAL NON CURRENT LIABILITIES		**1,95,298.86**	**1,88,828.65**	**1,87,384.32**	**1,074.04**
B CURRENT LIABILITIES					
a) Financial Liabilities					
i) Short Term Borrowings	19	6,618.82	7,415.71	4,052.34	4,80,609.08
ii) Trade Payables	20	14,347.00	15,287.98	8,547.09	55,579.48
iii) Other Current Financial Liabilities	21	6,363.40	7,673.02	3,382.13	7,30,013.93
		27,329.22	**30,376.71**	**15,981.56**	**12,66,202.49**
b) Other Current Liabilities	22	5,925.23	7,053.48	744.03	7,851.81
c) Short Term Provisions	23	19.85	19.85	0.07	1,916.40
TOTAL CURRENT LIABILITIES		**33,274.30**	**37,450.04**	**16,725.66**	**12,75,970.70**
TOTAL		**2,25,676.72**	**2,28,540.65**	**2,19,297.68**	**1,40,046.75**
Significant Accounting Policies	33				
Other Notes to Financial Statements	34				

The accompanying Restated Consolidated Statement of Significant Accounting Policies and Notes to Restated Consolidated Financial Information form an Integral part of this statement.

For and on behalf of the Board

In terms of our report attached
For **G.P. SHARMA & CO. LLP**
Chartered Accountants
Firm Registration No: 109957W/W100247

Abdul Hameed Khan
Chief Executive Officer
& Whole time Director
DIN: 09508070

Abhinav Rishi Angirish
Non-Executive Director
DIN : 01323243

Utkarsh Sharma
Partner
Membership Number :147906

Sonali K Gaikwad
Company Secretary

Kumar V Balan
Chief Financial Officer

Monica Akhil Chaturvedi
Independent Director
DIN: 02193359

Place: Mumbai
Date: 30th November, 2023

JYOTI STRUCTURES LIMITED
RESTATED CONSOLIDATED STATEMENT OF PROFIT AND LOSS

PARTICULARS	Note	Period Ended 30-Sep-2023 Rs. in Lacs	Year Ended 31-Mar-2023 Rs. in Lacs	Year Ended 31-Mar-2022 Rs. in Lacs	Year Ended 31-Mar-2021 Rs. in Lacs
CONTINUING OPERATIONS					
I INCOME					
Revenue from Operations	24	26,662.95	22,923.12	438.87	-
Other Income	25	337.83	184.30	105.27	15.45
TOTAL INCOME		**27,000.78**	**23,107.42**	**544.14**	**15.45**
II EXPENSES					
Cost of Materials Consumed	26	13,787.06	15,286.87	319.55	523.78
Erection and Sub-contracting Expense	27	8,251.48	6,460.78	1,512.19	150.08
Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade	28	946.56	(2,507.20)	436.35	-
Employee Benefits Expense	29	1,031.78	2,560.98	435.18	397.58
Finance Costs	30	36.34	37.80	-	1,49,420.72
Depreciation and Amortization Expense (Net)	31	360.15	541.37	728.46	1,002.04
Other Expenses	32	1,217.23	1,134.06	533.84	25,235.62
TOTAL EXPENSES		**25,630.60**	**23,514.66**	**3,965.57**	**1,76,729.82**
III Profit/(Loss) Before Tax (I-II)		**1,370.18**	**(407.24)**	**(3,421.43)**	**(1,76,714.37)**
IV Tax Expense:					
Current Tax		-	-	-	-
V Profit/(Loss) for the year (III-IV)		**1,370.18**	**(407.24)**	**(3,421.43)**	**(1,76,714.37)**
VI Other Comprehensive income					
A. Items that will not be reclassified to profit or loss					
Remeasurements of the defined benefit plans		(62.43)	(92.79)	(13.51)	1,161.72
Total		**(62.43)**	**(92.79)**	**(13.51)**	**1,161.72**
B. Items that will be reclassified to profit or loss					
Remeasurement of MF Investment at fair value		9.40	2.83	9.44	16.07
Total		**9.40**	**2.83**	**9.44**	**16.07**
		(53.03)	**(89.96)**	**(4.07)**	**1,177.79**
VII Total Comprehensive Income		**1,317.15**	**(497.20)**	**(3,425.50)**	**(1,75,536.58)**
VIII Net Profit Attributable to					
Owner		1,370.18	(407.24)	(3,426.98)	(1,76,704.15)
Non controlling Interest		-	-	5.55	(10.22)
Other Comprehensive income					
Owner		(53.03)	(89.96)	(4.07)	1,177.79
Non controlling Interest		-	-	-	-
Total Comprehensive income					
Owner		1,317.15	(497.20)	(3,431.05)	(1,75,526.36)
Non controling Interest		-	-	5.55	(10.22)
IX Earnings Per Equity Share (In INR)					
[Nominal value of share INR 2]					
1) Basic		INR 0.199	INR -0.064	INR -1.085	INR -161.339
2) Diluted		INR 0.195	INR -0.058	INR -0.999	INR -161.339
Significant Accounting Policies	33				
Other Notes to Financial Statements	34				

The accompanying Restated Consolidated Statement of Significant Accounting Policies and Notes to Restated Consolidated Financial Information form an Integral part of this statement.

For and on behalf of the Board

In terms of our report attached

For **G.P. SHARMA & CO. LLP**

Chartered Accountants

Firm Registration No: 109957W/W100247

Abdul Hameed Khan
Chief Executive Officer
& Whole time Director
DIN: 09508070

Abhinav Rishi Angirish
Non-Executive Director
DIN : 01323243

Utkarsh Sharma
Partner
Membership Number :147906

Sonali K Gaikwad
Company Secretary

Kumar V Balan
Chief Financial Officer

Monica Akhil Chaturvedi
Independent Director
DIN: 02193359

Place: Mumbai

Date :30th November, 2023

JYOTI STRUCTURES LIMITED
RESTATED CONSOLIDATED CASH FLOW STATEMENTS

	PARTICULARS		Period Ended 30-Sep-2023 Rs. in Lacs	Year Ended 31-Mar-2023 Rs. in Lacs	Year Ended 31-Mar-2022 Rs. in Lacs	Year Ended 31-Mar-2021 Rs. in Lacs
I	**CASH FLOW FROM OPERATING ACTIVITIES**					
	Net Profit/(Loss) Before Taxes	[A]	**1,370.18**	**(407.24)**	**(3,421.43)**	**(1,76,714.37)**
	ADJUSTMENTS FOR					
	i) Depreciation and Amortisation		360.15	541.37	728.46	1,002.04
	ii) Finance Cost		36.34	37.80	-	1,49,420.72
	iii) Interest Received		(55.00)	(137.54)	(104.78)	(15.05)
	iv) Net (gain)/loss on foreign currency transactions		(139.37)	(1,202.57)	(665.53)	1,290.17
	v) Allowance for bad and doubtful debts (expected credit loss allowance) (Net of Bad debts Written Off)		-	150.00	600.00	21,501.61
	vi) Profit on sale of assets		-	-	(1.43)	-
		[B]	**202.12**	**(610.94)**	**556.72**	**1,73,199.49**
	Operating Profit before Working Capital changes	[A+B] = [C]	1,572.30	(1,018.18)	(2,864.71)	(3,514.88)
	ADJUSTMENTS FOR					
	i) Trade Receivable & Other Receivable, financial assets, Other Current Assets (Net of Write back of Provisions)		2,912.04	(14,217.60)	(73,428.27)	3,821.80
	ii) Current Liabilities and Provisions (Net of Write Off)		(4,094.74)	10,849.41	66,338.43	(525.78)
		[D]	**(1,182.70)**	**(3,368.19)**	**(7,089.84)**	**3,296.02**
	Cash Generated from Operations	[C+D] = [E]	389.60	(4,386.37)	(9,954.55)	(218.86)
	i) Direct Taxes Paid (Net)		-	-	-	-
		[F]	-	-	-	-
	Net Cash (used in) / from Operating Activities	**[I]** [E+F] = [G]	**389.60**	**(4,386.37)**	**(9,954.55)**	**(218.86)**
II	**CASH FLOW FROM INVESTING ACTIVITIES**					
	i) Purchase of Property, Plant and Equipment [After adjustment of (Increase)/Decrease in Capital Work-in-Progress and Receipts from Sale]		(540.21)	(1,039.29)	(122.12)	-
	ii) Interest Received		55.00	137.54	104.78	15.05
	Net Cash (used in) / from Investing Activities	**[II]**	**(485.21)**	**(901.75)**	**(17.34)**	**15.05**
III	**CASH FLOW FROM FINANCING ACTIVITIES**					
	i) Proceeds from Issue of Equity Share (inclusive of Share Premium)		-	-	17,000.00	-
	ii) Finance Cost		(36.34)	(37.80)	-	-
	Net Cash (used in) / from Financing Activities	**[III]**	**(36.34)**	**(37.80)**	**17,000.00**	**-**
	Net Increase/(Decrease) in Cash and Cash Equivalents	**[I + II + III]**	**(131.95)**	**(5,325.92)**	**7,028.11**	**(203.81)**
	Cash and Cash Equivalents at the beginning of the year		3,061.92	8,387.84	1,359.73	1,563.54
	Cash and Cash Equivalents at the end of the year *		**2,929.97**	**3,061.92**	**8,387.84**	**1,359.73**

*** Cash and Cash Equivalents comprise of :**

	Particulars		**Period Ended 30-Sep-2023 Rs. in Lacs**	**Year Ended 31-Mar-2023 Rs. in Lacs**	**Year Ended 31-Mar-2022 Rs. in Lacs**	**Year Ended 31-Mar-2021 Rs. in Lacs**
	a) Balances with Banks		2,929.12	3,060.99	8,386.53	1,354.94
	b) Cash On Hand		0.85	0.93	1.31	4.79
		Total	**2,929.97**	**3,061.92**	**8,387.84**	**1,359.73**

The accompanying Restated Consolidated Statement of Significant Accounting Policies and Notes to Restated Consolidated Financial Information form an Integral part of this statement.

In terms of our report attached
For **G.P. SHARMA & CO.LLP**
Chartered Accountants
Firm Registration No: 109957W/W100247

For and on behalf of the Board

Abdul Hameed Khan
Chief Executive Officer
& Whole time Director
DIN: 09508070

Abhinav Rishi Angirish
Non-Executive Director
DIN : 01323243

Utkarsh Sharma
Partner
Membership Number : 147906

Sonali K Gaikwad
Company Secretary

Kumar V Balan
Chief Financial Officer

Monica Akhil Chaturvedi
Independent Director
DIN: 02193359

Place: Mumbai
Date :30th November, 2023

JYOTI STRUCTURES LIMITED
NOTES TO RESTATED CONSOLIDATED FINANCIAL INFORMATION
Property, Plant and Equipment

1 Tangible assets	Freehold Land	Leasehold Land	Buildings	Plant & Machinery	Tools and Tackles	Furniture & Fixtures	Computer and Office Equipments	Vehicles	Total (Rs. in Lacs)
Gross Carrying Value									
As at 01 April 2020	**118.18**	**223.70**	**2,919.59**	**21,328.99**	**8,956.03**	**667.72**	**1,800.59**	**5,750.78**	**41,765.58**
Additions	-	-	-	-	-	-	-	-	-
Disposals	-	-	-	-	-	-	-	-	-
Other adjustments	-	-	-	-	-	-	0.06	-	0.06
As at 01 April 2021	**118.18**	**223.70**	**2,919.59**	**21,328.99**	**8,956.03**	**667.72**	**1,800.65**	**5,750.78**	**41,765.64**
Additions	-	-	-	47.16	27.00	-	40.67	-	114.83
Disposals	-	-	-	-	-	-	14.71	-	14.71
As at 31 March 2022	**118.18**	**223.70**	**2,919.59**	**21,376.15**	**8,983.03**	**667.72**	**1,826.61**	**5,750.78**	**41,865.76**
Additions	-	-	-	442.42	718.90	5.89	57.74	5.26	1,230.21
Disposals	-	-	-	1,423.24	-	102.78	255.86	187.89	1,969.77
Other adjustments	-	-	-	-	-	-	-	-	-
As at 31 March 2023	**118.18**	**223.70**	**2,919.59**	**20,395.33**	**9,701.93**	**570.83**	**1,628.49**	**5,568.15**	**41,126.20**
Additions				147.13	328.96	0.18	42.52	-	518.79
Disposals				313.60	9.75	3.56	168.20	36.74	531.85
Other adjustments	-	-	-	-	-	-	-	-	-
As at 30 Sept 2023	**118.18**	**223.70**	**2,919.59**	**20,228.86**	**10,021.14**	**567.45**	**1,502.81**	**5,531.41**	**41,113.14**
Accumulated Depreciation									
As at 01 April 2020	**-**	**43.41**	**1,272.24**	**19,647.22**	**8,920.55**	**626.67**	**1,730.33**	**5,229.60**	**37,470.02**
Charge for the year	-	3.79	76.12	647.99	16.33	13.29	15.05	229.38	1,001.95
Disposals	-	-	-	-	-	-	-	-	-
Other adjustments	-	-	-	-	9.92	-0.04	-	-	9.88
As at 31 March 2021	**-**	**47.20**	**1,348.36**	**20,295.21**	**8,946.80**	**639.92**	**1,745.38**	**5,458.98**	**38,481.85**
Charge for the year	-	3.79	75.72	457.48	9.96	10.05	6.03	165.43	728.46
Disposals	-	-	-	-	-	-	14.71	-	14.71
Other adjustments	-	-	-	-	(0.34)	-	-	-	(0.34)
As at 31 March 2022	**-**	**50.99**	**1,424.08**	**20,752.69**	**8,956.42**	**649.97**	**1,736.70**	**5,624.41**	**39,195.26**
Charge for the year	-	12.09	69.32	249.65	101.20	4.91	29.15	73.28	539.60
Disposals	-	-	-	1,282.40	-	93.39	213.30	187.89	1,776.98
Other adjustments	-	-	-	-	-	-	-	-	-
As at 31 March 2023	**-**	**63.08**	**1,493.40**	**19,719.94**	**9,057.62**	**561.49**	**1,552.55**	**5,509.80**	**37,957.88**
Charge for the year	-	1.88	37.64	121.69	156.81	3.14	15.88	22.15	359.20
Disposals	-	-	-	313.60	9.75	3.56	168.00	36.74	531.65
Other adjustments	-	-	(0.42)	-	-	-	-	-	(0.42)
As at 30 Sept 2023	**-**	**64.96**	**1,530.62**	**19,528.03**	**9,204.68**	**561.08**	**1,400.43**	**5,495.21**	**37,785.01**
Net Block									
As at 31 March 2021	**118.18**	**176.50**	**1,571.23**	**1,033.78**	**9.23**	**27.80**	**55.27**	**291.80**	**3,283.79**
As at 31 March 2022	**118.18**	**172.71**	**1,495.51**	**623.46**	**26.61**	**17.75**	**89.91**	**126.37**	**2,670.50**
As at 31 March 2023	**118.18**	**160.62**	**1,426.19**	**675.39**	**644.31**	**9.34**	**75.94**	**58.35**	**3,168.32**
As at 30 Sept 2023	**118.18**	**158.74**	**1,388.97**	**700.83**	**816.46**	**6.37**	**102.38**	**36.20**	**3,328.13**

JYOTI STRUCTURES LIMITED
NOTES TO RESTATED CONSOLIDATED FINANCIAL INFORMATION

1.1 Intangible assets	Software	Goodwill on Amalgamation	Total (Rs. in Lacs)
Gross Carrying Value			
As at 01 April 2020	**2,465.67**	**301.13**	**2,766.80**
Additions	-	-	-
Disposals	-	-	-
As at 31 March 2021	**2,465.67**	**301.13**	**2,766.80**
Additions	9.00	-	9.00
Disposals	-	-	-
Other adjustments	(0.15)	-	(0.15)
As at 31 March 2022	**2,474.52**	**301.13**	**2,775.65**
Additions	0.60	-	0.60
Disposals	-	-	-
As at 31 March 2023	**2,475.12**	**301.13**	**2,776.25**
Additions	-	-	-
Disposals	3.56	-	3.56
As at 30 Sept 2023	**2,471.56**	**301.13**	**2,772.69**
Accumulated Depreciation			
As at 01 April 2020	**2,459.01**	**301.13**	**2,760.14**
Charge for the year	0.09	-	0.09
Disposals	-	-	-
Other adjustments	0.92		0.92
As at 31 March 2021	**2,460.02**	**301.13**	**2,761.15**
Charge for the year		-	-
Disposals	-	-	-
Other adjustments	0.47		0.47
As at 31 March 2022	**2,460.49**	**301.13**	**2,761.62**
Charge for the year	1.77	-	1.77
Disposals	1.21	-	1.21
As at 31 March 2023	**2,461.05**	**301.13**	**2,762.18**
Charge for the year	0.95	-	0.95
Disposals	3.56	-	3.56
Other adjustments	2.01		2.01
As at 30 Sept 2023	**2,460.45**	**301.13**	**2,761.58**
Net Block			
As at 31 March 2021	**5.65**	**-**	**5.65**
As at 31 March 2022	**14.03**	**-**	**14.03**
As at 31 March 2023	**14.07**	**-**	**14.07**
As at 30 Sept 2023	**11.11**	**-**	**11.11**

JYOTI STRUCTURES LIMITED
NOTES TO RESTATED CONSOLIDATED FINANCIAL INFORMATION

1.2 Intangible assets under Development	ERP Software	Total (Rs. in Lacs)
Gross Carrying Value		
As at 01 April 2020	**-**	**-**
Additions	-	-
Disposals	-	-
As at 31 March 2021	**-**	**-**
Additions	-	-
Disposals	-	-
Other adjustments	-	-
As at 31 March 2022	**-**	**-**
Additions	-	-
Disposals		-
As at 31 March 2023	**-**	**-**
Additions	23.22	**23.22**
Disposals	-	**-**
As at 30 Sept 2023	**23.22**	**23.22**
Accumulated Depreciation		
As at 01 April 2020	**-**	**-**
Charge for the year	-	-
Disposals	-	-
As at 01 April 2021	**-**	**-**
Charge for the year	-	-
Disposals	-	-
As at 31 March 2022	**-**	**-**
Charge for the year	-	-
Disposals	-	-
As at 31 March 2023	**-**	**-**
Charge for the year	-	-
Disposals	-	
Other adjustments	-	-
As at 30 Sept 2023	**-**	**-**
Net Block		
As at 31 March 2021	**-**	**-**
As at 31 March 2022	**-**	**-**
As at 31 March 2023	**-**	**-**
As at 30 Sept 2023	**23.22**	**23.22**

1.2	**Intangible assets under development ageing Schedule**				**Total**
	Less than 1 Year	1-2 year	2-3 Years	More Than 3 Years	
ERP Software	**23.22**	**-**	**-**	**-**	**23.22**

JYOTI STRUCTURES LIMITED
NOTES TO RESTATED CONSOLIDATED FINANCIAL INFORMATION

2 INVESTMENT IN SUBSIDIARIES AND JOINT VENTURE	Subsidiary /Joint Venture	Face Value	No. of Shares	Amount	No. of Shares	Amount	No. of Shares	Amount	No. of Shares	Amount
			30-Sep-2023	30-Sep-2023	31-Mar-2023	31-Mar-2023	31-Mar-2022	31-Mar-2022	31-Mar-2021	31-Mar-2021
			In Nos	Rs. in Lacs	In Nos	Rs. in Lacs	In Nos	Rs. in Lacs	In Nos	Rs. in Lacs
Investment in Equity Instruments										
Unquoted, Fully paid-up - At Cost										
Jyoti International Inc. - Eq. Shares	Subsidiary	$ 0.01 Each	100	6,000.65	100	6,000.65	100	6,000.65	100	6,000.65
Less: Diminution of Investment			-	(6,000.65)	-	(6,000.65)	-	(6,000.65)	-	(6,000.65)
Gulf Jyoti International LLC - Eq. Shares	Joint Venture	AED 1000 Each	12,930	1,642.77	12,930	1,642.77	12,930	1,642.77	12,930	1,642.77
Less: Diminution of Investment			-	(1,642.77)	-	(1,642.77)	-	(1,642.77)	-	(1,642.77)
				-		-		-		-

3 NON-CURRENT FINANCIAL ASSET - INVESTMENT	Equity Shares / Mutual Funds	Face Value	No. of Shares	Amount	No. of Shares	Amount	No. of Shares	Amount	No. of Shares	Amount
			30-Sep-2023	30-Sep-2023	31-Mar-2023	31-Mar-2023	31-Mar-2022	31-Mar-2022	31-Mar-2021	31-Mar-2021
			In Nos	Rs. in Lacs	In Nos	Rs. in Lacs	In Nos	Rs. in Lacs	In Nos	Rs. in Lacs
Investment in Equity Instruments										
Unquoted, Fully paid-up - At Cost										
Jankalyan Sahakari Bank Ltd. - Eq. Shares	Face Value	INR 10	49,955	5.00	49,955	5.00	49,955	5.00	49,955	5.00
				5.00		**5.00**		**5.00**		**5.00**
Investment in mutual fund										
Quoted, Fully paid-up - At fair value through other comprehensive income										
SBI Blue Chip Fund	Mutual Fund		20,000	14.33	20,000	12.35	20,000	12.03	20,000	10.36
SBI Infrastructure Fund	Mutual Fund		50,000	17.59	50,000	13.88	50,000	12.51	50,000	9.64
SBI Magnum Equity Fund	Mutual Fund		12,136	22.34	12,136	19.19	12,136	19.94	12,136	16.43
UTI Bond Fund	Mutual Fund		28,352	18.14	28,352	17.58	28,352	15.70	28,352	14.29
				72.40		**63.00**		**60.18**		**50.72**
TOTAL				**77.40**		**68.00**		**65.18**		**55.72**

JYOTI STRUCTURES LIMITED
NOTES TO RESTATED CONSOLIDATED FINANCIAL INFORMATION

4	OTHER NON CURRENT FINANCIAL ASSETS	30-Sep-2023 Rs. in Lacs	31-Mar-2023 Rs. in Lacs	31-Mar-2022 Rs. in Lacs	31-Mar-2021 Rs. in Lacs
	Unsecured and considered good				
	Security and Other Deposits	405.46	408.47	499.80	521.98
	TOTAL	**405.46**	**408.47**	**499.80**	**521.98**

5	INVENTORIES		30-Sep-2023 Rs. in Lacs	31-Mar-2023 Rs. in Lacs	31-Mar-2022 Rs. in Lacs	31-Mar-2021 Rs. in Lacs
	a)	Raw Materials				
		- In Stock	977.80	1,344.36	302.51	460.25
	b)	Construction Materials at Site	525.43	1,289.51	99.87	103.32
	c)	Semi Finished Goods	-	258.71	119.66	119.66
	d)	Work-in-Progress	2,744.56	3,069.10	1,895.81	2,641.23
	e)	Finished Goods	169.41	661.48	1.52	433.96
	f)	Stores and Consumables	72.42	64.26	45.53	107.34
	g)	Bought Out Components	715.55	545.53	-	-
	h)	Scrap	8.67	28.28	4.22	75.10
			5,213.84	7,261.23	2,469.12	3,940.86
	Less : Provision for Impairment of Stock		-	-	-	(846.21)
	TOTAL		**5,213.84**	**7,261.23**	**2,469.12**	**3,094.65**

6	TRADE RECEIVABLES		30-Sep-2023 Rs. in Lacs	31-Mar-2023 Rs. in Lacs	31-Mar-2022 Rs. in Lacs	31-Mar-2021 Rs. in Lacs
	Unsecured					
	a)	Considered good	1,99,572.12	2,00,628.82	1,90,643.92	1,13,736.78
	b)	Trade Receivables which have significant increase in Credit Risk	-	-	-	3,26,291.07
	c)	Less Allowance for bad and doubtful receivables (Expected Credit Loss Allowance)	(750.00)	(750.00)	(600.00)	(3,26,291.07)
	TOTAL		**1,98,822.12**	**1,99,878.82**	**1,90,043.92**	**1,13,736.78**

JYOTI STRUCTURES LIMITED
NOTES TO RESTATED CONSOLIDATED FINANCIAL INFORMATION

7	CASH AND CASH EQUIVALENTS	30-Sep-2023 Rs. in Lacs	31-Mar-2023 Rs. in Lacs	31-Mar-2022 Rs. in Lacs	31-Mar-2021 Rs. in Lacs
a)	Balances with Banks	459.84	653.78	2,886.53	1,354.94
b)	Fixed Deposit with SBI	2,469.28	2,407.21	5,500.00	-
c)	Cash On Hand	0.85	0.93	1.31	4.79
	TOTAL	**2,929.97**	**3,061.92**	**8,387.84**	**1,359.73**

8	BANK BALANCE OTHER THAN CASH AND CASH EQUIVALENTS	30-Sep-2023 Rs. in Lacs	31-Mar-2023 Rs. in Lacs	31-Mar-2022 Rs. in Lacs	31-Mar-2021 Rs. in Lacs
a)	Margin money with bank	148.53	144.95	138.67	941.67
b)	Unpaid Dividend Bank Balance	18.19	18.19	18.19	18.19
	TOTAL	**166.72**	**163.14**	**156.86**	**959.86**

9	OTHER CURRENT FINANCIAL ASSETS	30-Sep-2023 Rs. in Lacs	31-Mar-2023 Rs. in Lacs	31-Mar-2022 Rs. in Lacs	31-Mar-2021 Rs. in Lacs
	Unsecured and considered good				
a)	Loan and Advances to Related Parties (net)	31,153.50	31,153.50	30,334.24	30,334.24
	Less: Provison for Loans and Advances to related parties	(30,334.30)	(30,334.30)	(30,235.30)	(30,235.30)
		819.20	**819.20**	**98.94**	**98.94**
b)	Other Loans and Advances				
i)	Loans / Imprest to Employees	105.33	58.23	59.45	52.29
ii)	Sundry Deposits	255.70	262.16	285.27	279.14
iii)	Expenses Receivable and Other Advances	5,250.90	5,494.33	5,946.96	5,419.32
	TOTAL	**6,431.13**	**6,633.92**	**6,390.62**	**5,849.69**

10	CURRENT TAX ASSETS (NET)	30-Sep-2023 Rs. in Lacs	31-Mar-2023 Rs. in Lacs	31-Mar-2022 Rs. in Lacs	31-Mar-2021 Rs. in Lacs
	Current Tax Asset (Net)	459.05	264.46	478.58	458.85
	TOTAL	**459.05**	**264.46**	**478.58**	**458.85**

11	OTHER CURRENT ASSETS	30-Sep-2023 Rs. in Lacs	31-Mar-2023 Rs. in Lacs	31-Mar-2022 Rs. in Lacs	31-Mar-2021 Rs. in Lacs
	Unsecured and considered good				
a)	Prepaid Expenses	119.10	130.36	80.54	-
b)	Advances to Supplier	4,162.25	3,768.69	4,674.30	2,274.89
c)	Interest accrued	0.05	31.76	48.81	535.24
d)	Balance with statutory authorities	3,527.17	3,687.49	3,317.58	3,064.48
e)	Revenue accrued but not due	-	-	-	4,845.44
	TOTAL	**7,808.57**	**7,618.30**	**8,121.23**	**10,720.05**

Rs. in Lacs

12	SHARE CAPITAL	30-Sep-2023		31-Mar-2023		31-Mar-2022		31-Mar-2021	
		No. of Shares (in Lacs)	Rs. in Lacs	No. of Shares (in Lacs)	Rs. in Lacs	No. of Shares (in Lacs)	Rs. in Lacs	No. of Shares (in Lacs)	Rs. in Lacs
	Authorised :								
	Equity Shares of INR 2/- each	7,365.00	14,730.00	7,365.00	14,730.00	7,050.00	14,100.00	3,000.00	6,000.00
	Redeemable Preference Shares of INR 100/- each	25.00	2,500.00	25.00	2,500.00	25.00	2,500.00	25.00	6,200.00
	Equity portion of CCPS	700.00	1,400.00	700.00	1,400.00	700.00	1,400.00	-	-
		8,090.00	**18,630.00**	**8,090.00**	**18,630.00**	**7,775.00**	**18,000.00**	**3,025.00**	**12,200.00**
	Issued :								
	Equity Shares of INR 2/- each	7,045.43	14,090.86	6,345.43	12,690.86	6,345.43	12,690.86	1,095.00	2,190.55
		7,045.43	**14,090.86**	**6,345.43**	**12,690.86**	**6,345.43**	**12,690.86**	**1,095.00**	**2,190.55**
	Subscribed and Paid-up :								
	Equity Shares of INR 2/- each fully paid up	7,045.28	14,090.55	6,345.28	12,690.55	6,345.28	12,690.55	1,095.00	2,190.55
	TOTAL	**7,045.28**	**14,090.55**	**6,345.28**	**12,690.55**	**6,345.28**	**12,690.55**	**1,095.00**	**2,190.55**

a) Movements in equity share capital

	Equity Shares	30-Sep-2023		31-Mar-2023		31-Mar-2022		31-Mar-2021	
		No. of Shares (in Lacs)	Rs. in Lacs	No. of Shares (in Lacs)	Rs. in Lacs	No. of Shares (in Lacs)	Rs. in Lacs	No. of Shares (in Lacs)	Rs. in Lacs
a)	At the beginning of the period	6,345.28	12,690.55	6,345.28	12,690.55	1,095.28	2,190.55	1,095.28	2,190.55
b)	Issued during the period - Investors	-	-	-	-	4,250.00	8,500.00	-	-
c)	Issued during the period - Banks	-	-	-	-	1,000.00	2,000.00	-	-
d)	Conversion of Compulsory Convertible Preference Shares	700.00	1,400.00	-	-	-	-	-	-
	Outstanding at the end of the period	**7,045.28**	**14,090.55**	**6,345.28**	**12,690.55**	**6,345.28**	**12,690.55**	**1,095.28**	**2,190.55**

b) Shareholders holding more than 5% Equity Shares in the Company

	Name of the shareholder*	30-Sep-2023		31-Mar-2023		31-Mar-2022		31-Mar-2021	
		No. of Shares Held (in Lacs)	% of shares Held	No. of Shares Held (in Lacs)	% of shares Held	No. of Shares Held (in Lacs)	% of shares Held	No. of Shares Held (in Lacs)	% of shares Held
a)	Surya India Fingrowth Private Limited	-	-	-	-	-	-	58.60	5.35%
b)	State Bank of India	-	-	-	-	334.23	5.27%	-	-
c)	Follis Advisory LLP	-	-	750.00	11.82%	750.00	11.82%	-	-
d)	India Housing Fund Series 3	-	-	472.93	7.45%	500.00	7.88%	-	

***Shares held in multiple folios have been combined**

13	Instruments Entirely Equity In Nature	30-Sep-2023		31-Mar-2023		31-Mar-2022		31-Mar-2021	
		No. of Shares (in Lacs)	Rs. in Lacs	No. of Shares (in Lacs)	Rs. in Lacs	No. of Shares (in Lacs)	Rs. in Lacs	No. of Shares (in Lacs)	Rs. in Lacs
	Subscribed and Paid-up :								
a)	Compulsory Convertible Preference Shares of Rs. 4/-	-	-	700.00	2,800.00	700.00	2,800.00	-	-
	TOTAL	**-**	**-**	**700.00**	**2,800.00**	**700.00**	**2,800.00**	**-**	**-**

a) Movements in Compulsory Convertible Preference Shares of Rs. 4/- each

	Compulsory Convertible Preference Shares	30-Sep-2023		31-Mar-2023		31-Mar-2022		31-Mar-2021	
		No. of Shares (in Lacs)	Rs. in Lacs	No. of Shares (in Lacs)	Rs. in Lacs	No. of Shares (in Lacs)	Rs. in Lacs	No. of Shares (in Lacs)	Rs. in Lacs
a)	At the beginning of the period	700.00	2,800.00	700.00	2,800	-	-	-	-
b)	Issued during the period - AION / APOLLO	-	-	-	-	700.00	2,800.00	-	-
c)	Transfer to Securities Premuim		1,400.00	-	-	-	-	-	-
d)	Compulsory Convertible Preference Shares converted into Equity Shares on 12th May,2023	700.00	1,400.00	-	-	-	-	-	-
	Outstanding at the end of the period	**-**	**-**	**700.00**	**2,800.00**	**700.00**	**2,800.00**	**-**	**-**

14A	Non controlling Interest	No. of Shares (in Lacs)	Rs. in Lacs	No. of Shares (in Lacs)	Rs. in Lacs	No. of Shares (in Lacs)	Rs. in Lacs	No. of Shares (in Lacs)	Rs. in Lacs
a)	Jyoti Structures Africa (Pty) Ltd	-	26.08	-	26.08	-	26.08	-	20.52
b)	Jyoti Structures FZE	-	(21.39)	-	(21.39)	-	(21.39)	-	(21.39)
	TOTAL		**4.69**		**4.69**		**4.69**		**(0.87)**

14 **OTHER EQUITY**

(Rs. in Lacs)

	Reserves & Surplus									Total Reserve	Non Controlling Interest	Total Other Equity
	Capital Reserve	Securities Premium Reserve	Capital Redemption Reserve	Debenture Redemption Reserve	General Reserve	ESOS	Fixed Deposit Redemption Reserve	Retained Earnings	Exchange difference on translating the financial statment			
Balance as at 1st April, 2020	**6.06**	**27,653.82**	**300.00**	**1,243.50**	**16,819.72**	**-**	**128.67**	**(10,16,763.27)**	**529.94**	**(9,70,081.56)**	**9.34**	**(9,70,072.22)**
Profit for the year						-		(1,76,704.15)	3,766.88	(1,72,937.27)	(10.22)	(1,72,947.49)
Other Comprehensive Income for the year						-		1,177.79	(390.71)	787.08	-	787.08
Total Comprehensive Income for the year	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**(1,75,526.36)**	**3,376.17**	**(1,72,150.19)**	**(10.22)**	**(1,72,160.41)**
Other adjustment in opening Reserves & Surplus			-			-	-	-	3,044.08	3,044.08	0.01	3,044.09
Balance as at 31st March, 2021	**6.06**	**27,653.82**	**300.00**	**1,243.50**	**16,819.72**	**-**	**128.67**	**(11,92,289.63)**	**6,950.19**	**(11,39,187.67)**	**(0.87)**	**(11,39,188.54)**
Resolution Plan Recast						-		8,77,237.22	-	8,77,237.22		8,77,237.22
Write Back of Excess Provision of Doubtful Debts						-		73,959.88	-	73,959.88		73,959.88
Changes During The Year		10,500.00				-		-	716.89	11,216.89		11,216.89
Created on issue of NCD's				1,81,337.86						1,81,337.86		1,81,337.86
Transfer to Retained Earning				(1,243.50)	(16,819.72)	-	(128.67)	18,191.89	-	-		-
Profit for the year						-		(3,426.98)	(1,440.68)	(4,867.66)	5.55	(4,862.11)
Other Comprehensive Income for the year						-		(4.07)	-	(4.07)		(4.07)
Total Comprehensive Income for the year	**-**	**10,500.00**	**-**	**1,80,094.36**	**(16,819.72)**	**-**	**(128.67)**	**9,65,957.94**	**(723.79)**	**11,38,880.12**	**5.55**	**11,38,885.67**
Other adjustment in opening Reserves & Surplus	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**0.01**	**0.01**	**0.01**	**0.02**
Balance as at 31st March 2022	**6.06**	**38,153.82**	**300.00**	**1,81,337.86**	**-**	**-**	**-**	**(2,26,331.69)**	**6,226.41**	**(307.54)**	**4.69**	**(302.85)**
Profit for the year	-	-	-	-	-	-	-	-	-	-	-	-
Changes During The Year	-	-	-	-	-	-	-	-	(561.96)	(561.96)	-	(561.96)
Changes in Remeasurement of NCD at NPV Fair Value	-	-	-	(11,866.57)	-	-	-	-	-	(11,866.57)	-	(11,866.57)
Profit for the year	-	-	-	-	-	-	-	(407.24)	-	(407.24)	-	(407.24)
Other Comprehensive Income for the year	-	-	-	-	-	-	-	(89.96)	-	(89.96)	-	(89.96)
Total Comprehensive Income for the year	**-**	**-**	**-**	**(11,866.57)**	**-**	**-**	**-**	**(497.20)**	**(561.96)**	**(12,925.73)**	**-**	**(12,925.73)**
Other adjustment in opening Reserves & Surplus	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**(0.01)**	**(0.01)**	**-**	**(0.01)**
Balance as at 31st March, 2023	**6.06**	**38,153.82**	**300.00**	**1,69,471.29**	**-**	**-**	**-**	**(2,26,828.89)**	**5,664.44**	**(13,233.28)**	**4.69**	**(13,228.59)**
Changes During The Year		1,400.00							(320.04)	1,079.96		**1,079.96**
Changes in Remeasurement of NCD at NPV Fair Value				(6,407.94)						(6,407.94)		**(6,407.94)**
Employee Stock Option Outstanding						809.83				809.83		**809.83**
Deferred Employee Compensation Expense						(557.40)				(557.40)		**(557.40)**
Profit for the year								1,370.18		1,370.18		**1,370.18**
Other Comprehensive Income for the year								(53.03)	-	(53.03)		**(53.03)**
Total Comprehensive Income for the year	**-**	**1,400.00**	**-**	**(6,407.94)**	**-**	**252.43**	**-**	**1,317.15**	**(320.04)**	**(3,758.40)**	**-**	**(3,758.40)**
Balance as at 30th Sept, 2023	**6.06**	**39,553.82**	**300.00**	**1,63,063.35**	**-**	**252.43**	**-**	**(2,25,511.74)**	**5,344.40**	**(16,991.68)**	**4.69**	**(16,986.99)**

JYOTI STRUCTURES LIMITED

NOTES TO RESTATED CONSOLIDATED FINANCIAL INFORMATION

15	FINANCIAL LIABILITIES - LONG TERM BORROWINGS	30-Sep-2023 Rs. in Lacs	31-Mar-2023 Rs. in Lacs	31-Mar-2022 Rs. in Lacs	31-Mar-2021 Rs. in Lacs
a)	Non Convertible Debenture	1,66,606.51	1,60,198.57	1,48,332.00	-
b)	Financial Creditors	12,716.03	12,716.03	16,716.03	-
	TOTAL	**1,79,322.54**	**1,72,914.60**	**1,65,048.03**	**-**

16	OTHER NON-CURRENT LIABILITIES	30-Sep-2023 Rs. in Lacs	31-Mar-2023 Rs. in Lacs	31-Mar-2022 Rs. in Lacs	31-Mar-2021 Rs. in Lacs
	Operational Creditors				
a)	Trade Payable	6,000.00	6,000.00	9,494.00	-
b)	Employee Dues	8,743.00	8,743.00	11,743.00	-
c)	Statutory Liability	1,100.00	1,100.00	1,100.00	-
	TOTAL	**15,843.00**	**15,843.00**	**22,337.00**	**-**

17	LONG TERM PROVISIONS	30-Sep-2023 Rs. in Lacs	31-Mar-2023 Rs. in Lacs	31-Mar-2022 Rs. in Lacs	31-Mar-2021 Rs. in Lacs
a)	Provision for Gratuity	79.17	55.76	21.90	643.32
b)	Provision for Compensated Absences	78.99	39.88	-	419.29
	TOTAL	**158.16**	**95.64**	**21.90**	**1,062.61**

18	DEFERRED TAX LIABILITIES (NET)	30-Sep-2023 Rs. in Lacs	31-Mar-2023 Rs. in Lacs	31-Mar-2022 Rs. in Lacs	31-Mar-2021 Rs. in Lacs
	Deferred Tax Liabilities				
a)	On Account of Overseas Subsidiaries	(24.84)	(24.59)	(22.61)	11.43
	TOTAL	**(24.84)**	**(24.59)**	**(22.61)**	**11.43**

JYOTI STRUCTURES LIMITED
NOTES TO RESTATED CONSOLIDATED FINANCIAL INFORMATION

19	FINANCIAL LIABILITIES - SHORT TERM BORROWINGS	30-Sep-2023 Rs. in Lacs	31-Mar-2023 Rs. in Lacs	31-Mar-2022 Rs. in Lacs	31-Mar-2021 Rs. in Lacs
a)	Loans repayable on Demand				
	From Bank	44.46	49.37	52.34	4,57,828.77
b)	Loans repayable as per Approved Resolution Plan				
	Financial Creditors	6,574.36	7,366.34	4,000.00	22,780.31
	TOTAL	**6,618.82**	**7,415.71**	**4,052.34**	**4,80,609.08**

20	TRADE PAYABLES	30-Sep-2023 Rs. in Lacs	31-Mar-2023 Rs. in Lacs	31-Mar-2022 Rs. in Lacs	31-Mar-2021 Rs. in Lacs
	a) Total outstanding dues of Micro and Small Enterprises	-	-	-	-
	b) Total outstanding dues of Creditors Other than above	14,347.00	15,287.98	8,547.09	55,579.48
	TOTAL	**14,347.00**	**15,287.98**	**8,547.09**	**55,579.48**

21	OTHER CURRENT FINANCIAL LIABILITIES	30-Sep-2023 Rs. in Lacs	31-Mar-2023 Rs. in Lacs	31-Mar-2022 Rs. in Lacs	31-Mar-2021 Rs. in Lacs
	a) Current Maturities of Long Term Borrowings	-	-	-	2,60,589.61
	b) Other current financial liabilities	-	-	-	22,491.43
	c) Deferred Payment Liabilities	-	-	-	221.18
	d) Unclaimed Dividend	17.70	17.70	17.70	17.70
	e) Payable to Employees	6,022.75	6,843.76	3,321.26	12,865.00
	f) Expenses and other Payables	322.95	811.56	43.17	6,612.00
	g) Interest Accrued	-	-	-	4,27,217.01
	TOTAL	**6,363.40**	**7,673.02**	**3,382.13**	**7,30,013.93**

22	OTHER CURRENT LIABILITIES	30-Sep-2023 Rs. in Lacs	31-Mar-2023 Rs. in Lacs	31-Mar-2022 Rs. in Lacs	31-Mar-2021 Rs. in Lacs
	a) Advances from Customers	4,911.20	6,379.73	137.79	261.80
	b) Statutory Liabilities	1,014.03	673.75	606.24	7,590.01
	TOTAL	**5,925.23**	**7,053.48**	**744.03**	**7,851.81**

23	SHORT TERM PROVISIONS	30-Sep-2023 Rs. in Lacs	31-Mar-2023 Rs. in Lacs	31-Mar-2022 Rs. in Lacs	31-Mar-2021 Rs. in Lacs
	a) Provision for Onerus Contract	-	-	-	1,700.00
	b) Provision for Gratuity	10.57	10.57	0.07	-
	c) Provision for Compensated Absences	9.28	9.28	-	216.40
	TOTAL	**19.85**	**19.85**	**0.07**	**1,916.40**

24	REVENUE FROM OPERATIONS	30-Sep-2023 Rs. in Lacs	31-Mar-2023 Rs. in Lacs	31-Mar-2022 Rs. in Lacs	31-Mar-2021 Rs. in Lacs
	a) Sale of Products	25,856.61	22,783.31	438.87	-
	b) Other Operating Revenues	806.34	139.81	-	-
	TOTAL	**26,662.95**	**22,923.12**	**438.87**	**-**

25	OTHER INCOME	30-Sep-2023 Rs. in Lacs	31-Mar-2023 Rs. in Lacs	31-Mar-2022 Rs. in Lacs	31-Mar-2021 Rs. in Lacs
	a) Interest on Fixed Deposits	55.00	137.54	104.78	15.05
	b) Other Miscellaneous Receipt	282.83	46.76	0.49	0.40
	TOTAL	**337.83**	**184.30**	**105.27**	**15.45**

26	COST OF MATERIAL CONSUMED	30-Sep-2023 Rs. in Lacs	31-Mar-2023 Rs. in Lacs	31-Mar-2022 Rs. in Lacs	31-Mar-2021 Rs. in Lacs
	a) Cost of Material Consumed	13,787.06	15,286.87	319.55	523.78
	TOTAL	**13,787.06**	**15,286.87**	**319.55**	**523.78**

27	ERECTION AND SUB-CONTRACTING EXPENSE	30-Sep-2023 Rs. in Lacs	31-Mar-2023 Rs. in Lacs	31-Mar-2022 Rs. in Lacs	31-Mar-2021 Rs. in Lacs
	a) Construction Materials and Stores Consumed	2,097.37	2,040.57	-	-
	b) Sub-contracting Expenses	5,602.24	3,670.11	1,495.63	141.39
	c) Repairs to Construction Equipments/Machinery	26.00	6.16	-	-
	d) Construction Transportation Charges	525.87	743.94	16.56	8.69
	TOTAL	**8,251.48**	**6,460.78**	**1,512.19**	**150.08**

28	CHANGES IN INVENTORIES	30-Sep-2023 Rs. in Lacs	31-Mar-2023 Rs. in Lacs	31-Mar-2022 Rs. in Lacs	31-Mar-2021 Rs. in Lacs
	a) (Increase)/ Decrease Finished Goods Stock	341.85	(1,060.90)	383.03	-
	b) (Increase)/ Decrease WIP/Semi Finished Goods Stock	604.71	(1,446.30)	53.32	-
	TOTAL	**946.56**	**(2,507.20)**	**436.35**	**-**

29	EMPLOYEE BENEFITS EXPENSE	30-Sep-2023 Rs. in Lacs	31-Mar-2023 Rs. in Lacs	31-Mar-2022 Rs. in Lacs	31-Mar-2021 Rs. in Lacs
	a) Salaries, Wages and Bonus, etc.	681.53	2,404.72	403.17	363.74
	b) Employee Compensation Expense - ESOS	252.42	-	-	-
	c) Contribution to Provident and Other Fund	60.53	80.57	4.85	31.95
	d) Welfare Expenses	37.30	75.69	27.16	1.89
	TOTAL	**1,031.78**	**2,560.98**	**435.18**	**397.58**

30	FINANCE COSTS	30-Sep-2023 Rs. in Lacs	31-Mar-2023 Rs. in Lacs	31-Mar-2022 Rs. in Lacs	31-Mar-2021 Rs. in Lacs
	a) Interest Expense	36.34	37.80	-	1,49,420.72
	TOTAL	**36.34**	**37.80**	**-**	**1,49,420.72**

31	DEPRECIATION AND AMORTIZATION EXPENSE	30-Sep-2023 Rs. in Lacs	31-Mar-2023 Rs. in Lacs	31-Mar-2022 Rs. in Lacs	31-Mar-2021 Rs. in Lacs
	a) Depreciation of Tangible Assets (Note No. 1)	359.20	539.60	728.46	1,001.95
	b) Amortisation of Intangible Assets (Note No. 1.1)	0.95	1.77	-	0.09
	TOTAL	**360.15**	**541.37**	**728.46**	**1,002.04**

32	OTHER EXPENSES	30-Sep-2023 Rs. in Lacs	31-Mar-2023 Rs. in Lacs	31-Mar-2022 Rs. in Lacs	31-Mar-2021 Rs. in Lacs
	a) Power and Fuel	90.92	118.99	52.75	52.39
	b) Service Charges	-	-	-	125.51
	c) Repairs to Plant and Machinery & Others	109.42	135.81	6.14	4.66
	d) Rent	0.63	1.80	2.27	-
	e) Rates and Taxes	15.47	169.12	33.59	35.05
	f) Insurance	66.85	106.83	42.31	25.16
	g) Travelling and Conveyance	116.38	206.54	41.73	4.83
	h) Postage, Telephone and Fax	3.92	5.89	1.59	1.56
	i) Printing and Stationery	14.79	21.79	5.28	6.21
	j) Professional and Legal Fees	306.38	743.02	685.40	338.25
	k) Directors' Sitting Fees	7.60	12.15	10.80	3.00
	l) Payment to auditors	8.26	15.66	6.72	5.25
	m) Net (gain)/loss on foreign currency transactions and translation	(139.37)	(1,202.57)	(665.53)	1,290.17
	n) Provision for Trade Receivables	-	-	-	21,501.61
	o) Stores & Consumables Consumption	218.60	250.26	-	-
	p) Bank Charges	14.72	7.52	0.03	0.13
	q) BG Commission	(152.96)	39.68	-	825.76
	r) Bad Debts	4.75	-	2,52,334.27	-
	s) Allowance for Bad & Doubtful Debts	(4.75)	-	(2,52,334.27)	-
	t) Stamp Duty	0.52	80.72	119.48	-
	u) Provision for Impairment of Stock	-	-	-	846.21
	v) Onerus Contract	-	-	(1,700.00)	-
	w) Provision for Expected Credit Loss	-	150.00	600.00	-
	x) Provision for Impairment on Loan Given (Restatement)				4.75
	y) Provision for Impairment of Assets/Stock	-	99.00	-	-
	z) Resolution Process Cost	-	-	982.03	-
	zi) Security Service charges	107.15	140.13	107.02	-
	zii) Listing & Other Fees	9.05	14.04	22.53	15.43
	ziii) Office Exp.& Soc.Charges	-	-	18.00	-
	ziv) Office & General Expenses	418.90	17.68	161.70	149.69
	TOTAL	**1,217.23**	**1,134.06**	**533.84**	**25,235.62**

RESTATED CONSOLIDATED STATEMENT OF SIGNIFICANT ACCOUNTING POLICY

NOTE - 33 STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

Group's Background

The restated consolidated financial statements comprise financial statements of Jyoti Structures Limited ('the Holding Company'), its subsidiaries and joint venture (collectively, 'the Group').

The Holding Company is a public limited Company domiciled and incorporated in India under the Companies Act, 1956. The registered office of the Company is located at Valecha Chambers, 6th Floor, New Link Road, Andheri (West), Mumbai – 400 053, India.

The Group is engaged in manufacturing of transmission line towers, sub-station structures, tall antenna towers / masts and railway electrification structures. In addition, the group is also a leading player in Turnkey / EPC projects involving survey, foundation, designing, fabrication, erection and stringing activities of extra high voltage transmission lines and procurement of major bought out items, supply of lattice and pipe type structures, civil works, erection, testing and commissioning of switchyard / substations and distribution networks, both in India and overseas.

For FY 2020-21:

<< Update on the Corporate Insolvency Resolution Process (CIRP) :

CIRP process started with SBI, leader of the consortium of lending banks/ financial institution, filing the Company Petition No. 1137/I&BP/2017 with Hon'ble NCLT, Mumbai Bench.

The corporate insolvency resolution process (CIRP) of Jyoti Structures Limited was initiated on basis of the order dated July 4, 2017 by Hon'ble National Company Law Tribunal, Mumbai Bench on the company application made by SBI under the provisions of Insolvency and Bankruptcy Code, 2016 (IBC). Ms. Vandana Garg (IBBI registration number IBBI/IPA-001/IP-P00025/2016-2017/10058) was appointed as the Interim Resolution Professional (IRP) vide this order. Ms. Vandana Garg was subsequently confirmed by the Committee of Creditors as the Resolution Professional (RP) in its meeting held on August 10, 2017 under the provisions of IBC. The resolution plan submitted by the successful resolution application was accepted by the committee of creditors in March-April 2018 and has finally been approved by Hon'ble NCLT, Mumbai Bench through the order dated March 27, 2019.

The Section 20(1) of IBC reads as follows –
The interim resolution professional shall make every endeavor to protect and preserve the value of the property of the corporate debtor and manage the operations of the corporate debtor as a going concern.

Accordingly, the RP has been managing the operations of the company as a going concern, in line with the directions of the Hon'ble NCLT, Mumbai.

Based on opinion taken and considering the fact that the approved plan is subject to various conditions precedent before which the plan can be considered to be implemented, no effect for the approved plan has been taken in these consolidated financial statements. Necessary effect of the implementation of the plan shall be taken in the year in which these conditions precedent are fulfilled and the conditions are complied with.

RESTATED CONSOLIDATED STATEMENT OF SIGNIFICANT ACCOUNTING POLICY

NOTE - 33 STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

Considering the above facts and continuing operations of the Company, the financial statements have been prepared on a going concern basis which is in line with the orders of the Hon'ble NCLAT notwithstanding that the company has accumulated losses which have eroded its net-worth and there have been defaults on various grounds statutory, compliance, financial etc.

The consolidated financial statements for the year ended 31 March 2021 were taken on record by the Erstwhile Resolution Professional and the same has been issued on 06th August, 2021.

>> **For FY 2021-22:**

Hon'ble National Company Law Tribunal, Mumbai vide Order No.MA 1129/2019 dated 27th March, 2019 approved the Resolution Plan submitted by the Successful Resolution Applicant for the Company. Pursuant to the Company obtaining necessary regulatory approvals and effectuating of other steps, the Approved Resolution Plan was implemented on 9th November, 2021. As per the Resolution plan, control was transferred by the Erstwhile Resolution Professional to the newly constituted board led by chairman, with effect from 9th November, 2021. The board, then appointed the Chief Executive Officer (CEO) for day to day management. The effect of the plan has been reflected in March 22 Financials.

1. Basis of Preparation:

(i) Compliance with Ind AS

The Restated Consolidated Financial Information of Jyoti Structures Ltd (the "Holding Company"), and its subsidiaries (collectively, the "Group") which includes Group's share of profit in its associates and joint venture, comprises of the Restated Consolidated Statement of Assets and Liabilities as at September 30, 2023, March 31, 2023, 2022 and 2021, the Restated Consolidated Statement of Profit and Loss (including other comprehensive income), Restated Consolidated Statement of changes in equity and the Restated Consolidated Statement of Cash Flows for the period ended as at September 30, 2023, March 31, 2023, 2022 and 2021, and the Summary of Significant Accounting Policies and other explanatory information (collectively, the "Restated Consolidated Financial Information"), is prepared by the management of the Company for the purpose of inclusion in the Draft Letter of Offer and the Letter of Offer (collectively, the "Offer Documents") to be filed with Securities and Exchange Board of India, Bombay Stock Exchange Limited and National Stock Exchange of India Limited in connection with its proposed Rights Issue of equity shares of the Company (the "Issue") prepared in terms of the requirements of:

a) Section 26 of Part I of Chapter III of the Companies Act, 2013, as amended ("the Act");
b) the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "ICDR Regulations"); and
c) the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India ("ICAI"), as amended (the "Guidance Note").

The Restated Consolidated Financial Information comply in all material aspects with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the Act) read with Companies (Indian Accounting Standards) Rules, 2015, as amended, and other accounting principles generally accepted in India.

RESTATED CONSOLIDATED STATEMENT OF SIGNIFICANT ACCOUNTING POLICY

NOTE - 33 STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

These Restated Consolidated Financial Information do not reflect the effects of events that occurred subsequent to the respective dates of board meeting on the audited financial statements.

The restated Consolidated Financial statements have been prepared on accrual and going concern basis. The accounting policies are applied consistently to all the periods presented in the Consolidated Financial statements, included in the Notes to the consolidated financial statements.

(ii) Historical Cost convention:

The financial statements have been prepared on a historical cost basis, except for the following:

a. certain financial assets and liabilities that are measured at fair value;

b. defined benefit plans - plan assets measured at fair value.

(iii) Current non-current classification:

All assets and liabilities are classified as current or non-current as per the company's normal operating cycle and other criteria set out in Schedule III to the Companies Act, 2013. Based on the nature of products and the time between the acquisition of assets for processing and their realization in cash and cash equivalents, 12 months has been considered by the Group for the purpose of current and non-current classification of assets and liabilities.

However, for the FY 2020-21 considering the defaults in meeting its debt obligations and other factors, the classification has not been strictly followed due to terms of the loan covenants or non-availability / limited availability of relevant information, which have been disclosed in the respective note(s).

(iv) Principles of consolidation and equity accounting

(a) The consolidated financial statements have been prepared in accordance with Ind AS 110 'Consolidated Financial Statements'. The percentage of ownership interest of the Holding Company in the Subsidiary Companies and the Joint Venture Companies are as under:

Name of the Company	Percentage of Holding (%)	Country of Incorporation
Subsidiaries (including step down subsidiaries)		
JSL Corporate Services Ltd.	100	India
Jyoti Energy Ltd.	100	India
Jyoti Structures FZE	100	United Arab Emirates
Jyoti Structures Nigeria Ltd.	100	Nigeria
Jyoti Structures Kenya Ltd.	100	Kenya
Jyoti Structures Namibia (Pty) Ltd.	70	Namibia

NOTE - 33 STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

Jyoti Structures Africa (Pty) Ltd.	70	South Africa
Jyoti International Inc	100	United States of America
Jyoti America LLC	100	United States of America
Jyoti Structures Canada Limited	100	Canada
Joint Venture Companies		
Gulf Jyoti International LLC	30	United Arab Emirates
GJIL Tunisie Sarl	49	Tunisia

Notes:

(i) Jyoti Structures FZE holds 70% equity in subsidiary Company Jyoti Structures Namibia (Pty) Ltd.

(ii) Jyoti Structures Nigeria Ltd. and Jyoti Structures Kenya Ltd. are 100% subsidiaries of Jyoti Structures FZE.

(iii) Jyoti America LLC and Jyoti Structures Canada Limited are 100% subsidiaries of Jyoti International Inc.

(iv) Gulf Jyoti International LLC holds 49% in Joint Venture Company Gulf Tunisia Sarl.

(v) Jyoti International Inc, a Subsidiary Company, and its step-down subsidiaries have not been considered in consolidation due to the non-availability of audited financial statements or management certified accounts.

a) Subsidiaries:

Subsidiaries are all entities (including Structured entities) over which the group has control. Control is achieved when the Group has power over the investee, is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to use its power to affect its returns. Subsidiaries are fully consolidated from the date on which control is transferred to the group. They are deconsolidated from the date that control ceases.

The acquisition method of accounting is used to account for business combinations by the group.

The group combines the financial statements of the parent and its subsidiaries line by line adding together like items of assets, liabilities, equity, income and expenses. Intercompany transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the group.

Non-controlling interests in the results and equity of subsidiaries are shown separately in the consolidated statement of profit and loss, consolidated statement of changes in equity and balance sheet respectively. Loss and each component of other comprehensive income (OCI) are attributed to the equity holders of the Company and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance.

b) Associates:

An associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but does not control or joint control over those policies.

Investments in associates are accounted for using the equity method of accounting (see (d) below), after initially being recognised at cost. Wherever necessary, adjustments are made to financial statements of associates to bring there accounting policies in line with those used by the other members of group.

c) Joint Ventures:

Interests in joint ventures are accounted for using the equity method, after initially being recognised at cost in the consolidated balance sheet.

When the group’s share of losses in an equity-accounted investment equals or exceeds its interest in the entity, including any other unsecured long-term receivables, the group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the other entity.

Unrealised gains/losses on transactions between the group and its associates and joint ventures are eliminated to the extent of the group’s interest in these entities.

d) Equity method:

Under the equity method of accounting, the investments are initially recognised at cost and adjusted thereafter to recognise the Group’s share of post acquisition profits or losses of the investee in profit and loss, and the group’s share for the period of other comprehensive income of the investee in other comprehensive income. Dividends received or receivable from associates or joint ventures are recognised as a reduction in the carrying amount of the investment.
Unrealised gains on transactions between the group and its associates and joint ventures are eliminated to the extent of the group’s interest in these entities. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred.

e) Changes in ownership interests

The group treats transactions with non-controlling interests that do not result in loss of control as transactions with equity owners of the group. A change in the ownership interest results in an adjustment between the carrying amounts of the controlling and non-controlling interests to reflect their relative interests in the subsidiary. Any difference between the amount of the adjustment to non controlling interests and any consideration paid or received is recognized within equity.

RESTATED CONSOLIDATED STATEMENT OF SIGNIFICANT ACCOUNTING POLICY

NOTE - 33 STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

>> **For all Financial Years:**

f) Basis of Consolidation

Restated Consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances. If a member of the Group uses accounting policies other than those adopted in the consolidated financial statements for like transactions and events in similar circumstances, appropriate adjustments are made to that Group member's financial statements in preparing the consolidated financial statements to ensure conformity with the Group's accounting policies.

The financial statements of all entities used for the purpose of consolidation are drawn up to same reporting date as that of the Holding company. When the end of the reporting period of the Holding Company is different from that of a subsidiary, the subsidiary prepares, for consolidation purposes, additional financial information as of the same date as the financial statements of the Holding Company to enable the Holding Company to consolidate the financial information of the subsidiary, unless it is impracticable to do so.

g) Business Combinations

Acquisitions of businesses are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition-date fair values of the assets transferred by the Group, liabilities incurred by the Group to the former owners of the acquiree, the equity interests issued by the Group in exchange of control of the acquiree and fair value of any asset or liability resulting from a contingent consideration arrangement. Acquisition related costs are generally recognised in the Consolidated Statement of Profit and Loss as incurred.

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their fair value, except that:
• deferred tax assets or liabilities, and assets or liabilities related to employee benefit arrangements are recognised and measured in accordance with Ind AS 12 Income Taxes and Ind AS 19 Employee Benefits respectively;
• assets (or disposal groups) that are classified as held for sale in accordance with Ind AS 105 Non-current Assets Held for Sale and Discontinued Operations are measured in accordance with that Standard.

Common Control

Business combinations involving entities that are ultimately controlled by the same party/parties before and after the business combination are considered as common control entities and are accounted using the pooling of interest method as follows:

- The assets and liabilities of the controlling entities are reflected at their carrying amounts.

- No adjustments are made to reflect the fair values, or recognize new assets or liabilities. Adjustments are made to harmonise accounting policies.

NOTE - 33 STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

- The financial information in the financial statements in respect of prior periods is restated as if the business combination has occurred from the beginning of the preceding period in the financial statements, irrespective of the actual date of the combination.

The balance of the retained earnings appearing in the financial statements of the transferor is aggregated with the corresponding balance appearing in the financial statements of the transferee or is adjusted against general reserve.

The identity of the reserves is preserved and the reserves of the transferor become the reserves of the transferee.

The difference, if any, between the amounts recorded as share capital plus any additional consideration in the form of cash or other assets and the amount if share capital of the transferor is transferred to capital reserve and is presented separately from other capital reserves.

h) Use of Judgements and Estimates:

The preparation of these financial statements in conformity with Ind AS requires management to make estimates, judgments and assumptions. These estimates and assumptions affect the application of accounting policies and reported amount of assets and liabilities, the disclosures of contingent assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Appropriate changes in the accounting estimates are incorporated by the management, if actual results differ from those estimates. Changes in estimates are reflected in the financial statements in the period in which the changes are made and, if material, their effects are disclosed in the notes to the financial statements.

Information about critical judgments in applying accounting policies, as well as estimates and assumptions that has the most significant effect to the carrying amounts of assets and liabilities within the next financial year, are included in notes no. 34:

a) Measurement and likelihood of occurrence of provisions and contingencies.
b) Carrying value of exposure in Jyoti International Inc.
c) Carrying value of receivables, loans and advances and their respective impairment.
d) Measurement of Provision required for Defect Liability Period and Liquidated Damages Payable as per Contracts.
e) Charging/ recognizing as receivables of Bank Guarantees invoked by banks.
f) Estimation of current tax expenses and Payable.
g) Financial Instruments.
h) Valuation of Inventories
i) Amount of liabilities recognized in the financial statements in respect of unrecognized claims preferred by financial and operational creditors.

RESTATED CONSOLIDATED STATEMENT OF SIGNIFICANT ACCOUNTING POLICY

NOTE - 33 STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

i) Revenue Recognition:

Revenue is recognized to the extent that the Group has transferred the significant risks and rewards of ownership of goods to the buyer, or has rendered services under an agreement provided the amount of revenue can be measured reliably and it is probable that economic benefits associated with the transaction will flow to the Group. Revenue is measured at the fair value of the consideration received or receivable, net of returns, trade discounts and volume rebates allowed by the Group.

Revenue includes only the gross inflows of economic benefits, received and receivable by the Group, on its own account. Amounts collected on behalf of third parties such as sales tax and value added tax are excluded from revenue.

Service revenue is recognised by reference to the stage of completion of the transaction at the end of the reporting period. The stage of completion is determined by surveys of work performed and as per the terms of the contract. Sales/income are booked based on running account bills based on completed work and are net of claims accepted. Escalations and other claims which are not acknowledged by customers are not considered.

Other income

Interest income is recognized by using effective interest method.

Rental income arising from operating leases on plant and machinery and vehicles is accounted for on a straight-line basis over the lease terms and is included in revenue in the statement of profit or loss due to its operating nature.

Income from export incentives are recognised on receipt basis.

j) Property, Plant & Equipment:

(i) Free hold land is carried at historical cost. All other items of property, plant and equipment are stated at cost of acquisition or construction, net of recoverable taxes including any cost attributable for bringing the asset to its working condition for its intended use and includes amount added on revaluation, less accumulated depreciation and impairment loss, if any.

(ii) Transition to Ind AS:

On transition to Ind AS, the Group has elected to continue with the carrying value of all of its property, plant and equipment recognised as at 1st April, 2015, measured as per the previous GAAP, and use that carrying value as the deemed cost of such property, plant and equipment.

(iii) Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Group.

(iv) Tools and tackles having useful life of more than 12 months are capitalized as Property, Plant and Equipment and accordingly depreciated over its useful life.

(v) The carrying amount of an item of property, plant and equipment is derecognized on disposal or when no future economic benefits are expected from its use or disposal. The gain or loss arising from the derecognition of an item of property, plant and equipment is measured as the difference between the net disposal proceeds and the carrying amount of the item and is recognized in the Statement of Profit and Loss when the item is derecognized.

(vi) The residual values, useful lives and method of depreciation of property, plant and equipment is reviewed at each financial year end and adjusted prospectively, if appropriate.

k) Capital work in progress and Capital advances:

Cost of assets not ready for intended use, as on the Balance Sheet date, is shown as capital work in progress. Advances given towards acquisition of property, plant and equipment outstanding at each Balance Sheet date are disclosed as Other Non-Current Assets.

l) Intangible Assets

Intangible assets acquired separately are measured on initial recognition at cost. Intangible assets arising on acquisition of business are measured at fair value as at date of acquisition. Intangible assets are carried at cost less accumulated amortization and accumulated impairment loss, if any.

The carrying amount of an intangible asset is derecognized on disposal or when no future economic benefits are expected from its use or disposal. The gain or loss arising from the derecognition of an intangible asset is measured as the difference between the net disposal proceeds and the carrying amount of the intangible asset and is recognized in the Statement of Profit and Loss when the asset is derecognized.

m) Depreciation / Amortisation:

(a) Depreciation on tangible assets is provided on straight line method at the rates and in the manner prescribed in Schedule II of the Companies Act, 2013, except as stated in (b) below.

(b) On the tangible assets of foreign branches of the Holding Company, depreciation is provided on straight line method. The applicable rates are based on the local laws and practices of the respective countries, except where the rates of depreciation are less than as prescribed in schedule II of the Act, the depreciation is provided as per the rates prescribed in schedule II to the Act.

(c) The Group amortizes computer software using the straight-line method over the period of 6 years.

(d) Leasehold Land is amortised over the period of lease.

(e) Tools and tackles are amortised over their estimated useful life.

RESTATED CONSOLIDATED STATEMENT OF SIGNIFICANT ACCOUNTING POLICY

NOTE - 33 STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

n) Inventories:

(a) Raw materials, Construction materials including steel, cement and others, Components and Stores and Spares are valued at lower of cost or net realisable value.

(b) Cost of inventories is determined by using the weighted average method

(c) Material purchased for supply against specific contracts is valued at cost or net realisable value as per the contract, whichever is lower.

(d) Work-in-progress at site is valued at cost including material cost and attributable overheads. Provision is made when expected realisation is lesser than the carrying cost.

(e) Finished goods, black finished goods and work-in-progress are valued at cost or net realisable value, whichever is lower.

(f) Cost of black finished good, work-in-progress and finished goods comprises of direct materials, direct labour and an appropriate proportion of variable and fixed overhead expenditure, the latter being allocated based on normal operating capacity.

(g) Scrap is valued at net realisable value.

o) Fair value measurement

In determining the fair value of its financial instruments, the Group uses a variety of methods and assumptions that are based on market conditions and risks existing at each reporting date. The methods used to determine fair value include discounted cash flow analysis, available quoted market prices and dealer quotes. All methods of assessing fair value result in general approximation of value, and such value may never actually be realized.

p) Financial Instruments:

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial Assets

<u>Initial recognition and measurement:</u>

Financial assets are recognised when the Group becomes a party to the contractual provisions of the instrument.

On initial recognition, a financial asset is recognised at fair value, in case of financial assets which are recognised at fair value through profit and loss (FVTPL), the transaction costs are recognised in the statement of profit and loss. In other cases, the transaction costs are attributed to the acquisition value of the financial asset.

Subsequent measurement:

For subsequent measurement, the Group classifies a financial asset in accordance with the below criteria:

a) The Group's business model for managing the financial asset and

b) The contractual cash flow characteristics of the financial asset.

Based on the above criteria, the Group classifies its financial assets into the following categories:

i. Financial assets measured at amortized cost
ii. Financial assets measured at fair value through other comprehensive income (FVTOCI)

i. Financial assets measured at amortized cost:

A financial asset is measured at the amortized cost if both the following conditions are met:

a) The Group's business model objective for managing the financial asset is to hold financial assets to collect contractual cash flows, and
b) The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

This category applies to cash and bank balances, trade receivables, loans and other financial assets of the Company. Such financial assets are subsequently measured at amortized cost using the effective interest method.

Under the effective interest method, the future cash receipts are exactly discounted to the initial recognition value using the effective interest rate. The cumulative amortization using the effective interest method of the difference between the initial recognition amount and the maturity amount is added to the initial recognition value (net of principal repayments, if any) of the financial asset over the relevant period of the financial asset to arrive at the amortized cost at each reporting date. The corresponding effect of the amortization under effective interest method is recognized as interest income over the relevant period of the financial asset. The same is included under other income in the Statement of Profit and Loss.

The amortized cost of a financial asset is also adjusted for loss allowance, if any.

ii. Financial assets measured at FVTOCI:
A financial asset is measured at FVTOCI if both the following conditions are met:

a. The Group's business model objective for managing the financial asset is achieved both by collecting contractual cash flows and selling the financial assets, and

b. The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

This category applies to certain investments in debt instruments. Such financial assets are subsequently measured at fair value at each reporting date. Fair value changes are recognized in the Other Comprehensive Income (OCI). However, the Company recognizes interest income and impairment losses and its reversals in the Statement of Profit and Loss.
On derecognition of such financial assets, cumulative gain or loss previously recognized in OCI is reclassified from equity to Statement of Profit and Loss.

Further, the Group, through an irrevocable election at initial recognition, has measured certain investments in equity instruments at FVTOCI . The Group has made such election on an instrument by instrument basis. These equity instruments are neither held for trading nor are contingent consideration recognized under a business combination. Pursuant to such irrevocable election, subsequent changes in the fair value of such equity instruments are recognized in OCI.

On derecognition of such financial assets, cumulative gain or loss previously recognized in OCI is not reclassified from the equity to Statement of Profit and Loss. However, the Group may transfer such cumulative gain or loss into retained earnings within equity.

<u>Derecognition:</u>

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is derecognized (i.e. removed from the Group's Balance Sheet) when any of the following occurs:

i. The contractual rights to cash flows from the financial asset expires;

ii. The Group transfers its contractual rights to receive cash flows of the financial asset and has substantially transferred all the risks and rewards of ownership of the financial asset;

iii. The Group retains the contractual rights to receive cash flows but assumes a contractual obligation to pay the cash flows without material delay to one or more recipients under a 'pass-through' arrangement (thereby substantially transferring all the risks and rewards of ownership of the financial asset);

iv. The Group neither transfers nor retains substantially all risk and rewards of ownership and does not retain control over the financial asset.

In cases where Group has neither transferred nor retained substantially all the risks and rewards of the financial asset, but retains control of the financial asset, the Group continues to recognize such financial asset to the extent of its continuing involvement in the financial asset. In that case, the Group also recognizes an associated liability.

NOTE - 33 STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

The financial asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

On derecognition of a financial asset, (except as mentioned in ii above for financial assets measured at FVTOCI), the difference between the carrying amount and the consideration received is recognized in the Statement of Profit and Loss.

q) Financial liabilities

Initial recognition and measurement:

Financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument. Financial liabilities are initially measured at the fair value minus, in the case of financial liabilities not recorded at fair value through profit or loss (FVTPL), transaction costs that are attributable to the acquisition of the financial liability.

Subsequent measurement:

All financial liabilities of the Company are subsequently measured at amortized cost using the Effective Interest Rate (EIR) method or at FVTPL.

(a) Financial Liabilities at FVTPL:

A financial liability is classified at FVTPL if it is classified as held for trading or is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and changes therein, including any interest expenses, are recognized in Statement of Profit & Loss.

(b) Financial Liabilities at Amortised Cost:

After initial recognition, financial liabilities other than those which are classified as FVTPL are subsequently measured at amortised cost using EIR method.

Amortised cost is calculated by taking into account any discount premium and fees or costs that are integral part of the EIR. Under the effective interest method, the future cash payments are exactly discounted to the initial recognition value using the effective interest rate. The cumulative amortization using the effective interest method of the difference between the initial recognition amount and the maturity amount is added to the initial recognition value (net of principal repayments, if any) of the financial liability over the relevant period of the financial liability to arrive at the amortized cost at each reporting date. The corresponding effect of the amortization under effective interest method is recognized as interest expense over the relevant period of the financial liability. The same is included under finance cost in the Statement of Profit and Loss.

Derecognition:

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the Derecognition of the original liability and the recognition of a new liability. The difference between the carrying amount of the financial liability derecognized and the consideration paid is recognized in the Statement of Profit and Loss.

r) Borrowing Cost:

Borrowing costs that are directly attributable to the acquisition, construction or production of qualifying assets are capitalised as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period to get ready for its intended use. All other borrowing costs are recognised as expenses in the period in which they are incurred.

s) Impairment of assets:

(a) Financial Assets:

The Group applies expected credit losses (ECL) model for measurement and recognition of loss allowance on the following:

i) Trade receivables and lease receivables
ii) Financial assets measured at amortized cost (other than trade receivables and lease receivables)
iii) Financial assets measured at fair value through other comprehensive income (FVTOCI).

In case of trade receivables and lease receivables, the Group follows a simplified approach wherein an amount equal to lifetime ECL is measured and recognized as loss allowance.

In case of other assets (listed as ii and iii above), the Group determines if there has been a significant increase in credit risk of the financial asset since initial recognition. If the credit risk of such assets has not increased significantly, an amount equal to 12-month ECL is measured and recognized as loss allowance. However, if credit risk has increased significantly, an amount equal to lifetime ECL is measured and recognized as loss allowance.

Subsequently, if the credit quality of the financial asset improves such that there is no longer a significant increase in credit risk since initial recognition, the Group reverts to recognizing impairment loss allowance based on 12-month ECL.

ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original effective interest rate.
Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial asset. 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months from the reporting date.

ECL are measured in a manner that they reflect unbiased and probability weighted amounts determined by a range of outcomes, taking into account the time value of money and other reasonable information available as a result of past events, current conditions and forecasts of future economic conditions.

As a practical expedient, the Group uses a provision matrix to measure lifetime ECL on its portfolio of trade receivables and other assets. The provision matrix is prepared based on historically observed default rates over the expected life of trade receivables and is adjusted for forward-looking estimates. At each reporting date, the historically observed default rates and changes in the forward-looking estimates are updated.

(b) Non-Financial Assets:

Consideration is given at each balance sheet date to determine whether there is any indication of impairment of the carrying amount of the Group's assets. If any such indication exists, then recoverable amount of the asset is estimated. An impairment loss, if any, is recognised whenever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is greater of the net selling price and the value in use. In assessing value in use, the estimated future cash flows are discounted to their present value based on an appropriate discount factor.

The impairment loss recognized in a prior accounting period is reversed, if there has been a change in the estimate of recoverable amount.
Impairment losses of continuing operations, including impairment on inventories, are recognized in the statement of profit and loss, except for properties previously revalued with the revaluation taken to OCI. For such properties, the impairment is recognized in OCI up to the amount of any previous revaluation.

t) Foreign Currency:

The functional currency of the Group is the Indian rupee. These financial statements are presented in Indian rupees i.e. the presentation currency.

(i) Foreign Currency Transactions

Transactions in foreign currencies are translated into the functional currency at the exchange rates at the dates of the transactions or an average rate if the average rate approximates the actual rate at the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the exchange rate at the reporting date.

Non-monetary assets and liabilities that are measured at fair value in a foreign currency are translated into the functional currency at the exchange rate when the fair value was determined. Non-monetary assets and liabilities that are measured based on historical cost in a foreign currency are translated at the exchange rate at the date of the transaction.

Any income or expense on account of exchange difference, either on settlement or on translation, is recognised in Consolidated Statement of Profit or Loss, except exchange difference arising from the translation of the items which are recognised in OCI.

(ii) Foreign Operations

(a) The assets and liabilities of foreign operations are translated into the functional currency at the rate prevailing at the end of the year. Income and expenditure are translated on the yearly average exchange rate prevailing during the year.

(b) The exchange differences are recognised in OCI and accumulated in equity (as exchange differences on translating the financial statements of a foreign operation).

(c) When a foreign operation is disposed of in its entirety or partially such that control, significant influence or joint control is lost, the cumulative amount of exchange differences related to that foreign operation recognised in OCI is reclassified to the Consolidated Statement of Profit and Loss as part of the gain or loss on disposal.

u) Leased Assets: As a lessee:

The Company assesses whether a contract is or contains a lease, at inception of the contract. Leases are recognized as right-of-use assets and a corresponding liability at the date at which the leased asset is available for use by the Company. Assets and liabilities arising from a lease are initially measured on present value basis. Lease liabilities include the net present value of the following lease payments:

• Lease payments less any lease incentives receivable
• Variable lease payments that vary to reflect changes in market rental rates, if any
• Amounts expected to be payable by the Company under residual value guarantees, if any
• Exercise price of the purchase option, if the Company is reasonably certain to exercise that option, and
• Payments of penalties for terminating the lease, if the lease term reflects the Company exercising that option.

The lease payments are discounted using Company’s incremental borrowing rate (since the interest rate implicit in the lease cannot be readily determined). Incremental borrowing rate is the rate of interest that the Company would have to pay to borrow over a similar term, and a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment.

Lease payments are allocated between principal and finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

Variable lease payments that depend on any key variable / condition, are recognised in profit or loss in the period in which the condition that triggers those payments occurs.

Right-of-use assets are measured at cost comprising the following:
• The amount of the initial measurement of lease liability
• Any lease payments made at or before the commencement date less any lease incentives received
• Any initial direct costs and
• Restoration costs.

Right-of-use assets are depreciated over the lease term on a straight-line basis.

Payments associated with short-term leases and leases of low-value assets are recognised on a straight-line basis as an expense in profit or loss. Short-term leases are leases with a lease term of 12 months or less.

As a lessor
Lease income from operating leases where the Company is lessor is recognised in income on a straight line basis over the lease term unless the receipts are structured to increase in line with expected general inflation to compensate for the expected inflationary cost increases.

v) Cash Flow Statement:

Cash flows are reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Group are segregated based on the available information.

For presentation in the Statement of Cash Flows, cash and cash equivalents includes cash on hand, deposits held at call, other short term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, bank overdrafts and cash credits.

w) Employees Benefits:

a) Short Term Employee Benefits:

All employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits and they are recognized in the period in which the employee renders the related service. The Group recognizes the undiscounted amount of short term employee benefits expected to be paid in exchange for services rendered as a liability (accrued expense) after deducting any amount already paid.

b) Long Term Employee Benefits:

I. Defined Contribution Plan:

The Group's contribution to provident fund is considered as defined contribution plans. The Group recognizes contribution payable to a defined contribution plan as an expense in the Consolidated Statement of Profit and Loss in the financial year to which it relates. If the contributions payable for services received from employees, before the reporting date exceeds the contributions already paid, the deficit payable is recognized as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the reporting date, the excess is recognized as an asset to the extent that the prepayment will lead to, for example, a reduction in future payments or a cash refund.

II. Defined Benefit Plan:

The cost of providing defined benefits like Gratuity and Leave Encashment is determined using the Projected Unit Credit method with actuarial valuations being carried out at each reporting date. The defined benefit obligations recognized in the Consolidated Balance Sheet represent the present value of the defined benefit obligations as reduced by the fair value of plan assets, if applicable. Any defined benefit asset (negative defined benefit obligations resulting from this calculation) is recognized representing the present value of available refunds and reductions in future contributions to the plan. All expenses represented by current service cost, past service cost, if any, and net interest on the defined benefit liability / (asset) are recognized in the Consolidated Statement of Profit and Loss. Remeasurements of the net defined benefit liability / (asset) comprising actuarial gains and losses and the return on the plan assets (excluding amounts included in net interest on the net defined benefit liability/asset), are recognized in Other Comprehensive Income. Such remeasurements are not reclassified to the Consolidated Statement of Profit and Loss in the subsequent periods. The Group presents the above liability/(asset) as current and non-current in the Consolidated Balance Sheet as per actuarial valuation by the independent actuary.

x) Income Taxes:

(a) Current Tax:

Current tax is the amount of income taxes payable in respect of taxable profit for a period. Taxable profit differs from 'profit before tax' as reported in the Consolidated Statement of Profit and Loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible under the Income Tax Act, 1961.

Current tax is measured using tax rates that have been enacted by the end of reporting period for the amounts expected to be recovered from or paid to the taxation authorities.

(b) Deferred Tax:

Deferred tax arising on the timing differences and which are capable of reversal in one or more subsequent periods is recognised using the tax rates and tax laws that have been enacted or substantively enacted.

NOTE - 33 STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

A deferred tax liability is recognised based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, using tax rates enacted, or substantively enacted, by the end of the reporting period. Deferred tax assets are recognised only to the extent that it is probable that future taxable profits will be available against which the asset can be utilised. Deferred tax assets are reviewed at each reporting date and reduced to the extent that it is no longer probable that the related tax benefit will be realised.

(c) Minimum Alternate Tax (MAT):

MAT paid in a year is charged to the Consolidated Statement of Profit and Loss as current tax. The Group recognises MAT credit available as an asset only to the extent that there is convincing evidence that the Group will pay normal taxes during the specified period under the Income Tax Act, 1961. The Group reviews the 'MAT Credit Entitlement' asset at each reporting date and writes down the asset to the extent the Group does not have convincing evidence that it will pay normal tax during the specified period.

(d) Current and deferred taxes are recognized in the Statement of Profit and Loss, except to the extent that it relates to items recognised in Other Comprehensive Income. In this case, the tax is also recognized in Other Comprehensive Income.

y) Earnings Per Share:

The basic earnings per share is computed by dividing the net profit attributable to the equity shareholders for the year by the weighted average number of equity shares outstanding during the reporting period. Diluted earnings per share is computed by dividing the net profit attributable to the equity shareholders for the year by the weighted average number of equity and dilutive equity equivalent shares outstanding during the year, except where the results would be anti dilutive.

z) Provisions and Contingencies:

a) A provision is recognised when there is a present obligation as a result of a past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are reviewed at each balance sheet date and adjusted to reflect the current best estimate.

b) If the effect of time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

c) A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not require an outflow of resources embodying economic benefits or the amount of such obligation cannot be measured reliably. When there is a possible obligation or a present obligation in respect of which likelihood of outflow of resources embodying economic benefits is remote, no provision or disclosure is made. Contingent assets: A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity. Contingent assets are not recognised but disclosed only when an inflow of economic benefits is probable.

aa) Segment Reporting

Operating segments are reported in a manner consistent with internal reporting provided to chief operating decision maker. The Board of Directors of the Holding Company has been identified as chief operating decision maker which assesses the financial performance and position of the Group, and makes strategic decisions.

bb) Onerous Contract

Present Obligations arising under onerous contracts are recognized and measured as provisions. An onerous contract is considered to exist where the Group has a contract under which unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received under it.

cc) Cash and cash equivalents

For the purpose of presentation in statement of cash flows, cash and cash equivalents include cash on hand, deposits held at call with financial institutions, other short term highly liquid investments with original maturities of 3 months or less that are readily convertible to known amount of cash and which are subject to an insignificant risk of change in value.

dd) Exceptional items

Exceptional Items include income/expenses that are considered to be part of ordinary activities, however of such significance and nature that separate disclosure enables the users of financial statements to understand the impact in more meaningful manner. Exceptional Items are identified by virtue of their size, nature and incidence.

ee) Rounding off amounts

All amounts disclosed in the financial statements and notes have been rounded off to the nearest Lacs as per the requirement of Schedule III, unless otherwise stated.

NOTES TO RESTATED CONSOLIDATED FINANCIAL STATEMENTS

NOTE – 34 OTHER NOTES:

1. **The details of companies considered in the Restated Consolidated Financial Statements:**

Sr. No.	Name of the entity
A	**Subsidiaries**
1	Jyoti Energy Limited$
2	JSL Corporate Services Limited$
3	Jyoti Structures Africa (Pty) Limited#
4	Jyoti Structures FZE*

$ As per audited financial statements.

As per unaudited standalone financial statements based on information / management certified.

* As per the unaudited Consolidated Financial Statements, including its subsidiaries viz. Jyoti Structures Namibia (Pty) Ltd.; Jyoti Structures Nigeria Ltd.; and Jyoti Structures Kenya Ltd., which are indirect Subsidiary of the Holding Company.

The financial statements / financial information of the Joint Ventures of the holding company are not available and hence the same have not been considered for the purpose of these Restated consolidated financial statements. The subsidiaries considered are as per the table provided above. Out of these companies considered, only two company's financial statements have been subjected to audit. All other companies as stated above are consolidated based on the unaudited financial information and hence are subject to changes on audit, the impact of which may be material. The financials / details in respect of other 1 subsidiary (including its step-down subsidiary) being not available have not been considered for these restated consolidated financial statements.

The Restated consolidated financial statements have been prepared assuming that consolidated subsidiaries will continue as a going concern. No adjustments are, hence, made in the Restated consolidated financial statements that might result from the outcome of the uncertainty.

2. **Outstanding Contracts – Capital Account:**

Estimated amounts of contracts remaining to be executed on capital account and not provided for (Net of advances) are Rs. Nil (P.Y.Rs. Nil). Advances paid Rs. Nil (P.Y.Rs. Nil).

3. **Contingent Liabilities not provided for:**

(Rs. In Lacs)

Sr. No.	Particulars	As at 30th September, 2023	As at 31st March, 2023	As at 31st March, 2022	As at 31st March, 2021
	Section - 1 – Contingent				
i)	Outstanding Bank Guarantee (BG)	6,564.00	6,564.00	6,564.00	52,095.18

Sr. No.	Particulars	As at 30th September, 2023	As at 31st March, 2023	As at 31st March, 2022	As at 31st March, 2021
	Section - 2 – Contingent Liability				
i)	Disputed liabilities in respect of Income Tax, Sales Tax, Central Excise and Service Tax (under appeal)	13,566.54	13,566.54	13,566.54	54,106.52
ii)	Writ Petitions/claim	95.81	95.81	95.81	228.11
iii)	Civil Matters	831.05	831.05	831.05	1,564.08
iv)	Labour Matters	3.78	3.78	3.78	8.96
v)	Arbitration Matters	226.35	226.35	226.35	2,878.11
vi)	Corporate Guarantees (CG)	-	-	-	74,108.44
vii)	Company Petitions and NCLT Cases	-	-	-	8,674.00
viii	Negotiable Instrument Act Matters	-	-	-	600.51

For FY 2020-21:

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*In the absence of detailed break-up of opening outstanding bank guarantee (prior to RP period), only current year's outstanding bank guarantee amount has been considered for contingent liabilities. Further, as per claims admitted by the RP the amount is INR 81,002.00 Lacs and the difference is under reconciliation. Bank confirmations available to the extent of Rs. 23,555.02 and remaining Bank guarantee is considered as per opening balances in the absence of non-receipt of bank confirmations despite various follow-ups.

Out of these the CG amounting to INR 34,661.00 Lacs in respect of which the corresponding party has submitted their claim which have not been admitted by the RP. Further, during the year there is no new movement in Corporate Guarantee outstanding amount except to the extent of foreign exchange revaluation.

Interest/penalty amount on the above has not been determined and considered since the claim itself is not admitted by the RP.

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For Other Financial Years:

In case of items provided for in the resolution plan of Holding Company, reflected in the Year 2021-22 under Section 2 of the Table above, if such liability crystalizes then, as per the Approved Resolution Plan, all such amounts accrued shall be treated and serviced as unsecured debt of the Company and settled at 42% (as shown in the above Table) to be repaid from the 6th to 12th year. However, these matters are pending for decision before various judicial and legislative authorities. Accordingly, the management has assessed that the possibility of outflow of resources embodying economic benefits with respect to such claims / debts is remote.

Other than the claims and settlements pertaining to the Holding Company that have been envisaged and set out under this Approved Resolution Plan, no other payment or settlement, of any kind, shall be made to any other person or entity in respect of any other claims (whether not admitted or filed with the Resolution Professional) and all such claims against the Company along with any related legal proceedings stand irrevocably and unconditionally abated, settled and extinguished. This condition relating to such extinguishment of claims and related legal proceedings are irrevocably and unconditionally abated, settled and extinguished, forms an integral part of the order by the NCLT approving the Approved Resolution Plan and shall accordingly be binding on all the stakeholders including the Company, its employees, workmen, financial and operational creditors, guarantors, security providers, and other stakeholders. The treatment accorded to the persons receiving settlement under this Approved Resolution Plan shall constitute an absolute discharge and settlement of the dues to which they pertain and shall be the full and final performance, discharge and satisfaction of all obligations relating thereto.

4. Other Equity – As reflected in Note no 14

5. In the absence of audited financial statements or management certified accounts, of Joint Ventures (JV) viz Gulf Jyoti International Inc., the share in the profit / (Losses) and assets and liabilities of the aforesaid JV's has not been included in the Consolidated Financial Statements, and therefore the investment in the aforesaid JV and Subsidiary has been stated at the same value as determined based on the management certified financial statements as on 31st March 2017. The same has been fully impaired in the earlier year(s).

6. In the absence of audited financial statements or management certified accounts for the year ended March 2021, March 2022, March 2023 and period ended 30th September 2023 of subsidiary Jyoti International Inc (JII) and its two subsidiaries, the share in the profit / (Losses) and assets and liabilities of the aforesaid subsidiary has not been included in the Consolidated Financial Statements, and therefore the investment in the aforesaid Subsidiary has been stated at the same value as determined based on the management certified financial statements as on 31st March 2016. The investment has been fully impaired in the earlier year(s).

7. The management, considering the business outlook of Jyoti Structures Africa Pty Ltd. (JSAL) is of the opinion that the accumulated losses of JSAL are temporary in nature and expected to recovered in next few years. Hence, the consolidated financial statements have been prepared assuming that JSAL will continue as going concern. No adjustments are, hence, made in the consolidated financial statements that might result from the outcome of uncertainty.

8. **Disclosure as required by Indian Accounting Standard 19**

'Employee Benefits':

Defined Contribution Plans:

Provident Fund

The Provident Fund is operated by the Regional Provident Fund Commissioner.
Under the scheme, the Group is required to contribute a specified percentage of payroll cost

to the retirement benefit scheme to fund the benefits.

The Group has recognized the following amounts in the Statement of Profit and Loss for the year:

(Rs. in Lacs)

Sr. No.	Particulars	As on 30th September, 2023	As on 31st March, 2023	As on 31st March, 2022	As on 31st March, 2021
i)	Contribution to Provident Fund (including charges)	60.53	80.57	4.85	31.95

<u>Defined Benefit Plans</u>:

Gratuity and Leave Encashment

Gratuity

The company policy allows employees retirement benefits to employees who have completed more than 5 years of service with the company. The details of the same are based on the actuarial valuation being done by an external agency based on employee details provided by the company.

Leave Encashment

The details of employee benefits in the nature of leave entitlements of employees are based on the policies of the company. The assessment of the liability and costs is done at each reporting date. On an annual basis the same is being done by an external actuary based on employee details as provided by the company.

A. Balance Sheet

The assets, liabilities and surplus/(deficit) position of the defined benefit plans at the Balance Sheet date were:

(Rs. in Lacs)

Particulars	Gratuity			
	As on 30th September, 2023	As on 31st March, 2023	As on 31st March, 2022	As on 31st March, 2021
Present value of obligation	(80.45)	(57.13)	(13.51)	(1623.63)
Fair value of plan assets	-	-	-	988.51
Asset/(Liability) recognised in the Balance Sheet	(80.45)	(57.13)	(13.51)	(635.12)

(Rs. in Lacs)

Particulars	Leave Encashment			
	As on 30th September, 2023	As on 31st March, 2023	As on 31st March, 2022	As on 31st March, 2021
Present value of obligation	(88.27)	(49.16)	-	(635.69)

Fair value of plan assets	-	-	-	-
Asset/(Liability) recognised in the Balance Sheet	(88.27)	(49.16)	-	(635.69)

B. Movements in Present Value of Obligation and Fair Value of Plan Assets

(Rs. in Lacs)

Defined Benefit Obligation	Gratuity			
	As on 30th September, 2023	As on 31st March, 2023	As on 31st March, 2022	As on 31st March, 2021
Opening Defined Benefit Obligation	57.14	13.51	1,623.63	2,206.53
Service cost for the year	9.95	50.73	-	96.70
Interest cost for the year	2.07	1.00	-	127.10
Actuarial losses (gains)	23.31	(8.11)	(1,610.12)	(1161.72)
Benefits paid	(12.02)	-	-	-
Past Service Cost	-	-	-	355.02
Closing defined benefit obligation	80.45	57.13	13.51	1,623.63

(Rs. in Lacs)

Defined Benefit Obligation	Leave Encashment			
	As on 30th September, 2023	As on 31st March, 2023	As on 31st March, 2022	As on 31st March, 2021
Opening Defined Benefit Obligation	49.16	-	635.69	1,085.43
Service cost for the year	23.92	49.16	-	100.61
Interest cost for the year	1.78	-	-	50.29
Actuarial losses (gains)	13.41	-	(635.69)	(600.65)
Benefits paid	-	-	-	-
Past Service Cost	-	-	-	-
Closing defined benefit obligation	88.27	49.16	-	635.68

(Rs. in Lacs)

Fair Value of Plan Assets	Gratuity			
	As on 30th September, 2023	As on 31st March, 2023	As on 31st March, 2022	As on 31st March, 2021
Opening fair value of plan assets	-	-	988.51	934.68

Expected return including interest and other income	-	-	-	53.84
Actuarial gains and (losses)	-	-	(988.51)	-
Contributions by employer	-	-	-	-
Benefits paid	-	-	-	-
Closing balance of fund	-	-	-	988.51

C. Statement of Profit and Loss
The charge to the Statement of Profit and Loss comprises:

(Rs. in Lacs)

	Gratuity			
Gratuity	As on 30th September, 2023	As on 31st March, 2023	As on 31st March, 2022	As on 31st March, 2021
Current service cost	9.95	50.13	13.51	96.70
Net interest on net Defined Liability	2.07	1.00	-	73.26
Past Service Cost	-	-	-	355.02
Charged to Profit and Loss on Settlement*	-	-	-	-
Total	12.02	51.13	13.51	524.98

(Rs. in Lacs)

	Leave Encashment			
Gratuity	As on 30th September, 2023	As on 31st March, 2023	As on 31st March, 2022	As on 31st March, 2021
Current service cost	23.92	49.16	-	100.61
Net interest on net Defined Liability	1.78	-	-	50.29
Past Service Cost	-	-	-	-
Charged to Profit and Loss on Settlement*	13.41	-	-	(600.65)
Total	39.11	49.16	-	(449.75)

For actuarial valuation gratuity liability has been considered as per the provisions of the Payment of Gratuity Act, 1972 despite there being higher amount of gratuity liability as per the holding Company's HR policy.

The Gratuity and Leave benefits continue to be provided for all employees notwithstanding that the salary and other costs are booked based on attendance.

Amounts recognized in Other Comprehensive Income:

(Rs. In Lacs)

Particulars	Gratuity			
	As on 30th September, 2023	As on 31st March, 2023	As on 31st March, 2022	As on 31st March, 2021
Actuarial (Gains) / Losses on Liability	(23.31)	(8.11)	-	(1,161.72)
Return on Plan Assets excluding amount included in 'Net interest on net Defined Liability / (Asset)' above	-	-	-	-
Total	(23.31)	(8.11)	-	(1,161.72)

(Rs. in Lacs)

Particulars	Leave Encashment			
	As on 30th September, 2023	As on 31st March, 2023	As on 31st March, 2022	As on 31st March, 2021
Actuarial (Gains) / Losses on Liability	(39.11)	-	-	(600.65)
Return on Plan Assets excluding amount included in 'Net interest on net Defined Liability / (Asset)' above	-	-	-	-
Total	(39.11)	-	-	(600.65)

D. Assumptions

With the objective of presenting the plan assets and plan obligations of the defined benefit plans at their fair value on the Balance Sheet date, assumptions under Ind AS 19 are set by reference to market conditions at the valuation date.

Principal Actuarial Assumptions	As on 30th September, 2023	As on 31st March, 2023	As on 31st March, 2022	As on 31st March, 2021
Discount rate	7.25%	7.40%	6.95%	5.72%
Expected return on plan assets	N.A	N.A	N.A	N.A
Annual increase in Salary costs	6.00%	6.00%	10.00%	6.50%
Attrition Rate	5.00 to 1.00%	5.00 to 1.00%	5.00%	15.00%

E. Sensitivity Analysis

The Sensitivity of the overall plan obligations to changes in the weighted key assumptions are:

(Rs. in Lacs)

Particulars	Gratuity			
	As on 30th September, 2023	As on 31st March, 2023	As on 31st March, 2022	As on 31st March, 2021
Discount Rate:				
One percentage increase	79.37	50.38	(25.72)	(56.13)
One percentage decrease	91.58	58.24	28.42	64.77
Salary Escalation Rate:				
One percentage increase	91.59	58.26	28.14	68.50
One percentage decrease	79.26	50.30	(25.94)	(60.60)
Withdrawal Rate:				
One percentage increase	85.57	54.42	(26.40)	(4.93)
One percentage decrease	84.42	53.56	27.64	5.28

(Rs. in Lacs)

Particulars	Leave Encashment			
	As on 30th September, 2023	As on 31st March, 2023	As on 31st March, 2022	As on 31st March, 2021
Discount Rate:				
One percentage increase	70.86	45.67	-	(20.16)
One percentage decrease	83.87	53.20	-	21.99
Salary Escalation Rate:				
One percentage increase	83.89	53.22	-	23.64
One percentage decrease	70.75	45.60	-	(22.09)
Withdrawal Rate:				
One percentage increase	77.50	49.55	-	(2.85)
One percentage decrease	76.12	48.72	-	3.07

The above information is as per certificates of the Actuary. This Actuarial report pertain to only Holding Company.

OCI Presentation of defined benefit plan:

Gratuity is in the nature of defined benefit plan, Re-measurement gains / (losses) on defined benefit plans is shown under OCI as items that will not be reclassified to profit or loss and also the income tax effect on the same.

Leave encashment cost is in the nature of short term employee benefits.

Presentation in Statement of Profit & Loss and Balance Sheet:

Expense for service cost, net interest on net defined benefit liability (asset) is charged to Statement of Profit & Loss. IND AS 19 does not require segregation of provision in current and non-current, however net defined Liability/(Assets) is shown as current and non-current provision in Balance sheet as per IND AS 1.

Actuarial liability for short term benefits (leave encashment cost) is shown as current and non-current provision in balance sheet.

9. **Disclosures as required by Indian Accounting Standard 24, 'Related Party Disclosures'**

A. Relationships (during the year)

a) Subsidiary of the Company:

Refer Note No 34 - Point No 22 for list of subsidiaries including step down subsidiaries.

b) Key Management Personnel:

i. Ms. Sonali Gaikwad (Company Secretary)
ii. Mr. Abdul Hameed Khan (CEO w.e.f. 11th November 2021)
iii. Mr. Kumar V Balan (CFO w.e.f. 9th May 2022)

c) Joint Venture:

Refer Note No 34 - Point No 22 for list of J/Vs

d) Directors

i. Mr. Rajendra Prasad Singh
ii. Mr. Kannan Ramamirtham (Resigned w.e.f. 6th September,2023)
iii. Mr. Abhinav Rishi Angirish
iv. Mr. Mathew Cyriac (Resigned w.e.f. 7th November,2023)
v. Mrs. Monica Akhil Chaturvedi
vi. Mr. Govind Prasad Saha
vii. Mr. Abdul Hameed Khan (WTD w.e.f.22nd June 2023)

B. Transactions during the year and balances at the end of the year:

Following are the transactions with the related parties during the year:

(Rs. in Lacs)

NOTES TO RESTATED CONSOLIDATED FINANCIAL STATEMENTS

Sr. No.	Particulars	Type of Relationship	Related Party	As on 30th September, 2023	As on 31st March, 2023	As on 31st March, 2022	As on 31st March, 2021
1.	Director's	(d)	(i)	1.00	1.60	06.80	3.00
2.	Director's	(d)	(ii)	1.10	2.60	1.05	-
3.	Director's	(d)	(iii)	1.30	1.98	0.75	-
4.	Director's	(d)	(iv)	0.70	1.80	0.55	-
5.	Director's	(d)	(v)	1.75	1.83	0.75	-
6.	Director's	(d)	(vi)	1.75	2.35	0.90	-
7.	Director's Remuneration	(d)	(vii)	11.43	-	-	-
8.	Salary Paid	(b)	(i)	4.30	7.86	06.71	6.00
9.	Salary Paid	(b)	(ii)	8.56	34.32	13.40	-
10.	Salary Paid	(b)	(iii)	14.24	25.57	-	-
11.	Professional	(d)	(i)	72.00	82.40	72.00	-

Following are the related parties balances at the end of the year:

(Rs. in Lacs)

Sr. No.	Particulars	Type of Relationship	Related Party	As on 30th September, 2023	As on 31st March, 2023	As on 31st March, 2022	As on 31st March, 2021
1.	Outstanding balance receivable/ (payable) at the end of the period/year.	a)	(i)	-	-	98.94	98.94
2.	Outstanding balance receivable/ (payable) at the end of the period/year.	c)	(i)	819.20	819.20	-	-

The above amounts are net of provisions, if any.

The following are the details of the transactions eliminated on consolidated as per Ind AS 24 read with ICDR Regulations during period ended September 31, 2023 and the year ended March 31, 2023, March 31, 2022 and March 21, 2021.

Investments by Holding Company its Subsidiaries – Eliminated on Consolidation

(Rs. in Lacs)

Sr. No.	Details of Investments	As on 30th September, 2023	As on 31st March, 2023	As on 31st March, 2022	As on 31st March, 2021
1.	JSL Corporate Services Ltd	350.00	350.00	350.00	350.00

2.	Jyoti Energy Ltd (Excluding Impairment)	5.00	5.00	5.00	5.00
3.	Jyoti Structures Afrca (Pty) Ltd	0.00*	0.00*	0.00*	0.00*
4.	Jyoti Structures FZE	317.04	317.04	317.04	317.04
	Total	**667.04**	**667.04**	**667.04**	**667.04**

*Note: Investment in Jyoti Structures Africa (Pty) Ltd. is Rs. 419/-

Loans / Advances given / (taken) by Holding Company with Subsidiaries – Eliminated on Consolidation

(Rs. in Lacs)

Sr. No.	Details of Transactions	As on 30th September, 2023	As on 31st March, 2023	As on 31st March, 2022	As on 31st March, 2021
1.	JSL Corporate Services Ltd	(462.74)	(463.09)	(463.99)	(465.24)
2.	Jyoti Energy Ltd	44.21	43.88	43.83	41.68
3.	Jyoti Structures Africa (Pty) Ltd	5,984.50	5,971.03	6,011.73	6,074.36
4.	Jyoti Structures FZE	(1,722.10)	(1,387.32)	(1,417.92)	(1,506.09)
	Total	**3,843.87**	**4,164.50**	**4,173.66**	**4,144.72**

The following are the details of the transactions of the related parties and all related party transactions of the consolidated entities (whether eliminated on consolidation or not), which require disclosure under Ind AS 24 and/ or covered under section 188(2) of the Companies Act, 2013 (as amended), as disclosed in the separate financial statement of the consolidated entities, during period ended September 31, 2023 and the year ended March 31, 2023, March 31, 2022 and March 21, 2021.

Related Party Transactions

A) Jyoti Structures Ltd.

Sr No	Name	Nature of Relationship
I	**List of Subsidiary Companies / Joint Ventures**	
i	Jyoti Energy Ltd	100% Subsidiary of Jyoti Structures Ltd
ii	JSL Corporate Services Ltd	100% Subsidiary of Jyoti Structures Ltd
iii	Jyoti Structures Africa (Pty) Ltd	70% Subsidiary of Jyoti Structures Ltd
iv	Jyoti International Inc	100% Subsidiary of Jyoti Structures Ltd
v	Jyoti Structures FZE	100% Subsidiary of Jyoti Structures Ltd
vi	Jyoti Americas LLC	100% Step Down Subsidiary of Jyoti International Inc
vii	Jyoti Structures Canada Ltd	100% Step Down Subsidiary of Jyoti International Inc

NOTES TO RESTATED CONSOLIDATED FINANCIAL STATEMENTS

Sr No	Name	Nature of Relationship
viii	Jyoti Structures Namibia (Pty) Ltd	70% Subsidiary of Jyoti Structures FZE
ix	Jyoti Structures Nigeria Ltd	100% Subsidiary of Jyoti Structures FZE
x	Jyoti Structures Kenya Ltd	100% Subsidiary of Jyoti Structures FZE
xi	Gulf Jyoti International LLC	30% Joint Venture of Jyoti Structures Ltd
xii	GJIL Tunisia Sarl	49% Joint Venture

II	List of Directors / KMPs	Designation
i	Mr. Rajendra Prasad Singh	Chairman, Independent Non - Executive Director (w.e.f. 21st August, 2019)
ii	Mr. Kannan Ramamirtham	Independent Non - Executive Director (Resigned w.e.f. 6th September, 2023) (w.e.f. 17th March, 2021)
iii	Mr. Abhinav Rishi Angirish	Non - Executive Director (w.e.f. 17th March, 2021)
iv	Mr. Mathew Cyriac	Non - Executive Director (w.e.f. 11th November, 2021) (Resigned w.e.f. 7th November,2023)
v	Mrs. Monica Akhil Chaturvedi	Independent Non - Executive Director (w.e.f. 6th August, 2021)
vi	Mr. Govind Prasad Saha	Independent Non - Executive Director (w.e.f. 6th August, 2021)
vii	Mr. Abdul Hameed Khan	Whole Time Director (WTD w.e.f. 22nd June 2023) and (CEO w.e.f. 11th June, 2023)
viii	Ms. Sonali K Gaikwad	Company Secretary (w.e.f. 11th October, 2019)
ix	Mr. Kumar Balan	CFO (w.e.f. 9th May, 2022)

Following are the transactions with the related parties during the year:

(Rs. in Lacs)

Sr. No.	Particulars	As on 30th September,2023	As on 31st March, 2023	As on 31st March, 2022	As on 31st March, 2021
1	**Director's Sitting Fees**				
i	Mr. Rajendra Prasad Singh	1.00	1.60	6.80	3.00
ii	Mr. Kannan Ramamirtham	1.10	2.60	1.05	-
iii	Mr. Abhinav Rishi Angirish	1.30	1.98	0.75	-
iv	Mr. Mathew Cyriac	0.70	1.80	0.55	-
v	Mrs. Monica Akhil Chaturvedi	1.75	1.83	0.75	-
vi	Mr. Govind Prasad Saha	1.75	2.35	0.90	-
2	**Director's Remuneration**				
i	Abdul Hameed Khan	11.43	-	-	-

NOTES TO RESTATED CONSOLIDATED FINANCIAL STATEMENTS

Sr. No.	Particulars	As on 30th September,2023	As on 31st March, 2023	As on 31st March, 2022	As on 31st March, 2021
3	**Key Management Personnel**				
i	Ms. Sonali K Gaikwad	4.30	7.86	6.71	6.00
ii	Mr. Kumar V Balan	14.24	25.57	-	-
iii	Mr. Abdul Hameed Khan	8.56	34.32	13.40	-
4	**Professional Fees**				
i	Mr. Rajendra Prasad Singh	72.00	82.40	72.00	-
5	**Investments at the end of the year**				
i	JSL Corporate Services Ltd	350.00	350.00	350.00	350.00
ii	Jyoti Energy Ltd (Excluding Impairment)	5.00	5.00	5.00	5.00
iii	Jyoti Structures Africa (Pty) Ltd	0.00*	0.00*	0.00*	0.00*
iv	Jyoti Structures FZE	317.04	317.04	317.04	317.04
	**Investment at the end of the year in Jyoti Structures Africa (Pty) Ltd. Is Rs. 419/-*				
6	Loans/Advance- (Taken) / Given	As on 30th September,2023	As on 31st March, 2023	As on 31st March, 2022	As on 31st March, 2021
i	Jyoti Energy Ltd	44.21	43.88	43.83	41.68
ii	JSL Corporate Services Ltd	(462.73)	(463.09)	(463.54)	(465.24)
iii	Jyoti Structures Africa (Pty) Ltd	5,984.50	5,971.03	6,011.73	6074.36
iv	Jyoti International Inc	-	-	98.93	98.93
v	Gulf Jyoti International LLC	819.20	819.20	-	-
vi	Jyoti Structures FZE	(1,940.79)	(1,600.18)	(1,637.99)	(1,728.82)
vii	Jyoti Structures Namibia (Pty) Ltd	420.73	420.73	420.73	420.73
viii	Jyoti Structures Nigeria Ltd	30.54	30.54	30.54	30.54
ix	Jyoti Structures Kenya Ltd	(232.59)	(238.42)	(231.21)	(228.54)

B) Jyoti Energy Ltd

Sr No	Name	Nature of Relationship			
1	Jyoti Structures Ltd	100% Holding of Jyoti Energy Ltd			
2	Loans/Advance- (Taken) / Given	As on 30th September,2023	As on 31st March, 2023	As on 31st March, 2022	As on 31st March, 2021
i	Jyoti Structures Ltd	(44.21)	(43.88)	(43.83)	(41.68)

ii	JSL Corporate Services Ltd	(10.13)	(10.13)	(10.13)	(10.13)

C) JSL Corporate Services Ltd

Sr No	Name	Nature of Relationship			
1	Jyoti Structures Ltd	100% Holding of JSL Corporate Services Ltd			
2	Loans/Advance- (Taken) / Given	As on 30th September,2023	As on 31st March, 2023	As on 31st March, 2022	As on 31st March, 2021
i	Jyoti Structures Ltd	462.74	463.09	463.99	465.24
ii	Jyoti Energy Ltd	10.13	10.13	10.13	10.13

D) Jyoti Structures Africa (Pty) Ltd

Sr No	Name	Nature of Relationship			
1	Jyoti Structures Ltd	70% Holding of Jyoti Structures Africa (Pty) Ltd			
2	Loans/Advance- (Taken) / Given	As on 30th September,2023	As on 31st March, 2023	As on 31st March, 2022	As on 31st March, 2021
i	Jyoti Structures Ltd	(5,984.50)	(5,971.03)	(6,011.73)	(6,074.36)
ii	Jyoti Structures FZE	531.56	579.55	602.47	540.89

E) Jyoti Structures FZE

Sr No	Name	Nature of Relationship			
1	Jyoti Structures Ltd	100% Holding of Jyoti Structures FZE			
2	Loans/Advance- (Taken) / Given	As on 30th September, 2023	As on 31st March, 2023	As on 31st March, 2022	As on 31st March, 2021
i	Jyoti Structures Ltd	1,722.11	1,387.33	1,417.93	1,506.09
ii	Jyoti Structures Africa (Pty) Ltd	(531.56)	(579.55)	(602.47)	(540.89)

10. **Earnings per Share (EPS)**

Sr. No.	Particulars	As on 30th September, 2023	As on 31st March, 2023	As on 31st March, 2022	As on 31st March, 2021
i)	Profit/(Loss) after Tax (Net of preference share dividend) (Rs. in Lacs)	1,370.18	(407.24)	(3421.43)	(1,76,714.37)

ii)	Weighted Average Number of Ordinary Shares for Basic Earnings per Share (Number in Lacs)	6,888.44	6,345.28	3,152.13	1,095.28
iii)	Weighted Average Number of Ordinary Shares for Diluted Earnings per Share (Number in Lacs) (In Nos.)	7,045.28	7,045.28	3,426.37	1,095.28
iv)	Nominal value of Ordinary Share	Rs. 2.00	Rs. 2.00	Rs. 2.00	Rs. 2.00
v)	Basic Earnings Per Ordinary Share	Rs. 0.199	Rs. (0.064)	Rs. (1.085)	Rs. (161.339)
vi)	Diluted Earnings Per Ordinary Share	Rs. 0.195	Rs. (0.058)	Rs. (0.999)	Rs. (161.339)

11. **Income Taxes Expense**

For the year ended 31st March, 2023, 31st March, 2022 and 31st March, 2021, the Holding Company has incurred losses due to which no provision for tax was required for said years. For September, 2023 no provision for tax is provided considering brought forward of losses. The deferred tax as appearing in the Balance Sheet is on account of tax liability of overseas branches and a foreign subsidiary.

The movement in deferred tax assets and liabilities:

For FY 2020-2021 and FY 2021-2022 (Rs. in Lacs)

Particulars	As at 1st April, 2021 - Deferred Tax (Asset)/ Liabilities	(Credit)/ Charge	As at 31st March, 2022 - Deferred Tax (Asset)/ Liabilities	(Credit)/ Charge
On Account of Overseas Branches and Foreign Subsidiaries	11.43	(34.04)	(22.61)	(1.98)
Total	11.43	(34.04)	(22.61)	(1.98)

*The amount of Rs. 33.37 Lacs is reversed to Other Equity by Holding Company.

For the other Financial Year:

(Rs. in Lacs)

Particulars	As at 31st March, 2023 - Deferred Tax (Asset)/ Liabilities	(Credit)/ Charge	As at 30th September, 2023 - Deferred Tax (Asset)/ Liabilities
On Account of Overseas Branches and Foreign Subsidiaries	(24.59)	(0.25)	(24.84)
Total	(24.59)	(0.25)	(24.84)

12. **Financial Instruments**

NOTES TO RESTATED CONSOLIDATED FINANCIAL STATEMENTS

1. Category-wise classification of Financial Instruments

(Rs. in Lacs)

Particulars	Note	Non-Current			
		As at 30st September, 2023	As at 31st March, 2023	As at 31st March, 2022	As at 31st March, 2021
Financial assets measured at fair value through other comprehensive income (FVTOCI)					
-Investments in quoted Mutual Funds	3	72.40	63.00	60.17	50.72
Financial assets measured at amortised cost					
-Investment in unquoted Equity Instruments	3	5.00	5.00	5.00	5.00
-Security and other deposits	4	405.46	408.47	499.80	521.98
Financial liabilities measured at amortised cost - Due as per Approved Resolution Plan					
-Non-Convertible Debentures	15	1,66,606.51	1,60,198.57	1,48,332.00	-
-Financial Creditors	15	12,716.03	12,716.03	16,716.03	-
-Trade Payable	16	6,000.00	6,000.00	9,494.00	
-Payable to employees	16	8,743.00	8,743.00	11,743.00	-
-Statutory Liability	16	1,100.00	1,100.00	1,100.00	-

(Rs. in Lacs)

Particulars	Note	Current			
		As at 30th September, 2023	As at 31st March, 2023	As at 31st March, 2022	As at 31st March, 2021
Financial assets measured at amortized cost					
-Trade Receivables	6	1,98,822.12	1,99,878.82	1,90,043.92	1,13,736.78
-Cash and Cash Equivalents	7	2,929.97	3,061.92	8,387.84	1,359.73
-Other Balances with Banks	8	166.72	163.14	156.86	959.86
-Loans to Employees	9	105.33	58.23	59.45	52.29
-Loan to Related Parties (Net)	9	819.20	819.20	98.94	370.64
-Sundry Deposits	9	255.70	262.16	285.27	279.14
-Expenses / Other Receivable	9	5,250.90	5,494.33	5,946.96	5,147.62
Financial liabilities measured at fair value through other comprehensive income					
-Sales Tax Deferrals	21		-	-	221.18
Financial liabilities measured at amortized cost					

Particulars	Note	Current			
		As at 30th September, 2023	As at 31st March, 2023	As at 31st March, 2022	As at 31st March, 2021
-Loans Repayable on Demand	19	44.46	49.37	52.34	4,57,828.77
-Trade Payables	20	8,814.48	9,757.83	6,282.32	55,465.87
-Current Maturities of Long Term Borrowings	21	-	-	-	2,60,589.61
-Other current financial liabilities	21	-	-	-	22,491.43
-Unclaimed Dividend	21	17.70	17.70	17.70	17.70
-Payable to employees	21	430.95	310.48	466.32	12,865.00
-Payable towards Other Expenses	21	322.95	811.56	43.17	6,612.00
-Interest Accrued	21	-	-	-	4,27,217.01
Financial liabilities measured at amortised cost - Due as per Approved Resolution Plan					
-Financial Creditors	19	6,574.36	7,366.34	4,000.00	22,780.31
-Trade Payable	20	5,532.52	5,530.16	2,264.79	-
-Payable to employees	21	5,591.80	6,533.28	2,854.94	-

2. Fair Value Measurements

The fair value of financial instruments as referred to in the note above have been classified into three categories depending on the inputs used in the valuation technique. The hierarchy gives the highest priority to quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and lowest priority to unobservable inputs (Level 3 measurements). The categories used are as follows:

• Level 1: Quoted prices for identical instruments in an active market;

• Level 2: Directly or indirectly observable market inputs, other than Level 1 inputs; and

• Level 3: Inputs which are not based on observable market data.

For assets and liabilities which are measured at fair value as at Balance Sheet date, the classification of fair value calculations by category is summarized below:

As at 30th September, 2023:

(Rs. in Lacs)

Financial Assets/Financial Liabilities	Fair Value	Fair Value Hierarchy		
		Level 1	Level 2	Level 3
Financial assets measured at fair value through other comprehensive income				
-Investments in quoted Mutual Funds	72.40	72.40	-	-

As at 31st March, 2023:

(Rs. in Lacs)

Financial Assets/Financial Liabilities	Fair Value	Fair Value Hierarchy		
		Level 1	Level 2	Level 3
Financial assets measured at fair value through other comprehensive income				
-Investments in quoted Mutual Funds	63.00	63.00	-	-

As at 31st March, 2022:

(Rs. in Lacs)

Financial Assets/Financial Liabilities	Fair Value	Fair Value Hierarchy		
		Level 1	Level 2	Level 3
Financial assets measured at fair value through other comprehensive income				
-Investments in quoted Mutual Funds	60.17	60.17	-	-

As at 31st March, 2021:

(Rs. in Lacs)

Financial Assets/Financial Liabilities	Fair Value	Fair Value Hierarchy		
		Level 1	Level 2	Level 3
Financial assets measured at fair value through other comprehensive income				
-Investments in quoted Mutual Funds	50.72	50.72	-	-
Financial liabilities measured at fair value through other comprehensive income	-	-	-	-
-Sales Tax Deferrals	221.18	-	-	221.18

The carrying amount of financial assets and financial liabilities measured at amortized cost in the financial statements are a reasonable approximation of their fair values since the Group does not anticipate that the carrying amounts would be significantly different from the values that would eventually be received or settled.

3. Financial Risk Management – Objectives and Policies

The Group's financial liabilities comprise mainly of borrowings, trade payables and other payables. The Group's financial assets comprise mainly of investments, cash and cash equivalents, other balances with banks, loans, trade receivables and other receivables.

The Group's business activities are exposed to a variety of financial risks, namely liquidity risk, market risks and credit risk. The Board of Directors ('Board') oversee the management of these financial risks through its Risk Management Committee. The Risk Management Policy of the Group formulated by the Risk Management Committee are established to identify and analyse the risks faced by the Group, to set and monitor appropriate risk limits and controls, periodically review the changes in market conditions and reflect the changes in the policy accordingly.

A) Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risks: interest rate risk, currency risk and other price risk. Financial instruments affected by market risk include borrowings, investments, trade payables, trade receivables and loans.

i) Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

According to the Group, interest rate risk exposure is only for floating rate borrowings. For floating rate liabilities, the analysis is prepared assuming the amount of the liability outstanding at the end of the reporting period was outstanding for the whole year. A 50 basis point (bps) increase or decrease is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates.

Exposure to interest rate risk

(Rs. In Lacs)

Particulars	As at 30th Sept,2023	As at 31st March, 2023	As at 31st March, 2022	As at 31st March, 2021
Total Borrowings	1,85,941.36	1,80,330.31	1,69,100.37	4,80,609.08
% of Borrowings out of above bearing variable rate of interest	0.00%	0.00%	0.00%	51.67%

The details have been compiled based on details available which is mostly pertaining to holding company.

Interest Rate Sensitivity

A change of 50 bps in interest rates would have the following impact on profit before tax.

(Rs. in Lacs)

	As at 30th Sept,2023	As at 31st March,	As at 31st March,	As at 31st March, 2021

		2023	2022	
50 bps increase would increase the loss before tax by	-	-	-	1,879.59
50 bps decrease would decrease the loss before tax by	-	-	-	1,879.59

ii) Foreign Currency Risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate due to changes in foreign exchange rates.

The Group has obtained foreign currency loans and has foreign currency trade payables and receivables and is therefore, exposed to foreign exchange risk. Certain transactions of the Group act as a natural hedge as a portion of both assets and liabilities are denominated in similar foreign currencies. For the remaining exposure, the Group does not enter into any forward exchange contract or into any derivative instruments for trading or speculative purposes.

The Group is mainly exposed to changes in USD, EUR and AED. The below table demonstrates the sensitivity to a 5% increase or decrease in the above-mentioned currencies against INR, with all other variables held constant. The sensitivity analysis is prepared on the net unhedged exposure of the Group as at the reporting date. 5% represents the management's assessment of a reasonably possible change in the foreign exchange rates.

FY 2020-21 and FY 2021-22:

(Rs. In Lacs)

Particulars*	As at 31st March, 2022		As at 31st March, 2021	
	5% Increase	5% Decrease	5% Increase	5% Decrease
USD	632.91	632.91	3,597.94	3,597.94
EUR	64.14	64.14	65.62	65.62
AED	4.30	4.30	4.17	4.17
ZAR	41.73	41.73	39.71	39.71
(Increase)/Decrease in loss	743.08	743.08	3,707.44	3,707.44

Other Financial Year:

Particulars*	As at 30th Sept,2023		As at 31st March, 2023	
	5% Increase	5% Decrease	5% Increase	5% Decrease
USD	715.11	715.11	684.55	684.55
EUR	67.29	67.29	68.40	68.40
AED	0.21	0.21	4.67	4.67
ZAR	8.03	8.03	37.09	37.09
(Increase)/Decrease in loss	790.64	790.64	794.71	794.71

iii) Other Price Risk

Other price risk is the risk that the fair value of a financial instrument will fluctuate due to changes in market traded price.

The Group is mainly exposed to the price risk due to its investment in mutual funds. The price risk arises due to uncertainties about the future market values of these investments.

At 30th Sept 2023, the investment in mutual funds amounts to Rs. 72.40 Lacs and for F.Y 2022-23 the investment in mutual funds amounts to Rs. 63.00 Lacs (Rs. 60.17 Lacs as on 31st March 2022 & Rs. 50.72 Lacs as on 31st March 2021)

A 5% increase in market prices would have led to approximately an additional gain of Rs.3.62 Lacs in Other Comprehensive Income.

A 5% decrease in prices would have led to an equal but opposite effect.

B) Credit Risk

Credit risk refers to risk that a counter party will default on its contractual obligations resulting in financial loss to the Group.

To manage this, the Group periodically assesses financial reliability of customers and other counter parties, taking into account the financial condition, current economic trends, and analysis of historical bad debts and ageing of financial assets. Individual risk limits are set and periodically reviewed on the basis of such information. The Group considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis through each reporting period. To assess whether there is a significant increase in credit risk the Group compares the risk of default occurring on asset as at the reporting date with the risk of default as at the date of initial recognition. It considers reasonable and supportive forwarding-looking information such as:

i) Actual or expected significant adverse changes in business,
ii) Actual or expected significant changes in the operating results of the counterparty,
iii) Financial or economic conditions that are expected to cause a significant change to the counterparty's ability to meet its obligations,
iv) Significant increase in credit risk on other financial instruments of the same counterparty,
v) Significant changes in the value of the collateral supporting the obligation or in the quality of the third-party guarantees or credit enhancements.

Financial assets are written off when there are no reasonable expectations of recovery, such as a debtor failing to engage in a repayment plan with the Group. Where loans or receivables have been written off, the Group continues to engage in enforcement activity to attempt to recover the receivable due. Where recoveries are made, these are recognized as income in the statement of profit and loss.

The Group measures the expected credit loss of trade receivables and loan from individual customers based on historical trend, industry practices and the business environment in which the entity operates. Loss rates are based on actual credit loss experience and past trends.

Trade Receivable ageing schedule.

As at 30th Sept,2023 (Rs in Lacs)

Particulars	Outstanding for following periods from due date of Payment					
	Less than 6 months	6 months – 1 Year	1-2 Years	2-3 Years	More than 3 years	Total
(i) Undisputed Trade Receivable – Considered Goods	8,624.79	2,206.70	255.66	-	1,87,734.97	1,98,822.12

As at 31st March,2023 (Rs in Lacs)

Particulars	Outstanding for following periods from due date of Payment					
	Less than 6 months	6 months – 1 Year	1-2 Years	2-3 Years	More than 3 years	Total
(i) Undisputed Trade Receivable – Considered Goods	9,322.36	20.00	-	-	1,90,536.46	1,99,878.82

As at 31st March,2022 (Rs in Lacs)

Particulars	Outstanding for following periods from due date of Payment					
	Less than 6 months	6 months – 1 Year	1-2 Years	2-3 Years	More than 3 years	Total
(i) Undisputed Trade Receivable – Considered Goods	36.53	-	-	-	1,90,007.39	1,90,043.92

As at 31st March,2021 (Rs in Lacs)

Particulars	Outstanding for following periods from due date of Payment					
	Less than 6 months	6 months – 1 Year	1-2 Years	2-3 Years	More than 3 years	Total
(i) Undisputed Trade Receivable – Considered Goods		-	-	-	1,13,736.78	1,13,736.78

Movement in provisions of doubtful debts (Rs. in Lacs)

NOTES TO RESTATED CONSOLIDATED FINANCIAL STATEMENTS

Particulars	As at 30th September,2023	As at 31st March, 2023	As at 31st March, 2022	As at 31st March, 2021
Opening provision	750.00	600.00	3,26,291.07	3,04,788.36
Add: Additional Provision made	-	150.00	600.00	21,502.71
Less:Provision reversed/written off	-	-	3,26,291.07	-
Closing provisions	750.00	750.00	600.00	3,26,291.07

C) Liquidity Risk:

Liquidity Risk is defined as the risk that the Group will face in meeting its obligations associated with its financial liabilities. The processes and policies related to such risks are overseen by the management. The management monitors the Group's net liquidity position through rolling forecasts on the basis of expected cash flows.

Maturity profile of financial liabilities:

Particulars	Note No	Less than 1 year	1-3 Years	3-5 Years	More than 5 years	Total / Carrying Amount
As at 30th September, 2023						
Financial Creditors	15	-	9,838.52	1,796.59	1090.92	12,716.03
Operational Creditors	16	-	13,743.00	1,000.00	1,100.00	15,843.00
Financial Creditors	19	6,618.82	-	-		6,618.82
Trade Payables	20	14,347.00	-	-		14,347.00
Other Current Financial Liabilities	21	-	6,363.41	-	-	6,363.41
As at 31st March, 2023						
Particulars	Note No	Less than 1 year	1-3 Years	3-5 Years	More than 5 years	Total / Carrying Amount
Financial Creditors	15	-	9,838.52	1,796.59	1080.92	12,716.03
Operational Creditors	16	-	13,743.00	1,000.00	1,100.00	15,843.00
Financial Creditors	19	7,415.71	-	-	-	7,415.71
Trade Payables	20	15,287.99	-	-	-	15,287.99

Other Current Financial Liabilities	21	-	7,673.02	-	-	7,673.02

(Rs. in Lacs)

Particulars	Note No	Less than 1 year	1-3 Years	3-5 Years	More than 5 years	Total / Carrying Amount
As at 31st March, 2022						
Financial Creditors	15	-	9,000.00	4,838.58	2,877.45	16,716.03
Operational Creditors	16	-	6,500.00	13,743.00	2,094.00	22,337.00
Financial Creditors	19	4,052.34	-	-	-	4,052.34
Trade Payables	20	8,547.11	-	-	-	8,547.11
Other Current Financial Liabilities	21	-	3,382.13	-	-	3,382.13

(Rs. in Lacs)

Particulars	Note No	Less than 1 year	1-3 Years	3-5 Years	More than 5 years	Total / Carrying Amount
As at 31st March, 2021						
Financial Creditors	19	4,80,609.08	-	-	-	4,80,609.08
Trade Payables	20	55,579.49	-	-	-	55,579.49
Borrowings	21	2,83,081.04	-	-	-	2,83,081.04
Deferred Payment Liability	21	-	137.17	84.01	-	221.18
Other Current Financial Liabilities	21	4,46,711.71	-	-	-	4,46,711.71

The Non-Convertible Debenture as at 30th September 2023 are Rs.1,66,606.51/- Lacs and 1,60,198.57/- Lacs for 2022-23 (F.Y 2021-22 Rs. 1,48,332/- Lacs) issued to Assenting Financial Creditor of Holding Company is reflected at Face Value in Note no 15 under Financial Liabilities

- Long Term Borrowings. The Non-Convertible Debentures are payable over a 12 years period as per Resolution Plan with Redemption Premium. There is an option to prepay the Non-Convertible Debentures at the Net Present Value at the option of the Company.

13. Engineering Procurement Construction (EPC) Contracts provide for levy of liquidity damages (LD) to the extent of 10% of the contract value for delay in execution of the contracts. As a trade practice, on completion of the contracts such delay is generally condoned by granting time extension. It is not possible to ascertain the quantum of the LD for the projects where execution is delayed, as the proposals for time extension are pending with the customers and in the past, time extension have been granted in similar circumstances. However, considering recurring/persisting delays it is not possible to assess the amount for which the holding company / group would be liable and hence not provided for. However, wherever the amount has been admitted by the Group or recovered, the same has been charged to expenses.

14. The Group has a process whereby periodically all long-term contracts are assessed for material foreseeable losses. At the year end, the Group has reviewed and ensured that adequate provision as required under any law/accounting standards for material foreseeable losses on such long-term contracts has been made in the books of accounts. The Group has not entered into a derivative contract during the year.

15. The Group is operating in only one primary business segment of power transmission and distribution wherein it manufactures/deals in various components/equipment's and constructs infrastructure related to power transmission. As such there are no separate primary reportable or identifiable business segments. However, there are operations in different geographical segments of which details are not available and hence not disclosed.

16. Trade Payables does not includes amount due to micro and small enterprises to whom the Group owes amounts outstanding for more than 45 days. The information regarding micro and small enterprises has been determined to the extent such parties have been identified on the basis of information available with the Group. This has been relied upon by the auditors. The details are as follows:

(Rs. in Lacs)

Sr.No.	Particulars	As at 30th September, 2023	As at 31st March, 2023	As at 31st March, 2022	As at 31st March, 2021
1)	The Principle amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year.	Nil	Nil	Nil	Nil

Sr.No.	Particulars	As at 30th September, 2023	As at 31st March, 2023	As at 31st March, 2022	As at 31st March, 2021
2)	The amount of interest paid by the Company in terms of Section 16 of the Micro, Small and Medium Enterprises Development Act, 2006 along with the amount of payment made to the supplier beyond the appointed day during each accounting year	Nil	Nil	Nil	Nil
3)	The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006	Nil	Nil	Nil	Nil
4)	The amount of interest accrued and remaining unpaid at the end of each accounting year	Nil	Nil	Nil	Nil
5)	The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprises, for the purpose of disallowance as deductible expenditure under Section 23 of Micro, Small and Medium Enterprises Development Act, 2006.	Nil	Nil	Nil	Nil

Trade Payable ageing Schedule:

As at 30th Sept,2023 (Rs in Lacs)

Particulars	Amount	Outstanding for following periods from due date of Payment					
	Not due	Less than 6 months	6 months – 1 Year	1-2 Years	2-3 Years	More than 3 years	Total
(i) MSME	-	-	-	-	-	-	-
(ii) Others	6,000.00	5,004.32	850.85	13.20	-	8,478.63	20,347.00

As at 31st March,2023 (Rs in Lacs)

Particulars	Amount	Outstanding for following periods from due date of Payment					
	Not due	Less than 6 months	6 months – 1 Year	1-2 Years	2-3 Years	More than 3 years	Total
(i) MSME	-	-	-	-	-	-	-
(ii) Others	6,000.00	4,564.24	48.72	2,079.37	5,000.00	3,595.66	21,287.99

As at 31st March,2022 (Rs in Lacs)

Particulars	Amount	Outstanding for following periods from due date of Payment					
	Not due	Less than 6 months	6 months – 1 Year	1-2 Years	2-3 Years	More than 3 years	Total
(i) MSME	-	-	-	-	-	-	-
(ii) Others	9,494.00	221.55	3,393.21	-	-	4,932.35	18,041.11

As at 31st March,2021 (Rs in Lacs)

Particulars	Amount	Outstanding for following periods from due date of Payment					
	Not due	Less than 6 months	6 months – 1 Year	1-2 Years	2-3 Years	More than 3 years	Total
(i) MSME	-	-	-	-	-	-	-
(ii) Others	-	-	-	-	-	55,579.49	55,579.49

17. Total trade receivables as at 30th September 2023 are Rs 1,98,822.12 Lacs and 31st March, 2023 are Rs. 1,99,878.82 Lacs (F.Y.21-22 Rs 1,90,043.92 Lacs and in F.Y. 2020-21 are Rs. 1,13,736.78 Lacs). The Holding Company has initiated reconciliation process with Trade Receivables to determine the continuation of contracts, details of work in progress with age, stage of completion, progress billing, disputed and undisputed dues. The reconciliation process is not yet completed. During the F.Y. 2021-22 out of brought forward provisions of INR 3,26,291.07 Lacs, the Holding company has reversed the provision totalling to Rs. 2,52,334.27 Lacs in the profit & loss account and recognized the same as bad debts. Further, the Holding company based on it assessment of receivable the company has written back to other equity the excess provision of doubtful debts totalling Rs. 73,959.88 Lacs. The Holding Company has made a provision of Rs 750 Lacs as provision for estimated credit loss.

18. Cost of material consumed includes Bought-out materials purchased for short supplies to customers under the contracts.

19. Key Financial Ratio:

Sr. No.	**Particulars**	**As at 30th September, 2023**	**As at 31st March, 2023**	**As at 31st March, 2022**	**As at 31st March, 2021**	**Numerator**	**Denominator**
1	Current Ratio (in times)	6.67	6.00	12.92	0.11	Current Assets	Current Liabilities

NOTES TO RESTATED CONSOLIDATED FINANCIAL STATEMENTS

Sr. No.	Particulars	As at 30th September, 2023	As at 31st March, 2023	As at 31st March, 2022	As at 31st March, 2021	Numerator	Denominator
2	Debt-Equity Ratio (in times)	(64.20)	79.72	11.13	(0.42)	Total Debt	Total Equity
3	Debt Service coverage Ratio (in times)	2.18	0.21	NA	NA	NPBT + non-cash operating expenses + Interest +Other non-cash adjustments	Interest and lease payments + Principal repayments
4	Return on equity Ratio (in %)	(4.32)	(0.05)	(0.01)	(0.17)	Net Profits after taxes - Preference Dividend (if any)	Average total equity
5	Inventory Turnover Ratio (in times)	2.36	2.63	0.27	0.12	Cost of goods sold	Average Inventory
6	Trade receivables turnover Ratio (in times)	0.13	0.12	-	-	Net Credit Sales	Average Account Receivables
7	Trade payables turnover Ratio (in times)	0.93	1.28	0.01	0.01	Net Credit Purchases	Average Trade Payables
8	Net capital turnover Ratio (in times)	0.14	0.12	-	-	Net Sales	Shareholders' Equity
9	Net profit Ratio (in %)	5.14	(1.78)	(779.60)	-	Net Profit	Net Sales
10	Return on capital employed (in %)	0.73	(0.19)	(1.69)	2.39	Earnings before interest and taxes	Total Assets – Current Liabilities
11	Return on investment (in %)	12.14	4.16	14.49	28.84	Income generated from invested funds	Average invested funds in treasury investments

20. The Holding Company was undergoing the corporate insolvency resolution process ("CIRP") pursuant to a petition filed under section 7 of the Insolvency and Bankruptcy Code, 2016 ("Code") by the State Bank of India. Under the CIRP, the resolution plan submitted by an resolution applicant received the assent of the Hon'ble NCLT vide order dated 27 March 2019 ("Approval Resolution Plan"). Pursuant to the Company effectuating of certain steps, the Approved Resolution Plan was implemented with effect from November 09, 2021. Accordingly, the Balance Sheet of the Company was recast to reflect the changes as per the Approved Resolution Plan. As per the Resolution plan, control was transferred by the Erstwhile Resolution Professional to the newly constituted board led by chairman, with effect from November 9, 2021. The board, then appointed the Chief Executive Officer (CEO) for day to day management.

21. Additional Information as required under Schedule III to the Companies Act,2013 of enterprises consolidated as Subsidiary/Associates/Joint Ventures

a. As on 30th September,2023 (Rs. in Lacs)

Name of the Entity in the Group	Net Assets i.e. total assets minus total liabilities		Share in profit or loss		Share in Other Comprehensive Income		Share in Total Comprehensive Income	
	As % of Consolidated net assets	Amount	As % of Consolidated profit or loss	Amount	As % of Consolidated other Comprehensive Income	Amount	As % of total Comprehensive Income	Amount
Parent:								
Jyoti Structures Limited	(12.58)	364.51	100.04	1,370.74	100.00	(53.03)	100.04	1,317.71
Subsidiaries:								
Indian								
1. JSL Corporate Services Ltd.	(15.96)	462.15	(0.02)	(0.26)	-	-	(0.02)	(0.26)
2. Jyoti Energy Ltd.	0.96	(27.92)	(0.02)	(0.30)	-	-	(0.02)	(0.30)
Foreign								
1. Jyoti Structures Africa (Pty) Ltd.	87.16	(2,524.56)	-	-	-	-	-	-
2. Jyoti Structures FZE	17.90	(518.32)	-	-	-	-	-	-

NOTES TO RESTATED CONSOLIDATED FINANCIAL STATEMENTS

Name of the Entity in the Group	Net Assets i.e. total assets minus total liabilities		Share in profit or loss		Share in Other Comprehensive Income		Share in Total Comprehensive Income	
	As % of Consolidated net assets	Amount	As % of Consolidated profit or loss	Amount	As % of Consolidated other Comprehensive Income	Amount	As % of total Comprehensive Income	Amount
Non-Controlling Interests in all subsidiaries	(0.16)	4.69	-	-	-	-	-	-
Total Adjustment/Elimination for consolidation	23.03	(656.99)	-	-	-	-	-	-
As per Consolidated Net Assets/Profit or Loss	100.00	(2,896.44)	100.00	1,370.18	100.00	(53.03)	100.00	1,317.15

As on 31st March,2023

(Rs. in Lacs)

Name of the Entity in the Group	Net Assets i.e. total assets minus total liabilities		Share in profit or loss		Share in Other Comprehensive Income		Share in Total Comprehensive Income	
	As % of Consolidated net assets	Amount	As % of Consolidated profit or loss	Amount	As % of Consolidated other Comprehensive Income	Amount	As % of total Comprehensive Income	Amount
Parent:								
Jyoti Structures Limited	249.80	5,650.35	99.62	(405.71)	100.00	(89.95)	99.69	(495.66)
Subsidiaries:								
Indian								
1. JSL Corporate Services Ltd.	20.44	462.41	0.13	(0.53)	-	-	0.11	(0.53)
2. Jyoti Energy Ltd.	(1.22)	(27.63)	0.24	(0.99)	-	-	0.20	(0.99)
Foreign								

NOTES TO RESTATED CONSOLIDATED FINANCIAL STATEMENTS

Name of the Entity in the Group	Net Assets i.e. total assets minus total liabilities		Share in profit or loss		Share in Other Comprehensive Income		Share in Total Comprehensive Income	
	As % of Consolidated net assets	Amount	As % of Consolidated profit or loss	Amount	As % of Consolidated other Comprehensive Income	Amount	As % of total Comprehensive Income	Amount
1. Jyoti Structures Africa (Pty) Ltd.	(101.27)	(2,290.69)	-	-	-	-	-	-
2. Jyoti Structures FZE	(38.91)	(880.20)	-	-	-	-	-	-
Non-Controlling Interests in all subsidiaries	0.21	4.69	-	-	-	-	-	-
Total Adjustment/Elimination for consolidation	(29.04)	(656.97)	-	(0.01)	-	-	-	(0.01)
As per Consolidated Net Assets/Profit or Loss	100.00	2,261.96	100.00	(407.24)	100.00	(89.95)	100.00	(497.19)

As on 31st March,2022

(Rs. in Lacs)

Name of the Entity in the Group	Net Assets i.e. total assets minus total liabilities		Share in profit or loss		Share in Other Comprehensive Income		Share in Total Comprehensive Income	
	As % of Consolidated net assets	Amount	As % of Consolidated profit or loss	Amount	As % of Consolidated other Comprehensive Income	Amount	As % of total Comprehensive Income	Amount
Parent:								
Jyoti Structures Limited	118.89	18,057.28	100.49	(3,438.37)	100.00	(4.07)	100.49	(3,442.44)
Subsidiaries:								

Name of the Entity in the Group	Net Assets i.e. total assets minus total liabilities		Share in profit or loss		Share in Other Comprehensive Income		Share in Total Comprehensive Income	
	As % of Consolidated net assets	Amount	As % of Consolidated profit or loss	Amount	As % of Consolidated other Comprehensive Income	Amount	As % of total Comprehensive Income	Amount
Indian								
1. JSL Corporate Services Ltd.	3.05	462.94	(13.58)	464.65	-	-	0.02	(0.58)
2. Jyoti Energy Ltd.	(0.18)	(26.63)	0.03	(1.00)	-	-	0.03	(1.00)
Foreign								
1. Jyoti Structures Africa (Pty) Ltd.	(12.63)	(1,918.12)	(0.38)	12.96	-	-	(0.38)	12.96
2. Jyoti Structures FZE	(4.84)	(735.46)	-	-	-	-	-	-
Non-Controlling Interests in all subsidiaries	0.03	4.69	(0.16)	5.55	-	-	(0.16)	5.55
Total Adjustment/Elimination for consolidation	(4.33)	(657.00)	13.60	(465.23)	-	-	13.58	(465.23)
As per Consolidated Net Assets/Profit or Loss	100.00	15,187.70	100.00	(3,421.44)	100.00	(4.07)	100.00	(3,425.51)

As on 31st March,2021

(Rs. in Lacs)

Name of the Entity in the Group	Net Assets i.e. total assets minus total liabilities	Share in profit or loss	Share in Other Comprehensive Income	Share in Total Comprehensive Income

	As % of Consolidated net assets	Amount	As % of Consolidated profit or loss	Amount	As % of Consolidated other Comprehensive Income	Amount	As % of total Comprehensive Income	Amount
Parent:								
Jyoti Structures Limited	99.87	(11,35,552.15)	99.44	(1,76,672.50)	100.00	1,177.79	99.44	(1,75,494.72)
Subsidiaries:								
Indian								
1. JSL Corporate Services Ltd.	(0.00)	(1.71)	0.27	(480.70)	-	-	0.27	(5.46)
2. Jyoti Energy Ltd.	0.00	(25.63)	0.00	(1.13)	-	-	0.00	(1.13)
Foreign								
1. Jyoti Structures Africa (Pty) Ltd.	0.13	(1,436.25)	0.01	(23.84)	-	-	0.01	(23.84)
2. Jyoti Structures FZE	(0.02)	210.41	0.00	(1.23)	-	-	0.00	(1.23)
Non-Controlling Interests in all subsidiaries	0.00	(0.87)	0.01	(10.22)	-	-	0.01	(10.22)
Total Adjustment/Elimination for consolidation	0.02	(191.79)	(0.27)	(475.25)	-	-	0.27	(475.25)
As per Consolidated Net Assets/Profit or Loss	100.00	(11,36,997.99)	100.00	(1,76,714.37)	100.00	1,177.79	100.00	(1,75,536.59)

The auditor has relied on the information provided by the management on the above-mentioned columns.

* Note: The financials of the subsidiary company viz Jyoti International Inc and Gulf Jyoti International LLC are not available and hence not considered in the consolidated results of the company. Further the financial of foreign subsidiary companies viz Jyoti Structures Africa (Pty) Ltd. and Jyoti Structures FZE are management certified as since resolution from November 2021 the Company does not have

representation in these countries hence the same was not audited.

22. **Interest in other entities:**

The Consolidated Financial Statements present the Consolidated Accounts of Jyoti Structures Limited with its following Subsidiaries and Joint Ventures:

Name	Country of Incorporation	Proportion of Ownership of Interest			
		As at 3th September, 2023	As at 31st March, 2023	As at 31st March, 2022	As at 31st March, 2021
1) Subsidiaries					
Indian Subsidiaries:					
(a) Jyoti Energy Limited	India	100%	100%	100%	100%
(b) JSL Corporate Services Limited	India	100%	100%	100%	100%
Foreign Subsidiaries:					
(a) Jyoti Structures FZE	United Arab Emirates	100%	100%	100%	100%
(b) Jyoti Structures Africa (Pty) Limited	South Africa	70%	70%	70%	70%
(c) Jyoti International Inc*	United States of America	100%	100%	100%	100%
(d) Jyoti Structures Kenya Limited #	Kenya	100%	100%	100%	100%
(e) Jyoti Structures Nigeria Limited #	Nigeria	100%	100%	100%	100%
(f) Jyoti Structures Namibia (Pty) Limited #	Namibia	70%	70%	70%	70%
(g) Jyoti Americas LLC ^	United States of America	100%	100%	100%	100%
(h) Jyoti Structures Canada Limited ^	Canada	100%	100%	100%	100%
Joint Ventures:					
(i) Gulf Jyoti International LLC*	United Arab Emirates	30%	30%	30%	30%
(j) GJIL Tunisia Sarl @	Tunisia	49%	49%	49%	49%

** The financials of Jyoti International (including its step-down subsidiaries) Inc and Gulf Jyoti International LLC have not been considered in the consolidated financial statements for reasons stated in Note No. 34(5) and Note No. 34(6) to Consolidated Financial Statements respectively.

Held by Jyoti Structures FZE
^ Held by Jyoti International Inc
@ Held by Gulf Jyoti International LLC

23. There are no shares allotted under ESOP / ESOS as at the reporting date.

24. Employee benefits expense is net of writeback of excess provision made in earlier year of Rs. 974 Lacs in respective period.
25. During the year period ended 30th September 2023, the Holding Company has not transferred unclaimed dividend amounts to Investor Education and Protection Fund as per the requirement of the Companies Act, 2013. as the Holding Company is in midst of shareholder details' collation. The Holding company is under process of transferring an amount of Rs 17.70 Lacs to investor education protection fund.

26. In FY 2021-22. The following is the impact of Resolution Plan's Implementation by the Holding Company:
    a. Equity: - The Holding Company has issued 4,250 Lacs equity shares at Rs. 4 per share totalling to Rs. 17,000 Lacs to Resolution Plan's Investors. Further, Assenting Secured Financial Creditors have been issued 1000 Lac shares at Rs. 4 per share totalling to Rs. 4,000 Lacs in order to convert portion of their debt.

    b. Compulsory Convertible Preference Shares: - 700 Lacs Compulsorily Convertible_Preference Shares have been issued by the Holding Company to Aion and Apollo Group at Rs. 4 per share.

    c. Non-Convertible Debentures: - Assenting Secured Financial Creditors have been issued Non-Convertible Debentures by the Holding Company and the face value of the Debentures is Rs. 1,48,332.00 Lacs as on November 09, 2021.

(Rs. in Lacs)

Following Restatement has been done by the Holding Company: -

Particulars	Restated Amount
Non-Convertible Debentures (Face Value of NCD as on 9th Nov 21)	1,48,332.00
Dissenting Financial Creditors	20,275.00
Unsecured Financial Creditors	1,000.00
Workmen & Other Employee Dues	14,700.00
Operational Creditors	11,500.00
Statutory Liabilities	1,100.00

Pursuant to the above, the Holding Company has transferred the balance outstanding liabilities to Retained Earnings as "Resolution Plan Recast".

27. In FY 2021-22, the Resolution Plan Recast Effect of Rs. 8,77,237.22 Lacs as reflected in Other Equity, is mainly on account of decrease in sum payable to Financial and Operational Creditors as per Resolution Plan of Holding Company.

28. In FY 2021-22, the bought forward amount from 1st April 2021 of Debenture Redemption Reserve, General reserve and Fixed deposit Redemption Reserve has been transferred to Retained Earnings by the Holding Company.

29. In FY 2021-22, a Debenture Redemption Reserve of Rs. 1,81,337.86 Lacs was created by the Holding Company for redemption premium payable on NCD's. The NCD's are repayable at any point of time at Net Present Value as per Resolution Plan. In the FY 2022-2023, a sum of Rs 11,866.57 Lacs and for period ended 30th Sept 2023 a sum of Rs. 6,407.94 Lacs, respectively, being changes in remeasurement of NCD at NPV fair value was transferred from Debenture Redemption Reserve to Other Comprehensive Income / (Expense) Account and from Other Comprehensive Income / (Expense) Account to Financial Liabilities Long Term Borrowing Account - NCD account.

30. The decrease in Equity of the company is mainly on account of increase in net present value of the NCD remeasured at NPV fair value.

31. The Financial Creditors as at 30th September 2023 are Rs 12,716.03 Lacs and Constant to F.Y 2022-23 (F.Y.2021-22 Rs. 16,716.03 Lacs) as per Note No 15 includes amount payable to Dissenting Financial Creditors, various financial creditors under IDBI Trusteeship and amount payable to unsecured financial creditors by the Holding Company.

32. The Consolidated Companies did not have any transactions with Struck of Companies in FY 2022-23 nor in Previous FY 2021-22. The Balance Outstanding with Companies Struck off is as under:

Name of Struck of Company	Nature of transactions with struck off company	Balance Outstanding as on 30th September, 2023	Balance Outstanding as on 31st March,2023	Balance Outstanding as on 31st March,2022	Relationship with Struck off Company, if any
RAP Energy Solutions Pvt. Ltd.	Payable	20,34,663	20,34,663	20,34,663	NA
Raise Focus T & D Construction Pvt. Ltd.	Payable	44,901	44,901	44,901	NA
VBB Construction Pvt Ltd	Payable	2,91,873	2,91,873	2,91,873	NA
Schiff Tech India Pvt Ltd	Receivable	11,47,500	11,47,500	11,47,500	NA
Valmir Construction Pvt Ltd	Receivable	-	4,75,000	4,75,000	NA

33. The resolution plan stood implemented on November 9, 2021 with the infusion of equity by the investors, issuance of securities to financial creditors and transfer of control to the present management, in terms of the resolution plan. The payments to the financial creditors are set out in resolution plan. In this regard, on account of the delay by MIDC to execute the tripartite agreement and non-release of NFB limits by the lenders in terms of the resolution plan, the company successfully received exclusion of time from the Hon'ble NCLT. Pursuant to the same, due to further delay in release of NFB Limits by the lenders, the Company has sought further exclusion. The company has been granted interim suspension and the company's application is currently sub judice.

34. Previous year's figures have been re-arranged, re-grouped and re-classified, wherever necessary. The Resolution Plan being implemented on November 9, 2021, the figures of financials are not comparable of FY 2021-2022 with FY 2022-2023.
Further figures of period ended September 30, 2023 are not comparable with the year ended figures of March 31, 2023, 2022 & 2021.

The Notes referred to above form an integral part of the Statement of Accounts.

As per our report attached

For G.P. SHARMA & CO. LLP
Chartered Accountants
Firm Registration No: 109958W/W100247

For and on behalf of the Board

Abdul Hameed Khan
Chief Executive Officer
& Whole Time Director
DIN: 09508070

Abhinav Rishi Angirish
Non-Executive Director
DIN: 01323243

Utkarsh Sharma
Partner

Sonali Gaikwad
Company Secretary

Kumar Balan
Chief Financial Officer

Monica Akhil Chaturvedi
Independent Director
DIN: 02193359

Date: *30th November,2023*
Place: *Mumbai*

OTHER FINANCIAL INFORMATION

The following tables present certain accounting and other ratios compared on the basis of amounts derived from the Audited Consolidated Financial Statements and Unaudited Consolidated Financial Results. For details, see "***Financial Statements***" *on page 125* of this Draft Letter of Offer.

Particulars	Based on Restated Consolidated Financial Statements			
	As at and for the half yearly ended Sept. 30, 2023	**As at and for the year ended March 31, 2023**	**As at and for the year ended March 31, 2022**	**As at and for the year ended March 31, 2021**
Basic earnings per share (₹)	0.20	(0.06)	(1.09)	(161.34)
Diluted earnings per share (₹)	0.20	(0.06)	(0.99)	(161.34)
Return on Net Worth (%)	-ve	-ve	-ve	-ve
Net Asset Value per equity share (₹)	(0.41)	0.36	2.39	(1,038.35)
EBITDA (₹ in lacs)	1,766.67	171.93	(2,692.97)	(26,291.61)

The formula used in the computation of the above ratios are as follows:

<u>Basic earnings per share</u>:

Net Profit after Tax as per Consolidated Statement of Profit and Loss / Weighted Average number of Equity Shares.

<u>Diluted earnings per share</u>:

Net Profit after Tax as per consolidated Statement of Profit and Loss (after adjustment for convertible securities)/ Weighted Average number of Equity Shares (including convertible securities).

<u>Return on net worth (in%)</u>:

Net Profit / (Loss) for the Year (attributable to the owners of the parent)/ Net worth at the end of the year on consolidated basis.

<u>Net asset value per equity share</u>:

Net worth at the end of the year on consolidated basis / Number of Equity Shares outstanding at the end of the year.

<u>EBITDA</u>:

Profit for the year before finance costs, tax, depreciation and amortization as presented in the consolidated statement of profit and loss in the Financial Statements.

Calculation of Return of Net Worth

(Amount in lakhs, unless otherwise specified)

Particulars	Based on Restated Consolidated Financial Statements			
	As at and for the half yearly ended Sept. 30, 2023	**As at and for the year ended March 31, 2023**	**As at and for the year ended March 31, 2022**	**As at and for the year ended March 31, 2021**
Net profit/(loss) (A)	1,370.18	(407.24)	(3,421.43)	(1,76,714.37)
Equity Share capital (B)	14,090.55	12,690.55	12,690.55	2,190.55

Particulars	Based on Restated Consolidated Financial Statements			
	As at and for the half yearly ended Sept. 30, 2023	**As at and for the year ended March 31, 2023**	**As at and for the year ended March 31, 2022**	**As at and for the year ended March 31, 2021**
Instruments Entirely Equity In Nature (C)	-	2,800.00	2,800.00	-
Other equity (including items of other comprehensive income and Non-Controlling Interest) (D)	(16,986.99)	(13,228.59)	(302.85)	(11,39,188.54)
Net Worth (E) = (B+C+D)	(2,896.44)	2,261.96	15,187.70	(11,36,997.99)
Return on Net Worth (A/E) * 100 (%)	**- ve**	**- ve**	**- ve**	**- ve**

Calculation of Net Worth and Net Asset Value per Equity Share

(Amount in lakhs, unless otherwise specified)

Particulars	Based on Restated Consolidated Financial Statements			
	As at and for the half yearly ended Sept. 30, 2023	**As at and for the year ended March 31, 2023**	**As at and for the year ended March 31, 2022**	**As at and for the year ended March 31, 2021**
Equity Share capital (A)	14,090.55	12,690.55	12,690.55	2,190.55
Instruments Entirely Equity in Nature (B)	-	2,800.00	2,800.00	-
Other equity (including items of other comprehensive income and Non-Controlling Interest) (C)	(16,986.99)	(13,228.59)	(302.85)	(11,39,188.54)
Net Worth (D) = (A+B+C)	(2,896.44)	2,261.96	15,187.70	(11,36,997.99)
No. of Equity shares outstanding (E) (in Lakhs)	**7,045.28**	**6,345.28**	**6,345.28**	**1,095.00**
Net Asset Value per Equity Share (₹) (F) = (D) / (E)	**(0.41)**	**0.36**	**2.39**	**(1,038.35)**

Calculation of EBIDTA

(Amount in lakhs, unless otherwise specified)

Particulars	Based on Restated Consolidated Financial Statements			
	As at and for the half yearly ended Sept. 30, 2023	**As at and for the year ended March 31, 2023**	**As at and for the year ended March 31, 2022**	**As at and for the year ended March 31, 2021**
Profit/(loss) before exceptional items and tax	1,370.18	(407.24)	(3,421.43)	(1,76,714.37)
Add: Interest/ Finance Cost	36.34	37.80	-	1,49,420.72
Add: Depreciation	360.15	541.37	728.46	1,002.04
EBITDA	**1,766.67**	**171.93**	**(2,692.97)**	**(26,291.61)**

CAPITALISATION STATEMENT

*The following table sets forth the capitalisation statement as of September 30, 2023, on the basis of our Unaudited Interim Financial Information and financial records as derived from the books of accounts, and as adjusted for the Issue. This table should be read in conjunction with "**Risk Factors**", "**Financial Information**" and "**Management's Discussion and Analysis of Financial Condition and Results of Operations**", on pages 23, 125 and 216, respectively.*

Particulars	Pre-Issue as of September 30, 2023	As adjusted for the Issue
Total Borrowings		
Non-current borrowings	1,79,322.54	[●]
Current borrowings	6,618.82	[●]
Total Borrowings (A)	**1,85,941.36**	[●]
Total Equity		
Equity Share Capital*	14,090.55	[●]
Other Equity (Including NCI)*#	(16,986.99)	[●]
Total Equity (B)	**(2,896.44)**	[●]
Ratio: Total Borrowings (A)/ Total Equity (B)	**(64.20)**	[●]

Note:
** These terms shall carry the meaning as per Schedule III of the Companies Act, 2013 (as amended).*
 # It has not been adjusted for the estimated issue expenses.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL POSITION AND RESULTS OF OPERATIONS

*The following discussion and analysis of our financial condition and results of operations should be read in conjunction with the "**Restated Financial Statements**" on page 125 of this Draft Letter of Offer. Further, unless otherwise indicated or the context otherwise requires, all operational information included herein pertains to Fiscal 2021, 2022, 2023 and Half year Sep'2023. Our Company's Fiscal commences on April 1 and ends on March 31 of the immediately subsequent year, and references to a particular Fiscal are to the twelve (12) months ended March 31 of that particular year. Unless the context otherwise requires, in this section, references to "we", "us", "our", "the Company" or "our Company" refers to 'Jyoti Structures Limited'.*

*Some of the information contained in the following discussion and analysis, including information with respect to our plans and strategies, contain forward- looking statements that involve risks and uncertainties. You should also read "Risk Factors" and "**Forward Looking Statements**" on page 18 of this Draft Letter of Offer respectively, which discuss a number of factors and contingencies that could affect our financial condition and results of operations.*

Our financial statements included in this Draft Letter of Offer are prepared in accordance with Ind AS, which differs in certain material respects from other accounting standards like IFRS and U.S. GAAP. Our financial year ends on March 31 of each year. Accordingly, all references to a particular financial year are for the 12 months ended March 31 of that year. Unless otherwise indicated or the context requires, (i) the financial information for Financial Year, 2023 included herein is based on the Audited Financial Statements and (ii) Unaudited Financial Results of our Company for the period ended September 30, 2023 included in this Draft Letter of Offer.

*For further information, see "**Financial Statements**" on page 125 of this Draft Letter of Offer. Certain data in this Draft Letter of Offer is based on reports prepared by CRISIL and management estimates. Neither we, nor the Lead Manager, any of their affiliates or advisors, nor any other person connected with the Issue has independently verified such information.*

OVERVIEW

Our main business focus areas are Transmission Lines, Substations and Distribution Projects. We undertake turnkey projects on a global scale, offering a complete range of services in Design, Testing, Manufacturing, Sourcing, Supply and Construction with our in-house expertise. We are amongst a very few EPC service providers worldwide, which possess the capabilities to execute turnkey projects covering the entire gamut of Power Transmission business. We are compelled to offer our most competitive bids to beat the bidders from across the globe. We are well qualified to secure business against domestic and international competition

We have manufacturing plants at Nashik and Raipur. We also have an in-house Tower Testing facility at Ghoti, Igatpuri, India. We have relationships with clients from over 45 countries across the globe. With a strong Project Management base, we offer the advantages of lower operating cost, efficient deliveries and services that exceeds their expectations.

KEY FACTORS THAT MAY AFFECT OUR RESULTS OF OPERATION

Our results of operations have been, and will be, affected by many factors, some of which are beyond our control. Our results of operations and financial conditions are affected by numerous factors including the following:

(A) Right of way: Seeking land owners consent post agreeing the compensation amount, which can be time consuming, whereby the progress of project may get adversely affected. Wayleaves i.e. access to private land & farms is required to cast foundations, erection of tower & stringing of conductors is obtained by negotiating with land owners, which can be time consuming and can affect the planned progress of the project.

(B) Spike in prices of Raw Material like Steel, Zinc etc: Base Material such as steel, zinc, aluminium form the basic input raw materials for towers, conductor, hardware & accessories, earth wire etc. In recent past the prices of these commodities have seen sharp up moves, such spikes in raw material prices can adversely affect the profitability of the projects.

(C) Environmental & Forest issues: For transmission Lines traversing through forest, bird sanctuaries, wildlife sanctuaries, bio-diversity part etc require permission and NOCs from concerned authorities, this process is time consuming and any delay in receipt of permission or NOCs can lead to idolizing of manpower and other resources which may delay execution and completion of projects.

(D) Rehabilitation & Resettlement: Projects are awarded on the basis of a preliminary survey conducted by the client and/or the Bid processing agencies. However the final route may differ to the initially anticipated route, however effort is made not to distribute or relocate any of the existing structures or inhabitancies. In rare case there may arise need to rehabilitate or resettlement few inhabitants which may affect the execution of the project.

(E) Natural Calamities: Natural Calamities such as earthquake, cyclones, tsunami, floods etc may affect the portion of project, work location, damage to work done in the affected areas, loss of property, manpower, plant and machinery. Some of the work force & other plant & machinery may be required to be diverted to assist in rescue operations. Occurrence of such natural calamities can cause loss of manpower, plant & machinery and delay in execution & completion of project.

(F) Law & Order Problem & Local Issues: Transmission live projects traverse through multiple areas and few of them may have law & order issues due to local commotions, aspects etc. Local instability limits/restrict free mobility of project execution teams, materials, plant & machinery which can cause delay in execution of project.

(G) Contractual problems: Occurrence of any unforeseen event not covered in the contract but required to be carries out, will need discussions with client and other stake holders which may take time to get resolved, such events may lead to idlising of man power, plant & machinery and can delay execution & completion of the project.

(H) Funds constraints with Contractors: EPC projects need continuous & planned infusion of funds to achieve interim milestones to raise invoices for payments for materials supplied & work executed site are to be released by the client as per contract terms & conditions. Any delay(s) in realisation of payment will affect the next set of fund infusion into the project affecting the planned progress and prolonged delays may lead temporary suspension of the project execution.

(I) Forex Volatility: Indian Rupees keeps fluctuating w.r.t. to leading global currencies and any unfavourable movement in exchange rates can affect the costs & ultimately the margins from the project.

(J) Force Majeure Risk: The Company may be affected by force majeure events, Force majeure" means any unforeseeable circumstance which is beyond the control of Company, or any unavoidable event, even if foreseeable, as a result of which such Company is unable to perform its obligations, in whole or in part. Such circumstances include, but are not limited to, any strike, factory closure, explosion, maritime peril, natural disaster, act by a public enemy, fire, flood, accident, war, riot, insurgence or any other similar event.

(K) Court / NGT / NCLT Cases: The company may face litigation in various forums, the outcome of which may affect our operations..

Operations of our Company

Our Company has three lines of operations which include

a. transmission lines,
b. substations & and
c. rural electrification.

We provide services including designing & engineering, transmission tower manufacturing & testing, construction and project management. The company has experience in executing high voltage Transmission lines up to 800 KV, Substations up to 765 KV and Distribution Lines and has constructed over 31,000 circuit Km, over 1,800 bays of substations and electrified over 20,000 villages.

Some of the major domestic clients of the Company include

a. Power Grid Corporation of India Limited (PGCIL),
b. Adani Transmission Limited,
c. Sterlite Power Transmission Limited,
d. ReNew Power ,
e. Reliance Infrastructure, etc.

We have worked for clients from over 50 countries around the world and has executed projects in and exported products to countries like USA, Australia, Chile, Canada, Ethiopia, Egypt, France, Indonesia, Malaysia, South Africa, Namibia, Bangladesh, Tanzania, Kenya, etc.

We are one of India's leading providers of turnkey solutions in the field of power transmission. We possess the capabilities to execute turnkey projects in the power transmission business. We are engaged in turnkey contracts of Extra High Voltage Transmission Lines (TL), Sub-stations (SS) and Rural Electrification (RE) having unique prequalification positioning in executing high voltage Transmission Lines up to 800 kV, Substations up to 765 KV and Distribution Lines. We have a successful track record for a period of over 3 decades and has executed projects in six continents for customers from over 50 countries around the globe. Our Company is an ISO 9001, ISO 14001 and OHSAS 18001 certified company. The transmission lines / sub-stations ensure bulk transport of power over long distances from power generating stations to distribution centers, and are an integral part of the power sector. The operation of the company involves design/engineering, manufacturing, trading (sourcing of bought-out items) and services (construction of TL, SS & RE) activities.

The contracts awarded to our Company typically fall into the following categories:

- Supply of transmission line towers ;
- Construction of transmission lines & sub-stations and ;
- Turnkey contracts of transmission lines, sub-stations and rural electrifications.

SUPPLY CONTRACTS

This relates to the supply of galvanised steel members, nut-bolts, bought-out items like conductors, insulators, earth-wire, OPGW, hard ware & accessories etc.

CONSTRUCTION CONTRACTS

a) *Transmission Lines*: This relates to the erection of transmission line towers and stringing of cables. Construction contracts involve surveying, excavation, laying of foundation blocks, erection of towers and stringing of cables. The size of the tower depends upon the geological conditions, the size of the cable and technical specifications and is typically between 60-100 metres in height. The distance between towers is approximately 300-400 metres.

b) *Substations*: This covers erection and installation of items like current transformers, voltage transformers, isolators, surge arrestors, insulators, PLCC systems, switch gear, cables, lattice structures etc.

TURNKEY CONTRACTS

a) ***Transmission Lines*** **:** This involves setting up a transmission network between two sub-stations and covers all activities from geological survey to stringing of cables. Turnkey contracts therefore comprise manufacturing, trading and service activities. The manufacturing activities involve fabrication of tower, trading activities include sale of bought out components, which are marked up, and the service activities include surveying, erection and stringing.

b) ***Substations*** **:** The scope of work encompasses complete engineering & drawing, complete project management, inland transportation & insurance, providing training to customers employees, civil works, foundations, road/rail track construction, site development, control room construction, sewage & water system & staff colony construction, installation of plant and equipments, testing, commissioning and operational acceptance of the substation.

c) ***Distribution Lines*** **:** Electricity distribution is the penultimate stage in the delivery (before retail) of electricity to end users. It is generally considered to include medium-voltage (less than 50 kV) power lines, electrical substations and pole-mounted transformers, low-voltage (less than 1000 V) distribution wiring and sometimes electricity metres.

PROCESS AND OUR CAPABILITIES

I. SURVEY

The initial activity is a geological and topographical survey of the area. Factors such as wind conditions, typ++++++++++++++++++++++++++++++++e of soil, weather, climatic conditions, load bearing capacity and water/moisture content are analysed. These are fed into Computer Aided Design (CAD) system for optimising the design.

Following are the modern survey techniques used by the Company since last few years.

- Remote sensing using satellite images
- Mosaicing of images
- Digitization of Toposheets
- Generation of Corridor Maps & Digital Terrain Models (DTM)
- Detailed terrain analysis of the alignment corridor
- Tools include Total Stations, Theodolites, GIS equipment

II. DESIGN & ENGINEERING

The design parameters determine the strength and quantum of raw material and consequently the cost. This is followed by testing, wherein the prototype is subject to various load tests.

The company has a design team that has extensive experience in developing towers for a variety of topographies such as mountains, forests and riverbeds. Designing plays a pivotal role in the TLT industry. Testing of tower is a crucial stage in the manufacturing process and requires following procedures. Mass production of towers cannot be commenced unless they have been tested and approved by the customer-

- Sag tension calculations
- Loading on Conductor, Ground Wire and Insulators
- Wind load on tower
- Analysis of tower with required body / leg extension
- Design of members
- Foundation loads
- Design of stub cleat
- Outline & electrical clearance diagram
- Foundation design

III. TOWER TESTING

The testing facility at Ghoti was set up on a plot admeasuring in aggregate 41 acres approx. Testing of prototypes is a crucial stage in the manufacturing process. Mass production of towers cannot be commenced unless they have been tested and approved by the customer. Earlier, JSL was dependent on testing facilities offered by public sector units at Chennai, Bangalore and Nagpur. These facilities normally had long waiting periods due to the nature of the testing process and the limited number of such facilities. This often delayed timely execution of orders.

The development of a tower testing facility improved the Company’s production and project execution capabilities. The testing facility is the most modern facility of its kind in Asia and the only one facility capable of testing 1,000 KV double circuit towers.

- Tested Guyed, Tubular towers
- Over 463 Towers tested for Customers from 40 countries
- Crane for faster tower erection
- Prototype fabrication shop at testing station itself
- Manual / Automatic mode testing through control panel / PC software

Apart from the captive consumption, surplus tower testing facility is also provided to other players in the industry, including electricity utilities from abroad. Thus, the demand for tower testing facility has witnessed from countries like Canada, Egypt, Australia, Peru & Sri Lanka.

IV. MANUFACTURING

We have production facilities at Nasik (Maharashtra) and Raipur (Chhattisgarh) for fabrication and galvanising of towers and structures. The plants are equipped with the state- of-the-art Computer

Numerical Controlled (CNC) machines, which are backed by excellent quality systems. As the towers are manufactured through a batch process, requiring large space for storage in the intermediate stages, the company has provided for the same at both Nasik and Raipur.

NASHIK FACTORY

The Nasik factory commenced commercial production in 1979 and has been expanded and modernised subsequently. The combined installed capacity at Nasik Plant-I and II is 1,10,000 MT p.a. This plant services all the Companies orders.

RAIPUR FACTORY

The Raipur factory was set up in 1993 and covers an area of 26,305 square metres. The central location of Raipur, sales tax benefits and its proximity to steel manufacturers were the key factors for choosing this location. The Company considered requirements for future expansion while originally acquiring land. Consequently, the Company has adequate land for future expansion.

Nasik factory is presently operational.

V. CONSTRUCTION

The Construction Division undertakes activities like survey, foundation, erection and stringing of conductors when the Company receives contract on a turnkey basis. The Division is equipped with most modern Tension Stringing Equipment, which is used to string the conductors on towers. It has adequate fleet of construction equipment and vehicles.

- Constructed over 18,000 ckt. kms. of transmission lines including 800 Kv/400 kV D/C/500 kV HVDC/ OPGW Stringing
- Possess 40 sets of Tension Stringing Equipment
- Capacity to string twin/quad bundle conductors & OPGW p.a.
- Executed jobs in difficult terrains like the Himalayan Ranges, Deserts and total water-logged Areas
- Executed river crossings including 1,000 meters spanning over river Ganges with 142-meter-tall towers.
- Executed microwave tower construction projects
- Site services, construction, erection, testing and commissioning
- Electrical, civil structural and associated systems
- Constructed Sub-stations over 1800 bays & Commissioned transformation capacity over 3800 MVA.

RAW MATERIAL

The demand of steel and zinc are met through domestic purchases and imports. Nut/bolts are procured domestically. In the turnkey contracts bought-out components like Conductors, Insulators, OPGW, Shield Wires, Hardware accessories etc. are sourced locally and overseas.

MARKET

We have been executing contracts of transmission lines and substations within India and abroad. Market can be divided into domestic (including deemed exports) & international (exports).

OUR RESULTS OF OPERATIONS

The following table sets forth a breakdown of our results of operations and each item as a percentage of our total revenue for the periods indicated.

	PARTICULARS	As at and for the half yearly ended Sept. 30, 2023	(% of total income)	As at and for the year ended March 31, 2023	(% of total income)	As at and for the year ended March 31, 2022	(% of total income)	As at and for the year ended March 31, 2021	(% of total income)
	CONTINUING OPERATIONS								
I	**INCOME**								
	Revenue from Operations	26,662.95	98.75%	22,923.12	99.20%	438.87	80.65%	-	0.00%
	Other Income	337.83	1.25%	184.30	0.80%	105.27	19.35%	15.45	100.00%
	TOTAL INCOME	**27,000.78**	**100.00%**	**23,107.42**	**100.00%**	**544.14**	**100.00%**	**15.45**	**100.00%**
II	**EXPENSES**								
	Cost of Materials Consumed	13,787.06	51.06%	15,286.87	66.16%	319.55	58.73%	523.78	3390.16%
	Erection and Sub-contracting Expense	8,251.48	30.56%	6,460.78	27.96%	1,512.19	277.90%	150.08	971.39%
	Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade	946.56	3.51%	(2,507.20)	-10.85%	436.35	80.19%	-	0.00%
	Employee Benefits Expense	1,031.78	3.82%	2,560.98	11.08%	435.18	79.98%	397.58	2573.33%
	Finance Costs	36.34	0.13%	37.80	0.16%	-	0.00%	1,49,420.72	967124.40%
	Depreciation and Amortization Expense (Net)	360.15	1.33%	541.37	2.34%	728.46	133.87%	1,002.04	6485.70%
	Other Expenses	1,217.23	4.51%	1,134.06	4.91%	533.84	98.11%	25,235.62	163337.35%
	TOTAL EXPENSES	**25,630.60**	**94.93%**	**23,514.66**	**101.76%**	**3,965.57**	**728.78%**	**1,76,729.82**	**1143882.33%**
III	**Profit/(Loss) Before Tax (I-II)**	**1,370.18**	**5.07%**	**(407.24)**	**-ve**	**(3,421.43)**	**-ve**	**(1,76,714.37)**	**-ve**
IV	**Tax Expense:**								
	Current Tax	-	-	-	-	-	-	-	-
V	**Profit/(Loss) for the year (III-IV)**	**1,370.18**	**5.07%**	**(407.24)**	**-ve**	**(3,421.43)**	**-ve**	**(1,76,714.37)**	**-ve**
VI	**Other Comprehensive income**								
	A. Items that will not be reclassified to profit or loss								
	Remeasurements of the defined benefit plans	(62.43)	-ve	(92.79)	-ve	(13.51)	-ve	1,161.72	7519.22%
	Total	**(62.43)**	**-ve**	**(92.79)**	**-ve**	**(13.51)**	**-ve**	**1,161.72**	**7519.22%**
	B. Items that will be reclassified to profit or loss								
	Remeasurement of MF Investment at fair value	9.40	0.03%	2.83	0.01%	9.44	1.73%	16.07	104.01%
	Total	**9.40**	**0.03%**	**2.83**	**0.01%**	**9.44**	**1.73%**	**16.07**	**104.01%**
		(53.03)	**-ve**	**(89.96)**	**-ve**	**(4.07)**	**-ve**	**1,177.79**	**7623.24%**
VII	**Total Comprehensive Income**	**1,317.15**	**4.88%**	**(497.20)**	**-ve**	**(3,425.50)**	**-ve**	**(1,75,536.58)**	**-ve**

	PARTICULARS	As at and for the half yearly ended Sept. 30, 2023	(% of total income)	As at and for the year ended March 31, 2023	(% of total income)	As at and for the year ended March 31, 2022	(% of total income)	As at and for the year ended March 31, 2021	(% of total income)
VIII	**Net Profit Attributable to**								
	Owner	1,370.18	5.07%	(407.24)	-ve	(3,426.98)	-ve	(1,76,704.15)	-ve
	Non controlling Interest	-	-	-	-	5.55	1.02%	(10.22)	-66.15%
	Other Comprehensive income								
	Owner	(53.03)	-ve	(89.96)	-ve	(4.07)	-ve	1,177.79	7623.24%
	Non controlling Interest	-	-	-	-	-	-	-	-
	Total Comprehensive income								
	Owner	1,317.15	4.88%	(497.20)	-ve	(3,431.05)	-ve	(1,75,526.36)	-ve
	Non controling Interest	-	-	-	-	5.55	1.02%	(10.22)	-ve
IX	**Earnings Per Equity Share (In INR)**								
	[Nominal value of share INR 2]								
1)	Basic	INR 0.199		INR -0.064		INR -1.085		INR -161.339	
2)	Diluted	INR 0.195		INR -0.058		INR -0.999		INR -161.339	

EBITDA & EBITDA Margin

EBITDA is defined as our profit/loss before tax, finance cost and depreciation and amortisation. EBITDA margin is defined as our EBITDA as a percentage of total income. .

(₹ in lakhs)

Category	Based on Restated Consolidated Financial Statements			
	As at and for the half yearly ended Sept. 30, 2023	As at and for the year ended March 31, 2023	As at and for the year ended March 31, 2022	As at and for the year ended March 31, 2021
Restated (loss) / profit after tax	1,370.18	(407.24)	(3,421.43)	(1,76,714.37)
Add: Total Tax Expense	-	-	-	-
Add: Finance Costs	36.34	37.80	-	1,49,420.72
Add: Depreciation and Amortisation expense	360.15	541.37	728.46	1,002.04
Earnings before interest, taxes, depreciation and amortization expenses (EBITDA)	1,766.67	171.93	(2,692.97)	(26,291.61)
Total Income	27,000.78	23,107.42	544.14	15.45
EBITDA Margin (%)	6.54%	0.74%	-ve	-ve

The following table sets forth certain key performance indicators for the periods indicated:

Particulars	Based on Restated Consolidated Financial Statements			
	As at and for the half yearly ended Sept. 30, 2023	As at and for the year ended March 31, 2023	As at and for the year ended March 31, 2022	As at and for the year ended March 31, 2021
Total Income (*₹ in lakhs*)	27,000.78	23,107.42	544.14	15.45
EBITDA (*₹ in lakhs*)	1,766.67	171.93	(2,692.97)	(26,291.61)

Particulars	Based on Restated Consolidated Financial Statements			
	As at and for the half yearly ended Sept. 30, 2023	As at and for the year ended March 31, 2023	As at and for the year ended March 31, 2022	As at and for the year ended March 31, 2021
EBITDA Margin (%)	6.54%	0.74%	-ve	-ve
EBIT *(₹ in lakhs*)	1,406.52	(369.44)	(3,421.43)	(27,293.65)
PAT (*₹ in lakhs*)	1,370.18	(407.24)	(3,421.43)	(1,76,714.37)
PAT Margin (%)	5.07%	-ve	-ve	-
Equity / Net Worth	(2,896.44)	2,261.96	15,187.70	(11,36,997.99)
Capital Employed	1,92,402.42	1,91,090.61	2,02,572.02	(11,35,923.95)
RoE (%)*	-ve	-ve	-ve	-ve
RoCE (%)	0.73%	-ve	-ve	-ve

Notes:

- *"EBITDA" and "EBITDA margin" are Non-GAAP financial measures. EBITDA refers to our restated profit for the year/period, as adjusted to exclude (i) depreciation and amortization expenses, (ii)finance costs and (iii) total tax expenses. EBITDA Margin refers to the percentage margin derived by dividing EBITDA by total income.*
- *"RoE" means return on equity, which represents Profit after tax during the relevant year / period divided by Equity.*
- *"RoCE" means return on capital employed, which represents EBIT (Earnings before Interest and Tax) during the relevant year/period as a percentage of capital employed. Capital employed is the total of all types of capital, other equity, total borrowings, total lease liabilities and deferred tax liabilities (net) less deferred tax assets (net) as of the end of the relevant year/period.*
- *Profit/loss after tax margin is defined as profit/loss after tax divided by total income.*

Discussion on the Results of Operation

Half year ended September 30, 2023:

During the half year ended September 30, 2023 our Company has scaled up its operations clocking a turnover of ₹26,662.95 lakhs as against ₹22,923.12 lakhs for the whole of Fiscal 2023. The EBIDTA Margins have also improved and the Company also posted a net profit of ₹1,370.18 lakhs as against loss of ₹407.24 lakhs during Fiscal 2023. Although the half year figures are not comparable with full year figures of Fiscal 2023, the half-yearly results reflect the strong revival of Company's operations with the implementation of the Resolution Plan.

Fiscal 2023 compared to Fiscal 2022

Income

Our total income increased to ₹23,107.42 lakhs in Fiscal 2023 from ₹544.14 lakhs in Fiscal 2022. The total income of Sept 2023 is ₹27,000.78 lakhs. The total income of half year ended September 30, 2023 exceeds the total income of Fiscal 2023.

<u>Revenue from Operations</u>: Our revenue from operations increased by 5,123.21% to ₹22,923.12 lakhs in Fiscal 2023 from ₹438.87 lakhs in Fiscal 2022. The Resolution plan of the Company got implemented on November 9, 2021 and the Company is gradually restoring its operations and the increase in turnover is the result of efforts of the management of the Company to revive the Company's business operations pursuant to the Resolution Plan approved by the NCLT.

<u>Other Income</u>: The other income increased by 75.07% from ₹105.27 lakhs in Fiscal 2022 to ₹184.30 lakhs in Fiscal 2023. The increase in other income was primarily due to increase in interest income from fixed deposits.
Expenses

Total Expenditure

Our total expenditure increased by 492.97% to ₹ 23,514.66 lakhs in Fiscal 2023 from ₹ 3,965.57 lakhs in Fiscal 2022, due to the factors described below:

<u>Cost of materials consumed:</u> Our cost of materials expenses increased by 4,683.87% from ₹319.55 lakhs in Fiscal 2022 to ₹15,286.87 lakhs in Fiscal 2023. It primarily consists of Opening Stock of Raw Material, Purchases of Raw Material and Closing Stock of Raw Material. The cost of materials consumed is directly proportionate to the

operations of our Company, therefore due to increase in our operations as compared to previous year led to increase in the cost of materials consumed in the Financial Year ended 31.03.2023.

Erection and Sub-contracting Expense: Our erection and subcontracting expenses increased by 327.25% from ₹1,512.19 lakhs in Fiscal 2022 to ₹ 6,460.78 lakhs in Fiscal 2023. This increase was primarily due to increase in our operation.

Change in inventories of work in progress, finished goods and stock-in-trade: Our change in inventories of work in progress and finished goods expenses decreased by 674.58% from ₹436.35 lakhs in Fiscal 2022 to ₹(2,507.20) lakhs in Fiscal 2023. This decrease was primarily due to the difference between our opening stock and closing stock inventories of finished goods, stock-in-trade and work in progress.

Employee benefit expenses: Our employee benefit expenses increased by 488.49% from ₹435.18 lakhs in Fiscal 2022 to ₹2,560.98 lakhs in Fiscal 2023. Employee benefit expenses comprise salaries and bonus, contribution to provident and other funds, staff welfare expenses and training & development expenses. This increase is due to the fact that as compared to previous year, the company was operational throughout the year and also, the scale of our company's operations have increased.

Finance cost: Our finance cost expenses increased by 100% from NIL in Fiscal 2022 to ₹37.80 lakhs in Fiscal 2023. This increase was primarily due to increase in primarily of interest expense and other bank charges.

Depreciation and amortisation expense: Our depreciation and amortization expense decreased by 25.68% from ₹728.46 lakhs in Fiscal 2022 to ₹541.37 lakhs in Fiscal 2023. Depreciation and amortization expenses primarily include depreciation expenses on our plant, property and equipment and amortization expenses on our intangible assets.

Other expenses: Our other expenses increased by 112.43% from ₹533.84 lakhs in Fiscal 2022 to ₹1,134.06 lakhs in Fiscal 2023. Other expenses primarily include travelling expenses, legal and professional fees, insurance and, security & electricity and other miscellaneous expenses. The expenses have increased as the scale of operations have increased in Fiscal 2023 as compared to Fiscal 2022.

Tax Expense: There is no change in tax expense. It is NIL for both the years as the Company incurred losses in both years.

Other comprehensive income for the period/year: Our comprehensive income (loss) decreased by 2,110.32% from ₹(4.07) lakhs in Fiscal 2022 to ₹(89.96) lakhs in Fiscal 2023. This was mainly due to recognition of remeasurement gain of defined benefit plans during the Fiscal.

Profit/ (Loss) for the period/year, net of tax from continuing operations: Our Company has incurred loss of ₹(407.24) lakhs in Fiscal 2023 compared to loss of ₹(3,421.44) lakhs in Fiscal 2022. The reduction in losses is attributable to increase in scale of operations.

Liquidity and Capital Resources

Historically, our primary liquidity requirements have been to fund our working capital requirements and capital expenditure. We have funded these primarily through cash generated from operations, issuance of capital, and borrowings from banks and financial institutions.

We expect to meet our working capital and planned capital expenditure requirements for the next 24 months primarily from the cash flows from business operations, borrowings from banks and financial institutions and through capital issue.

Cash Flows

The following table summarizes our cash flows for the periods indicated:

(₹ in lakhs)

Particulars	Based on Restated Consolidated Financial Statements			
	As at and for the half yearly ended Sept. 30, 2023	As at and for the year ended March 31, 2023	As at and for the year ended March 31, 2022	As at and for the year ended March 31, 2021
Net Cash from Operating Activities	389.60	(4,386.37)	(9,954.55)	(218.86)
Net Cash Used in Investing Activities	(485.21)	(901.75)	(17.34)	15.05
Net Cash Used in Financing Activities	(36.34)	(37.80)	17,000.00	-
Net Increase / (Decrease) in Cash and Cash Equivalents	(131.95)	(5,325.92)	7,028.11	(203.81)
Cash and Cash Equivalents at the beginning of the period/year	3,061.92	8,387.84	1,359.73	1,563.54
Cash and Cash Equivalents at the end of the period/ year	2,929.97	3,061.92	8,387.84	1,359.73

Operating Activities

Fiscal 2023

In Fiscal 2023, net cash generated from operating activities was ₹(4,386.37) lakhs and the operating profit before working capital changes was ₹ (1,018.18) lakhs. The change in working capital primarily due to increase in Trade Receivables & other current assets by ₹(14,217.60) lakhs and increase in current liabilities & provisions by ₹10,849.41 lakhs.

Fiscal 2022

In Fiscal 2022, net cash generated from operating activities was ₹(9,954.55) lakhs and the operating profit before working capital changes was ₹(2,864.71) lakhs. The change in working capital primarily due to increase in Trade Receivables & other current assets by ₹(73,428.26) lakhs and increase in current liabilities & provisions by ₹66,338.43 lakhs.

Fiscal 2021

In Fiscal 2021, net cash generated from operating activities was ₹(218.86) lakhs and the operating profit before working capital changes was ₹(3,514.88) lakhs. The change in working capital primarily due to decrease in Trade Receivables & other current assets by ₹3,821.80 lakhs and decrease in current liabilities & provisions by ₹(525.78) lakhs.

Investing Activities

Fiscal 2023

Net cash used in investing activities was ₹(901.75) lakhs in Fiscal 2023, primarily on account of net purchase of property, plant and equipment of ₹(1,039.29) lakhs, which is offset by interest received of ₹137.54 lakhs.

Fiscal 2022

Net cash used in investing activities was ₹(17.34) lakhs in Fiscal 2023, primarily on account of net purchase of property, plant and equipment of ₹(122.12) lakhs, which is offset by interest received of ₹104.78 lakhs.

Fiscal 2021

Net cash generated from investing activities was ₹15.05 lakhs in Fiscal 2021, primarily on account of interest received of ₹15.05 lakhs.

Financing Activities

Fiscal 2023

Net cash generated from financing activities was ₹(37.80) lakhs during Fiscal 2023, primarily on account of interest paid of ₹(37.80) Lakhs

Fiscal 2022
Net cash used in financing activities was ₹17,000 lakhs during Fiscal 2022, primarily on account of issue of equity shares at premium of ₹17,000 Lakhs

Fiscal 2021
Net cash from financing activities was NIL.

Capital Expenditure

Our capital expenditures primarily relate to the purchase of additions to property, plant and equipment, intangible assets, capital work in progress and intangible assets under development for the financial years ended March 31, 2023, March 31, 2022 and March 31, 2021. During Fiscal 2023, the major addition pertains towards purchase of Plant & Machinery and Tools & Tackles for ₹476.09 Lakhs.

The table below details our capital expenditures incurred for the stated period.

(₹ in lakhs)

Particular	Based on Restated Consolidated Financial Statements			
	As at and for the half yearly ended Sept. 30, 2023	As at and for the year ended March 31, 2023	As at and for the year ended March 31, 2022	As at and for the year ended March 31, 2021
Property, Plant and Equipments	518.79	1,230.21	114.83	-
Intangible assets	-	0.60	9.00	-
Intangible assets under development	23.22	-	-	-
Total	**542.01**	**1,230.81**	**123.83**	**-**

Indebtedness

As on September 30, 2023, we have outstanding borrowings of ₹1,85,941.36 lakhs on a consolidated basis, the details of which are given below:

Particulars	Amount (Rs lakhs)
Non current borrowing	1,79,322.54
Current borrowing	6,618.82
Total	**1,85,941.36**

Off-Balance Sheet Items

We do not have any other off-balance sheet arrangements, derivative instruments or other relationships with any entity that have been established for the purposes of facilitating off-balance sheet arrangements.

Related Party Transactions

We enter into various transactions with related parties in the ordinary course of business. For further details relating to our related party transactions, see *"**Financial Information –Notes to Restated Consolidated Financial Statements - Related Party Transactions**"* on page 186 of this Draft Letter of Offer.

Material Frauds

There are no material frauds, as reported by our statutory auditor, committed against our Company, in the last three Fiscals.

Contingent liabilities

As of Fiscal 2023, our contingent liabilities total ₹21,287.53 lakhs and are set out below:

Contingent Liability not provided for:

(₹ in lakhs)

Sr. No.	Particulars	As of March 31, 2023
	Section - 1 – Contingent Liability	
i)	Outstanding Bank Guarantee (BG)	6,564.00
	Section - 2 – Contingent Liability	
i)	Disputed liabilities in respect of Income Tax, Sales Tax, Central Excise and Service Tax (under appeal)	13,566.54
ii)	Writ Petitions/claim	95.81
iii)	Civil Matters	831.05
iv)	Labour Matters	3.78
v)	Arbitration Matters	226.35

In case of items provided for in the resolution plan of Holding Company, under Section 2 of the Table above, if such liability crystalizes then, as per the Approved Resolution Plan, all such amounts accrued shall be treated and serviced as unsecured debt of the Company and settled at 42% (as shown in the above Table) to be repaid from the 6th to 12th year.

However, these matters are pending for decision before various judicial and legislative authorities. Accordingly, the management has assessed that the possibility of outflow of resources embodying economic benefits with respect to such claims / debts is remote.

Other than the claims and settlements pertaining to the Holding Company that have been envisaged and set out under this Approved Resolution Plan, no other payment or settlement, of any kind, shall be made to any other person or entity in respect of any other claims (whether not admitted or filed with the Resolution Professional) and all such claims against the Company along with any related legal proceedings stand irrevocably and unconditionally abated, settled and extinguished. This condition relating to such extinguishment of claims and related legal proceedings are irrevocably and unconditionally abated, settled and extinguished, forms an integral part of the order by the NCLT approving the Approved Resolution Plan and shall accordingly be binding on all the stakeholders including the Company, its employees, workmen, financial and operational creditors, guarantors, security providers, and other stakeholders. The treatment accorded to the persons receiving settlement under this Approved Resolution Plan shall constitute an absolute discharge and settlement of the dues to which they pertain and shall be the full and final performance, discharge and satisfaction of all obligations relating thereto.

Known trends or uncertainties

Except as disclosed in this Draft Letter of Offer, to our knowledge there are no known trends or uncertainties that have or had or are expected to have a material adverse impact on the revenues or income of our Company from continuing operations.

Unusual or Infrequent Events of Transactions

Except as described in this Draft Letter of Offer, there have been no other events or transactions that, to our knowledge, may be described as "unusual" or "infrequent".

Future relationships between costs and income

Except as disclosed in this Draft Letter of Offer, to our knowledge there are no known factors that we expect will have a material adverse impact on the costs or income from operations of our Company in future.

New Products or Business Segments

Other than as described in this Draft Letter of Offer, there are no new products or business segments in which we operate.

Significant material developments subsequent to the last financial period

In the opinion of the Board of Directors of our Company, since the date of the last financial statements disclosed in this Draft Letter of Offer, there have not arisen any circumstance that materially and adversely affect or are likely to affect the business activities or profitability of our Company or the value of its assets or its ability to pay its material liabilities within the next twelve (12) months.

SWOT Analysis

A. STRENGTHS

- Experience of over three decades in executing turnkey contracts for transmission lines, substations and distribution lines for power transmission.
- Expertise in 800 kV transmission lines as well as 765 kV Substations.
- Three manufacturing facilities; two at Nasik (Maharashtra) and One at Raipur (Chhattisgarh) with CNC machines for fabrication.
- Tower Testing station located at Ghoti, near Nasik for testing towers up to 1,200 kV.
- ISO–9001 certification by NQA–QSR (RVC accredited), ISO–14001 certification by DNV Certification and OHSAS 18001-1999 Certification by DNV Management System Certification.
- The Company has orders worth ₹1,14,603.89 lakhs. on hand currently.
- In house facility for designing and detailing of towers and sub-stations.
- Board controlled and professionally managed company.

B. WEAKNESSES

- Working Capital intensive industry.
- Company is currently implementing Corporate Insolvency Resolution Plan;
- Delays occur in project execution due to issues beyond control of the Company such as land acquisition, forest clearances (which are normally client obligations).

C. OPPORTUNITIES

Industry super-cycle

- As per CEA, power generation will increase from 400 GW to 700 GW by 2030. This is primarily renewable energy generation. The evacuation investment in transmission is ₹2,44,20,000 lakhs.
- The inter state transmission system investment until 2028 is ₹1,78,00,000 lakhs.
- Investment in Revamped Distribution Sector Scheme (RDSS) is ₹3,03,75,800 lakhs.
- As per IEA’s World Energy Outlook 2022, the annual investment in transmission and distribution will grow from USD 300 Bn presently to USD 430 Bn by 2030

D. THREATS

- Large business opportunities existing in the power sector could attract foreign players, thereby increasing competition. However, these companies will have to source the transmission line towers from the local companies, as import would make these foreign companies non-competitive vis-à-vis Indian companies.
- Considering the volume of business that will be available, there could be scarcity of steel in India, which is the major raw material and which could lead to increase in prices. The present capacity available and that being added in the steel sector would be able to take care of the increased requirement. The major inputs for transmission line towers are MS/HT angles and plates which can be easily imported from reputed steel suppliers.

MARKET PRICE INFORMATION

As on the date of this Draft Letter of Offer, 70,45,27,710 Equity Shares of our Company are issued, subscribed and fully paid up. The Equity Shares that are listed and are available for trading on BSE and NSE are 70,45,27,710. In compliance with the Resolution Plan, Our Company, on May 12, 2023 allotted 7,00,00,000 equity shares at a face value of ₹2/- each to Aion Jyoti LLC and Apollo Jyoti LLC in lieu of conversion of the Convertible Preference Shares. Our Company has applied for an in-principle approval to BSE and NSE, approval for which is awaited.

A. The following tables set out the reported high, low and average of the closing prices of our Equity Shares on the NSE and the BSE and number of Equity Shares traded on the days on which such high and low prices were recorded for, and the volume of Equity Shares traded in, the Fiscals 2023, 2022 and 2021:

BSE

(₹ in Lakhs)

Fiscal Year	High	Date of High	No. of Equity Shares traded on date of high	Total turnover of Equity Shares traded on date of high	Low	Date of Low	No. of Equity Shares traded on date of low	Total turnover of Equity Shares traded on date of low	Average price for the year	No. of trading days in the period	Equity Shares traded in the year	
											Volume	Turnover
Fiscal 2023	22.55	April 4, 2022	55,097	12.01	5.23	March 31, 2023	3,79,379	20.71	14.48	249	5,06,31,796	5449.56
Fiscal 2022	25.95	February 4, 2022	3,34,113	82.16	4.12	May 27, 2021	2,12,191	9.37	14.18	248	2,68,16,305	4120.08
Fiscal 2021	8.40	January 8, 2021	5,11,907	42.26	1.42	May 15, 2020	21,267	0.30	3.71	165	1,38,25,477	579.61

(Source: www.bseindia.com)

1. *High, low and average prices are based on the daily closing prices.*
2. *In the case of a year, average represents the average of the closing prices of all trading days of each year presented.*
3. *In case of two days with the same high or low price, the date with the higher volume has been chosen.*

NSE

(₹ in Lakhs)

Fiscal Year	High	Date of High	No. of Equity Shares traded on date of high	Total turnover of Equity Shares traded on date of high	Low	Date of Low	No. of Equity Shares traded on date of low	Total turnover of Equity Shares traded on date of low	Average price for the year	No. of trading days in the period	Equity Shares traded in the year	
											Volume	Turnover
Fiscal 2023	22.25	April 1, 2022	1,21,778	26.02	5.15	March 31, 2023	15,01,232	81.74	14.54	249	10,49,75,777	1,08,89.13
Fiscal 2022	25.85	February 4, 2022	3,91,964	95.81	4.15	May 27, 2021	28,852	1.28	14.08	248	4,00,76,083	61,87.31
Fiscal 2021	8.25	January 8, 2021	3,96,981	32.45	1.15	April 7, 2020	57,180	0.68	3.40	171	1,36,92,260	553.21

(Source: www.nseindia.com)

1. *High, low and average prices are based on the daily closing prices.*
2. *In the case of a year, average represents the average of the closing prices of all trading days of each year presented.*
3. *In case of two days with the same high or low price, the date with the higher volume has been chosen.*

B. The following tables set out the reported high and low and average of the closing prices of our Equity Shares recorded on the NSE and the BSE and the number of Equity Shares traded on the days on which such high and low prices were recorded and the volume of Equity Shares traded in each of the last six months:

The high and low prices and volume of Equity Shares traded on the respective date on the BSE during the last six months preceding the date of filing of this Draft Letter of Offer are as follows:

BSE

(₹ in Lakhs)

Month	High	Date of High	No. of Equity Shares traded on date of high	Total turnover of Equity Shares traded on date of high	Low	Date of Low	No. of Equity Shares traded on date of low	Total turnover of Equity Shares traded on date of low	Average price for the month	No. of trading days in the period	Equity Shares traded in the month	
											Volume	Turnover
November 2023	17.70	November 30, 2023	46,42,690	821.76	11.26	November 01, 2023	9,58,574	109.34	14.74	21	2,96,55,026	4314.58
October, 2023	16.40	October 10, 2023	11,97,691	195.05	11.85	October 31, 2023	11,35,441	136.72	14.64	20	2,86,38,730	4252.07
September, 2023	14.80	September 29, 2023	15,38,152	227.65	10.15	September 01, 2023	8,89,029	91.01	12.38	20	2,49,07,875	2939.45
August, 2023	12.25	August 11, 2023	9,55,915	113.90	9.99	August 01, 2023	2,46,400	24.64	11.15	22	1,33,45,358	1518.62
July, 2023	9.69	July 24, 2023	9,04,830	85.78	8.10	July 7, 2023	2,52,365	21.06	8.89	21	1,10,45,867	992.57
June, 2023	10.15	June 08, 2023	48,11,538	484.63	6.80	June 19, 2023	80,12,427	558.37	8.53	21	5,82,21,337	5017.06

(Source: www.bseindia.com)

1. *High, low and average prices are based on the daily closing prices.*
2. *In the case of a month, average represents the average of the closing prices of all trading days of each month presented.*
3. *In case of two days with the same high or low price, the date with the higher volume has been chosen.*

NSE

(₹ in Lakhs)

Month	High	Date of High	No. of Equity Shares traded on date of high	Total turnover of Equity Shares traded on date of high	Low	Date of Low	No. of Equity Shares traded on date of low	Total turnover of Equity Shares traded on date of low	Average price for the month	No. of trading days in the period	Equity Shares traded in the month	
											Volume	Turnover
November, 2023	17.3	November 30, 2023	3,58,026	61.94	11.25	November 1, 2023	51,06,395	582.54	14.57	21	1,96,08,626	2602.87
October, 2023	16.35	October 10, 2023	25,57,565	410.18	11.80	October 31, 2023	45,40,913	548.06	14.47	20	4,46,04,976	6271.84
September, 2023	14.7	September 29, 2023	4,41,799	64.94	10.25	September 1, 2023	16,25,170	166.58	12.40	20	8,01,28,105	9715.27
August, 2023	12.2	August 14, 2023	18,28,644	222.03	9.8	August 1, 2023	35,58,377	357.27	11.17	22	3,53,70,931	4008.70
July, 2023	9.65	July 24, 2023	49,15,160	465.03	8.05	July 7, 2023	23,90,591	198.27	8.89	21	5,96,82,677	5395.81
June, 2023	10	June 8, 2023	64,59,092	620.00	6.85	June 19, 2023	95,90,592	693.81	8.51	21	8,08,07,314	6960.33

(Source:www.nseindia.com)

1. *High, low and average prices are based on the daily closing prices.*
2. *In the case of a month, average represents the average of the closing prices of all trading days of each month presented.*
3. *In case of two days with the same high or low price, the date with the higher volume has been chosen.*

The Board of our Company has approved the Issue at their meeting held on November 30, 2023. The high and low prices of our Company's shares as quoted on the BSE and NSE on December 1, 2023, the day on which the trading happened immediately following the date of the Board meeting is as follows:

Date	Volume (No of equity Shares)	High Price (₹)	Low price (₹)
BSE			
December 1, 2023	16,38,000	18.05	18.05
NSE			
December 1, 2023	2,73,785	17.6	17.6

(Source: www.nseindia.com and www.bseindia.com)

The closing market price of the Equity Shares as on one day prior* to the date of this Draft Letter of Offer was ₹19.89 on the BSE and ₹19.65 on the NSE. The Issue Price is ₹[●] per Rights Equity Share.

**As on December 19, 2023*

SECTION VI – LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

*Except as disclosed in this section, there are no outstanding (i) criminal proceedings; (ii) actions taken by regulatory or statutory authorities; (iii) litigation involving claims related to direct and indirect taxes; and (iv) pending litigation determined to be material as per the materiality threshold adopted by our Company pursuant to the Board resolution dated November 30, 2023, in each case involving our Company, Directors and Subsidiaries ("**Relevant Parties**").*

For the purpose of identification of material litigation in (iv) above, our Board has considered and adopted the following policy on materiality with regard to outstanding litigation to be disclosed by our Company in this Draft Letter of Offer pursuant to the Board resolution dated November 30, 2023. Accordingly, disclosures of the following types of litigation involving the Relevant Parties have been included.

All outstanding litigation, including any litigation involving the Relevant Parties, other than criminal proceedings, actions by regulatory authorities and statutory authorities, disciplinary actions including any penalty imposed by SEBI or Stock Exchangesagainst the Relevant Parties in the last five financial years including any outstanding actions, would be considered 'material' in the following circumstances:

a) *where such matters involve any of the Relevant Parties, the monetary amount of claim by or against the entity or person in any such pending proceeding is equivalent to or in excess of ₹45,24,000 (being lesser of (i) two percent (2%) of our turnover, as per last audited financial statement of our Company, (ii) two percent (2%) of our net worth, as per last audited financial statement of our Company, except in case where the arithmetic value of net worth is negative, and (iii) five percent (5%) of the average of absolute value of profit or loss after tax, as per the last three audited financial statements of our Company up to the Financial Year 2023), in terms of the Restated Financial Information)("**Materiality Threshold**"); and*
b) *all outstanding litigation which may not meet the Monetary Threshold or wherein a monetary liability is not quantifiable, but where an adverse outcome would materially and adversely affect the business, operations or financial position or reputation or prospects of our Company as determined by our Company.*

Further, except as disclosed in this DLOF, there are no disciplinary actions including penalties imposed by the SEBI or the Stock Exchanges against the Relevant Parties in the last five Financial Years.

It is clarified that for the above purposes, pre-litigation notices received by the Relevant Parties from third-parties (excluding statutory or regulatory or tax authorities) have not been considered as litigation until such time that the Relevant Parties are not impleaded as a defendant in the litigation proceedings before any judicial forum or arbitral forum.

Our Company was admitted into corporate insolvency resolution process ("**CIRP**") as per the Insolvency and Bankruptcy Code, 2016 ("**Code**") pursuant to an order dated July 4, 2017 ("**Insolvency Commencement Date**") passed by the National Company Law Tribunal, Mumbai Bench ("**NCLT**"). Further to the CIRP, a resolution plan was submitted to and approved by the members of the committee of creditors ("**Approved Resolution Plan**") and subsequently, by the NCLT on March 27, 2019 under Section 31 of the Code. The Approved Resolution Plan was implemented on November 9, 2021.

In accordance with the provisions of the Code, any person/ entity who is owed dues pertaining to or in respect of a period prior to the Insolvency Commencement Date, was required to submit 'claims' in respect of its dues to the interim resolution professional/resolution professional of the Company. The Code, read with the Insolvency and Bankruptcy Board of India (Insolvency Resolution Process for Corporate Persons) Regulations, 2016 also prescribes a timeline within which such claims are required to be submitted. Such claims, upon submission and subsequent verification and admission, were thereafter resolved in terms of a resolution plan approved under Section 31 of the Code i.e., the Approved Resolution Plan. During the CIRP of the Company, a moratorium in terms of Section 14 of the Code subsists which, *inter alia*, prohibits "*the institution of suits or continuation of pending suits or proceedings against the corporate debtor (read, our Company), including execution of any judgement, decree or order in any court of law, tribunal, arbitration panel or other authority*". Additionally, the provisions of the Code mandate settlement of all insolvency resolution process costs incurred during the CIRP of the Company in full in priority to all other creditors of our Company.

The Approved Resolution Plan was implemented on November 9, 2021, on which date all insolvency resolution process costs were paid in full, and all claims covered under the Approved Resolution Plan were to be dealt with only in accordance with the provisions of the Approved Resolution Plan.

The provisions of the Approved Resolution Plan are binding under Section 31 of the Code. The relevant portion of Section 31(1) of the Code is reproduced below:

If the Adjudicating Authority is satisfied that the resolution plan as approved by the committee of creditors under Section 30(4) meets the requirements as referred to in section 30(2), it shall, by order approve the resolution plan which shall be binding on the corporate debtor and its employees, members, creditors, guarantors, stakeholders, including the Central Government, any State Government or any local authority to whom a debt in respect of the payment of dues arising under any law for the time being in force, such as authorities to whom statutory dues are owed, guarantors and other stakeholders involved in the resolution plan.

As regards any claim not covered under the Approved Resolution Plan, the same stood settled/ resolved in terms of the Approved Resolution Plan and judicial precedents. The Approved Resolution Plan specifically provides for treatment of claims which are not resolved under its provisions. Reference is drawn to Section VII, Clause L of the Approved Resolution Plan, which provides as under:

"Other than the claims and settlements pertaining to the Company that have been envisaged and set out under this Final Resolution Plan, no other payment or settlement, of any kind, shall be made to any other person or entity in respect of any other claims (whether or not admitted or filed with the Resolution Professional) and all such claims against the Company along with any related legal proceedings shall be liable to be irrevocably and unconditionally abated, settled and extinguished. This condition relating to such extinguishment of claims and related legal proceedings being liable to be irrevocably and unconditionally abated, settled and extinguished, shall be deemed to form an integral part of the order by the NCLT approving the Final Resolution Plan and shall accordingly be binding on all the stakeholders including the Company, its employees, workmen, financial and operational creditors, guarantors, security providers, and other stakeholders."

The Hon'ble Supreme Court, in the decision of ***Ghanshyam Mishra and Sons Private Limited v. Edelweiss Assets Reconstruction Company Limited*** (2021 9 SCC 657), has also upheld the aforesaid, wherein it was held that once a resolution plan is duly approved by the Adjudicating Authority under Section 31(1) of the Code,, the claims as provided in the resolution plan shall stand frozen and will be binding on the corporate debtor and its employees, members, creditors, including the Central Government, any State Government or any local authority, guarantors and other stakeholders. On the date of approval of the resolution plan by the Adjudicating Authority, all claims, which are not a part of the resolution plan, shall stand extinguished and no person will be entitled to initiate or continue any proceedings in respect to a claim, which is not part of the resolution plan.

The Hon'ble Supreme Court, in its decision in ***Essar Steel India Ltd. Committee of Creditors v. Satish Kumar Gupta, (2020) 8 SCC 531***, held that once a resolution plan has been approved by the Adjudicating Authority, the same is binding on all stakeholders. After approval of the resolution plan, a successful resolution applicant cannot suddenly be faced with "undecided" claims as this would amount to a hydra head popping up which would throw into uncertainty amounts payable by a prospective resolution applicant who would successfully take over the business of the corporate debtor. All claims must be submitted to, and decided by, the resolution professional so that a prospective resolution applicant knows exactly what has to be paid in order that it may then take over and run the business of the corporate debtor, and run the corporate debtor on a fresh slate.

The Approved Resolution Plan also provides the following protections against any actions by any statutory authority or otherwise:

<u>Section VI, Clause C(3)</u>
"…it is stipulated that there will be no further demands, litigation, and prosecution by the statutory bodies against the Proposed Investors, the Company, its directors, employees and erstwhile Founder Promoters with respect to the matters contained herein."

Section VII, Clause N

"All litigation against the Company, the Founder Promoters, guarantors, directors and employees of the Company, related to matters that are addressed as per the Final Resolution Plan will become liable to be withdrawn by the creditors of the Company upon receipt of the NCLT's approval of this Final Resolution Plan. All creditors shall within 30 days of NCLT's approval of this Final Resolution Plan, execute appropriate documents and take appropriate steps to give effect to these stipulations."

Section 32A of the Code deals with liability for prior offences. It states that the liability of a corporate debtor for an offence committed prior to the commencement of the corporate insolvency resolution process shall cease, and the corporate debtor shall not be prosecuted for such an offence from the date the resolution plan has been approved by the Adjudicating Authority under Section 31. The proviso clarifies that if prosecution had been instituted during the corporate insolvency resolution process against such corporate debtor, it shall stand discharged from the date of approval of the resolution plan, subject to the conditions mentioned therein.

Section 32A of the Code also states that no action shall be taken against the property of the corporate debtor in relation to an offence committed prior to the commencement of the corporate insolvency resolution process of the corporate debtor, where such property is covered under a resolution plan approved by the Adjudicating Authority under section 31, subject to the conditions mentioned therein.

By virtue of the Approved Resolution Plan, read with the provisions of the Code, our Company is protected from liabilities for any criminal offences pertaining to the period prior to the Insolvency Commencement Date. The Approved Resolution Plan also provides protection against any actions by any statutory authority or otherwise as follows:

Section VI, Clause C(3)

"…it is stipulated that there will be no further demands, litigation, and prosecution by the statutory bodies against the Proposed Investors, the Company, its directors, employees and erstwhile Founder Promoters with respect to the matters contained herein."

Section VII, Clause N

"All litigation against the Company, the Founder Promoters, guarantors, directors and employees of the Company, related to matters that are addressed as per the Final Resolution Plan will become liable to be withdrawn by the creditors of the Company upon receipt of the NCLT's approval of this Final Resolution Plan. All creditors shall within 30 days of NCLT's approval of this Final Resolution Plan, execute appropriate documents and take appropriate steps to give effect to these stipulations."

Based on the above, the legal proceedings against our Company are classified into the following categories / sections:

Section I: Litigations initiated prior to CIRP but not part of admitted claims addressed in the Approved Resolution Plan

Based on the principles of the Code, any financial liability in respect of these litigations stood resolved. Further, the liability of our Company for an offence committed prior to commencement of the CIRP in terms of Section 32A of the Code ceased upon approval of the Approved Resolution Plan. Also, in terms of the Approved Resolution Plan, all litigations against our Company, the Founder Promoters, guarantors, directors and employees of the Company, related to matters that are addressed as per the Final Resolution Plan will become liable to be withdrawn by the creditors of the Company.

Section II(a) Specific "Identified Potential Liabilities" addressed in the Approved resolution Plan

Claims that are recognized as potential liabilities have been resolved in the Approved Resolution Plan. Since the same are resolved in terms of the Approved Resolution Plan on account of specific treatment being accorded to the relevant creditors, our Company has no further financial liability on account of the same.

Section II(b) Specific "Identified Potential Liabilities" contingent under the Approved resolution Plan

Claims that are identified as contingent liabilities in the Approved Resolution Plan. If such contingent liability crystalizes, then as per the Approved Resolution Plan, such amounts are to be treated and serviced as unsecured debt of our Company and the persons to whom such amounts are owed shall be treated as unsecured creditors. Our Company will pay 42% of the crystalized amount from year 6 up to year 12.

Section III: Litigation / Arbitrations filed by our Company

Litigation / Arbitration matters filed by our Company. If our Company receives a favourable order in these matters, it will result in cash inflow for our Company.

Section IV: Litigations initiated after the Approved Resolution Plan

As elaborated within this Chapter

Litigation involving our Company

Litigation against our Company

Criminal Proceedings

The following criminal proceedings were initiated against our Company prior to the CIRP and continue to be contested. Since these proceedings relate to prior to the CIRP, whether admitted or not, they will be dealt with in accordance with the provisions of the Approved Resolution Plan and Section 32A of the Code, which states that the liability of a corporate debtor (read, our Company) for an offence committed prior to the commencement of the corporate insolvency resolution process shall cease, and the corporate debtor shall not be prosecuted for such an offence from the date the resolution plan has been approved and that if prosecution had been instituted during the corporate insolvency resolution process against such corporate debtor, it shall stand discharged from the date of approval of the resolution plan.

1. ***Kishan Dhannulal Sadhwani vs. State of Maharashtra and Ors. – Criminal Writ Petition No. 130 of 2017***

   Kishan Dhannulal Sadhwani ("**Petitioner**") filed a criminal writ petition before the Hon'ble High Court of Judicature at Bombay, Nagpur Bench ("**Court**") against, amongst others, Jyoti Structures Limited ("**Respondent 7**") under Article 226 of the Constitution of India. It is alleged that Mitali Kishan Sadhwani, daughter of the Petitioner, came into the clutches of the high voltage lines which pulled her towards it and injured her. The Petitioner filed the Petition, praying that the court direct appointment of an independent agency to investigate the incident and that the person/persons responsible for the same be booked, prosecuted and punished in accordance with law and be asked to pay certain compensation. The Petition is pending before the court.

Civil Proceedings

The following civil proceedings were initiated against our Company and continue to be contested. In case of the proceedings that relate to prior to or during the CIRP, whether admitted or not, they will be dealt with in accordance with the provisions of the Code and the Approved Resolution Plan, as explained above.

Civil proceedings above the Materiality Threshold

Nil

Civil proceedings that are non-quantifiable but otherwise deemed material

1. ***Africa Power Company CC vs. Jyoti Structures Limited – Company Appeal (AT) (Insolvency) No. 1084 of 2023***

   Africa Power Company CC ("**Appellant**") filed a Company Appeal (AT) (Insolvency) 1084 of 2023 ("**Appeal**") before the National Company Law Appellate Tribunal, Principal Bench, New Delhi ("**Tribunal**") against Jyoti Structures Limited ("**Respondent**") against the order dated July 6, 2023

("**Impugned Order**") passed by the Hon'ble National Company Law Tribunal, Mumbai ("**Adjudicating Authority**") in the Interlocutory Application bearing number 1020 of 2023 ("**Application**") in Company Petition (IB) bearing number 1137 of 2017.

The Appellant contends that the Respondent was liable to make payments of ZAR 77,15,893.17 to the Appellant under the rental agreements and that the Respondent failed to return the leased equipment, of approximately ZAR 40,66,000 ("**Outstanding Equipment Amount**"). When the Appellant did not receive the payment or the Outstanding Equipment Amount, the Appellant filed a case before the Hon'ble High Court of South Africa, Gauteng Local Division Johannesburg ("**South African HC**"). During that time, the Appellant learnt that the Respondent was undergoing the CIRP process. Post implementation of the Approved Resolution Plan, the Appellant filed the Application before the Adjudicating Authority to direct the Respondent to pay to the Appellant the above two amounts. The Application of the Appellant was dismissed by the Adjudicating Authority. The Appellant thereafter filed the Appeal before the National Company Law Appellate Tribunal, New Delhi, which Appeal is currently pending.

2. UBA Bank Kenya Limited vs. Jyoti Structures Limited and Kenya Electricity Transmission Company Limited – Civil Suit 38 of 2018

UBA Bank Kenya Limited ("**Plaintiff**") filed a civil suit bearing No.38 of 2018 ("**Plaint**") before the Hon'ble High Court of Kenya, Nairobi, Commercial and Admiralty Division ("**Court**") against Jyoti Structures Limited ("**Defendant 1**") and Kenya Electricity Transmission Company Limited ("**Defendant 2**"), (collectively "**Defendants**"), praying for an order for permanent injunction restraining Defendant 2 from making any payments due to Defendant 1 on account of the power line transmission contracts and works undertaken by Defendant 1, in or outside Kenya and a declaration that Defendant 2 must make all remittances to Defendant 1 only through Defendant 1 bank accounts held with the Plaintiff. The matter is currently pending.

3. Delta Total Facilities Pvt. Ltd vs Jyoti Structures Limited - Company Petition (IB) No. 1138 of 2022

Delta Total Facilities Pvt. Ltd. ("**Applicant/Operational Creditor**") had filed a Company Petition (IB) bearing No.1138 of 2022 ("**Petition**") before the National Company Law Tribunal, Mumbai Bench, at Mumbai ("**NCLT Mumbai**") against Jyoti Structures Limited ("**Respondent**").

The Operational Creditor alleged that the Respondent had not made payments to it under a certain service agreement The NCLT Mumbai, by an order dated October 31, 2022 ("**Impugned Order**"), disposed of the Petition for being not maintainable. The Operational Creditor filed a Company Appeal (AT) (Insolvency) bearing number 1512 of 2022 ("**Appeal**") before the National Company Law Appellate Tribunal at New Delhi ("**NCLAT Delhi**") praying to set aside the Impugned Order. On July 20, 2023, the NCLAT Delhi passed an order reviving the Petition and directed the NCLT Mumbai to hear and decide the Petition in accordance with law. The Petition is presently pending before the NCLT Mumbai.

4. Bank of Maharashtra vs. Ms. Vandana Garg and Ors. – Company Appeal (AT) (Insolvency) No. 344 of 2022

Bank of Maharashtra ("**Appellant**") filed a Company Appeal bearing No.344 of 2022 ("**Appeal**") before the Hon'ble National Company Law Appellate Tribunal, Principal Bench at New Delhi ("**Tribunal**") against Ms. Vandana Garg and Ors. ("**Respondents**") against the order dated December 23, 2021 ("**Impugned Order**") passed by the Hon'ble National Company Law Tribunal, Mumbai Bench ("**Adjudicating Authority**") in the Interlocutory Application bearing No.2028 of 2021 ("**Application**") in Company Petition No.1137 of 2017 seeking equal treatment of all Secured Financial Creditors for payment of Plan Value under the Resolution Plan. The Adjudicating Authority passed the Impugned Order disallowing the Application and the Appellant, therefore, filed the Appeal before the Tribunal seeking similar relief and setting aside the Impugned Order. Ther Appeal is pending before the Tribunal.

5. ***Central Bank of India vs. Ms. Vandana Garg and Ors. – Company Appeal (AT) (Insolvency) No. 345 of 2022***

The Central Bank of India ("**Appellant**") filed a Company Appeal No.345 of 2022 ("**Appeal**") before the Hon'ble National Company Law Appellate Tribunal, Principal Bench at New Delhi ("**Tribunal**") against Ms. Vandana Garg and Ors. ("**Respondents**") against the order dated December 23, 2021 ("**Impugned Order**") passed by the Hon'ble National Company Law Tribunal, Mumbai Bench ("**Adjudicating Authority**") in the Interlocutory Application No.2035 of 2021 ("**Application**") in Company Petition No. 1137 of 2017 seeking equal treatment of all Secured Financial Creditors for payment of Plan Value under the Resolution Plan. The Adjudicating Authority passed the Impugned Order disallowing the Application and the Appellant, therefore, filed the Appeal before the Tribunal seeking similar relief and setting aside the Impugned Order. The Appeal is pending before the Tribunal.

Actions taken by Regulatory or Statutory Authorities

The Approved Resolution Plan provides protection against any actions by any statutory authority or otherwise and states that there will be no further demands, litigation, and prosecution by the statutory bodies against the Proposed Investors, the Company, its directors, employees and erstwhile Founder Promoters with respect to the matters contained therein. As such, although the following litigations initiated by the statutory authority continues, they were initiated prior to the CIRP and will be dealt with in accordance with the provisions of the Approved Resolution Plan.

Tax Proceedings

The following are the tax proceedings prior to November 9, 2021 which are pending against our Company and which will be dealt with as per the Approved Resolution Plan:

Particulars	Amount involved (₹ in lakhs) (A)	Contingent Liability - Settlement Amount if liability crystalises @ 42% of (A)
Direct Tax	1,197.00	502.74
Indirect Tax	31,104.28	13,063.80
Total	**32,301.28**	**13,566.54**

Details of the above Contingent Liability is set out below:

No.	Name of the Statute	Nature of Dues	Amount (₹ in lakhs)	Financial year to which the amount relates	Forum where dispute is pending
1	Sales Tax	Tax & Interest	32.68	Various years from 1995-96 to 1998-99	Commercial Tax Tribunal, Cuttack, Odhisha
2	Entry Tax	Tax & Interest	18.86	Various years from 2004-05 to 2005-06	Commercial Tax Appellate Authority, Agra, UP
3	Commercial Tax	Tax & Interest	70.34	2006-07	West Bengal Commercial Tax, Appellate Board, Kolkata
4	Sales Tax	Tax & Interest	81.71	2009-10	Commercial Tax Appellate Authority, Srinagar, J&K
5	Sales Tax	Tax & Interest	103.77	2011-12	Commercial Tax Appellate Authority, Emakulam, Kerela
6	Sales Tax	Tax & Interest	1,650.93	Various years from 2005-06 to 2007-08	Maharashtra Sales Tax Tribunal, Mumbai

No.	Name of the Statute	Nature of Dues	Amount (₹ in lakhs)	Financial year to which the amount relates	Forum where dispute is pending
7	TDS WCT	Tax & Interest	27,564.58	Various years from 2010-11 to 2014-15	Madras High Court, Chennai
8	Excise	Tax & Interest	1,581.41	Various years from 2010-11 to 2014-15	CESTAT
9	Income Tax	Tax & Interest	1,197.00	Various years up to 2017 18	Income Tax Appellate Tribunal
	Total		**32,301.28**		
	Contingent Liability @ 42%		**13,566.54**		

Litigation by our Company

Criminal Proceedings

Nil

Civil Proceedings

Civil proceedings above the Materiality Threshold

Nil

Civil proceedings that are non-quantifiable but otherwise deemed material

1. Jyoti Structures Limited v ICICI Bank Limited and Ors. – IA No.4959 of 2023 in Company Petition (IB) No. 1137 of 2017

Jyoti Structures Limited ("**Applicant**") filed an interlocutory application No.4959 of 2023 ("**Application**"), in Company Petition (IB) No.1137 of 2017 against ICICI Bank Ltd and Ors. ("**Respondents**") before the National Company Law Tribunal, Mumbai ("**NCLT**"). The Application was filed seeking release of non-fund-based facilities as envisaged under the Approved Resolution Plan.

2. Jyoti Structures Limited vs. Regional Provident Fund Commissioner – II, Nashik – CGIT – 2/EPFA/63/2022

Jyoti Structures Limited ("**Appellant**") filed an appeal under Section 7-I of the Employees Provident Fund and Miscellaneous Provisions Act, 1952 ("**Appeal**") before the Central Government Industrial Tribunal, Mumbai – II ("**Tribunal**") against the Regional Provident Fund Commissioner – II, Nashik ("**Respondent**").

The employees of the Appellants ("**Complainants**") had filed complaints against the Appellant before the Employees Provident Fund Organization ("**Authority**") seeking payment of certain provident fund ("**PF**") dues. The Appellant submitted that they had initiated corporate insolvency resolution process ("**CIRP**") before the NCLT, Mumbai Bench and the CIRP was admitted vide order dated July 4, 2017. A Resolution Plan ("**RP**") was submitted and approved by the NCLT, Mumbai Bench by order dated March 27, 2019 ("**Plan Approval Order**"). The RP had already contemplated settlement of the entire dues payable to employees and workmen of the Appellant, including their PF dues over first five years of the Plan Approval Order out of the cash flows of the Appellant. The approved RP was implemented with effect from November 9, 2021. The Respondent passed an order dated April 4, 2022 ("**Impugned Order 1**"), disregarding the various provisions of the RP. The Appellant thereafter filed a review application under Section 7B of the Employees Provident Fund and Miscellaneous Provisions Act, 1952 seeking review of Impugned Order 1. During the interim period between the passing of Impugned Order

1 and filing of the review application, the ongoing discussions with the Complainants culminated whereby most of the Complainants entered into full and final settlements with the Appellant ("**F&F Settlements**"). The Appellant had particularly highlighted the F&F Settlements in their review application. After hearing the Appellant, the Respondent passed an order dated June 15, 2022 ("**Impugned Order 2**") dismissing the review application. Therefore, the Appellant filed this Appeal before the Tribunal challenging the Impugned Order 1 and Impugned Order 2. The matter is pending before the Tribunal.

Litigation involving our Directors

Litigation against our Directors

Criminal Proceedings

Nil

Civil Proceedings

Civil proceedings above the Materiality Threshold

Nil

Civil proceedings that are non-quantifiable but otherwise deemed material.

Nil

Actions taken by Regulatory or Statutory Authorities

Nil

Tax Proceedings

The following are tax proceedings are pending against the Directors:

Particulars	Number of Cases	Amount involved (Rs. in lakhs)
Direct Tax	6	9.72
Indirect Tax	Nil	Nil
Total	**6**	**9.72**

i. Direct Tax

Nil

ii. Indirect Tax

Nil

Litigation by our Directors

Criminal Proceedings

Nil

Civil Proceedings

Nil

Civil proceedings above the Materiality Threshold

Nil

Civil proceedings that are non-quantifiable but otherwise deemed material.

Nil

Litigation involving our Subsidiaries

Litigation against Subsidiaries

Criminal Proceedings

Nil

Civil Proceedings

Civil proceedings above the Materiality Threshold

Nil

Civil proceedings that are non-quantifiable but otherwise deemed material

Nil

Actions taken by Regulatory or Statutory Authorities

Nil

Tax Proceedings

The following are tax proceedings are pending against the Subsidiaries:

Particulars	Number of Cases	Amount involved (Rs. in lakhs)
Direct Tax	5	4.25
Indirect Tax	Nil	Nil
Total	**5**	**4.25**

Tax proceedings above the Materiality Threshold

Nil

Litigation by Subsidiaries

Criminal Proceedings

Nil

Civil Proceedings

Civil proceedings above the Materiality Threshold

Nil

Civil proceedings that are non-quantifiable but otherwise deemed material

Nil

Disclosure Pertaining to Wilful Defaulter(s) or Fraudulent Borrower(s)

None of our Company, our Directors or our Subsidiaries have been categorized or identified as Wilful Defaulter(s) or Fraudulent Borrower(s).

GOVERNMENT AND OTHER STATUTORY APPROVALS

We are not required to obtain any licenses or approvals from any governmental and regulatory authorities in relation to the objects of this Issue. For further details, please refer to " ***Objects of the Issue***" on page 55 of this Draft Letter of Offer.

OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for the Issue

The Board, pursuant to its resolution dated November 30, 2023, authorised the Issue under Section 62(1)(a) of the Companies Act, 2013.

Our Board/Rights Issue Committee, in its meeting held on [●], 2023 has resolved to issue the Equity Shares on rights basis to the Eligible Equity Shareholders, at ₹[●] per Equity Share (including a premium of ₹[●] per Equity Share) and Rights Entitlement as [●] Rights Equity Shares for every [●] Equity Shares held on the Record Date aggregating upto ₹[●]. The Issue Price is ₹[●] per Rights Equity Share and has been arrived at by our Company in consultation with the Lead Managers prior to determination of the Record Date.

Our Company has received in-principle approvals from BSE and NSE in accordance with Regulation 28(1) of the SEBI Listing Regulations for listing of the Rights Equity Shares to be allotted in this Issue pursuant to their respective letters each dated [●] and [●], respectively. Our Company will also make applications to BSE and NSE to obtain their trading approvals for the Rights Entitlements as required under the SEBI ICDR Master Circular.

Our Company has been allotted the ISIN [●] for the Rights Entitlements to be credited to the respective demat accounts of the Equity Shareholders of our Company. For details, see ***"Terms of the Issue"*** on page 249 of this Draft Letter of Offer.

Prohibition by SEBI or other Governmental Authorities

Our Company, our Directors have not been prohibited from accessing the capital market or debarred from buying or selling or dealing in securities under any order or direction passed by SEBI or any securities market regulator in any jurisdiction or any authority/court as on date of this Draft Letter of Offer.

Further, our Directors are not promoter or director of any other company which is debarred from accessing or operating in the capital markets or restrained from buying, selling or dealing in securities under any order or direction passed by SEBI. None of our Directors are associated with the securities market in any manner. Further, there are no outstanding action initiated against any of our Directors by SEBI in the five years preceding the date of filing of this Draft Letter of Offer.

Neither of our Directors have been declared as fugitive economic offender under Section 12 of Fugitive Economic Offenders Act, 2018 (17 of 2018).

Prohibition by RBI

Neither our Company, nor our Directors have been categorized or identified as wilful defaulters or fraudulent borrowers by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India. There are no violations of securities laws committed by them in the past or are currently pending against any of them.

Compliance with Companies (Significant Beneficial Ownership) Rules, 2018

Our Company, is in compliance with the Companies (Significant Beneficial Ownership) Rules, 2018, as amended, to the extent applicable, as on the date of this Draft Letter of Offer.

Eligibility for the Issue

Our Company is a listed company, incorporated under Companies Act, 1956. The Equity Shares of our Company are presently listed on the Stock Exchanges. Our Company is eligible to offer Equity Shares pursuant to the Issue in terms of Chapter III and other applicable provisions of the SEBI ICDR Regulations. Further, pursuant to Clause (2) of Part B of Schedule VI to the SEBI ICDR Regulations, our Company is undertaking the Issue in compliance with Part B-1 of Schedule VI to the SEBI ICDR Regulations.

Compliance with Regulations 61 and 62 of the SEBI ICDR Regulations

Our Company is in compliance with the conditions specified in Regulations 61 and 62 of the SEBI ICDR Regulations, to the extent applicable. Further, in relation to compliance with Regulation 62(1)(a) of the SEBI ICDR Regulations, our Company undertakes to make applications to the Stock Exchanges for in-principle approvals for listing of the Rights Equity Shares to be issued pursuant to the Issue.

DISCLAIMER CLAUSE OF SEBI

IT IS TO BE DISTINCTLY UNDERSTOOD THAT THE SUBMISSION OF THIS DRAFT LETTER OF OFFER TO SEBI SHOULD NOT, IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE ISSUE IS PROPOSED TO BE MADE, OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THIS DRAFT LETTER OF OFFER. THE LEAD MANAGER, ARIHANT CAPITAL MARKETS LIMITED HAS CERTIFIED THAT THE DISCLOSURES MADE IN THIS DRAFT LETTER OF OFFER ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING INVESTMENT IN THE PROPOSED ISSUE.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE OUR COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS DRAFT LETTER OF OFFER, THE LEAD MANAGER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE ISSUER DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE LEAD MANAGER HAS FURNISHED TO SEBI, A DUE DILIGENCE CERTIFICATE DATED DECEMBER 20, 2023, WHICH READS AS FOLLOWS:

1. WE HAVE EXAMINED VARIOUS DOCUMENTS INCLUDING THOSE RELATING TO LITIGATION, INCLUDING COMMERCIAL DISPUTES, PATENT DISPUTES, DISPUTES WITH COLLABORATORS, ETC. AND OTHER MATERIAL WHILE FINALISING THE DRAFT LETTER OF OFFER PERTAINING TO THE ISSUE;

2. ON THE BASIS OF SUCH EXAMINATION AND THE DISCUSSIONS WITH THE COMPANY, ITS DIRECTORS AND OTHER OFFICERS, OTHER AGENCIES, AND INDEPENDENT VERIFICATION OF THE STATEMENTS CONCERNING THE OBJECTS OF THE ISSUE, PRICE JUSTIFICATION, CONTENTS OF THE DOCUMENTS AND OTHER PAPERS FURNISHED BY THE COMPANY, WE CONFIRM THAT:

a) THE DRAFT LETTER OF OFFER FILED WITH THE SEBI IS IN CONFORMITY WITH THE DOCUMENTS, MATERIALS AND PAPERS WHICH ARE RELEVANT TO THE ISSUE;

b) ALL THE MATERIAL LEGAL REQUIREMENTS RELATING TO THE ISSUE AS SPECIFIED BY SEBI, THE CENTRAL GOVERNMENT AND ANY OTHER COMPETENT AUTHORITY IN THIS BEHALF HAVE BEEN DULY COMPLIED WITH; AND

c) THE MATERIAL DISCLOSURES MADE IN THE DRAFT LETTER OF OFFER ARE TRUE AND ADEQUATE TO ENABLE THE INVESTORS TO MAKE A WELL INFORMED DECISION AS TO THE INVESTMENT IN THE PROPOSED ISSUE AND SUCH DISCLOSURES ARE IN ACCORDANCE WITH THE REQUIREMENTS OF THE COMPANIES ACT, 2013, SEBI ICDR REGULATIONS AND OTHER APPLICABLE LEGAL REQUIREMENTS.

3. BESIDES OURSELVES, ALL THE INTERMEDIARIES NAMED IN THE DRAFT LETTER OF OFFER ARE REGISTERED WITH SEBI AND THAT TILL DATE SUCH REGISTRATION IS VALID – COMPLIED WITH TO THE EXTENT APPLICABLE

4. **WE HAVE SATISFIED OURSELVES ABOUT THE CAPABILITY OF THE UNDERWRITERS TO FULFIL THEIR UNDERWRITING COMMITMENTS – NOT APPLICABLE**

5. **WRITTEN CONSENT FROM PROMOTERS HAS BEEN OBTAINED FOR INCLUSION OF THEIR SPECIFIED SECURITIES AS PART OF PROMOTERS' CONTRIBUTION SUBJECT TO LOCK-IN AND THE SPECIFIED SECURITIES PROPOSED TO FORM PART OF PROMOTERS' CONTRIBUTION SUBJECT TO LOCK-IN SHALL NOT BE DISPOSED / SOLD / TRANSFERRED BY THE PROMOTERS DURING THE PERIOD STARTING FROM THE DATE OF FILING THIS DRAFT LETTER OF OFFER WITH THE SEBI TILLTHE DATE OF COMMENCEMENT OF LOCK-IN PERIOD AS STATED IN THIS DRAFT LETTER OF OFFER – NOT APPLICABLE.**

6. **ALL APPLICABLE PROVISIONS OF THE SEBI ICDR REGULATIONS, WHICH RELATE TO SPECIFIED SECURITIES INELIGIBLE FOR COMPUTATION OF PROMOTER'S CONTRIBUTION, HAVE BEEN AND SHALL BE DULY COMPLIED WITH AND APPROPRIATE DISCLOSURES AS TO COMPLIANCE WITH THE SAID REGULATION(S) HAVE BEEN MADE IN THIS DRAFT LETTER OF OFFER. – NOT APPLICABLE**

7. **ALL APPLICABLE PROVISIONS OF THE SEBI ICDR REGULATIONS WHICH RELATE TO RECEIPT OF PROMOTER'S CONTRIBUTION PRIOR TO OPENING OF THE ISSUE, SHALL BE COMPLIED WITH. ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT THE PROMOTER'S CONTRIBUTION SHALL BE RECEIVED AT LEAST ONE DAY BEFORE THE OPENING OF THE ISSUE AND THAT THE AUDITORS' CERTIFICATE TO THIS EFFECT SHALL BE DULY SUBMITTED TO THE SEBI. WE FURTHER CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT THE PROMOTER'S CONTRIBUTION SHALL BE KEPT IN AN ESCROW ACCOUNT WITH A SCHEDULED COMMERCIAL BANK AND SHALL BE RELEASED TO THE COMPANY ALONG WITH THE PROCEEDS OF THE ISSUE. – NOT APPLICABLE**

8. **NECESSARY ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT THE MONEYS RECEIVED PURSUANT TO THE ISSUE ARE CREDITED/TRANSFERRED IN A SEPARATE BANK ACCOUNT AS PER THE PROVISIONS OF SECTION 40(3) OF THE COMPANIES ACT, 2013 AND THAT SUCH MONEYS SHALL BE RELEASED BY THE SAID BANK ONLY AFTER PERMISSION IS OBTAINED FROM ALL THE STOCK EXCHANGES MENTIONED IN THIS DRAFT LETTER OF OFFER. WE FURTHER CONFIRM THAT THE AGREEMENT ENTERED INTO BETWEEN THE BANKERS TO THE ISSUE AND THE ISSUER SPECIFICALLY CONTAINS THIS CONDITION. – NOTED FOR COMPLIANCE**

9. **THE EXISTING BUSINESS AS WELL AS ANY NEW BUSINESS OF THE COMPANY FOR WHICH THE FUNDS ARE BEING RAISED FALL WITHIN THE "MAIN OBJECTS" IN THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OR OTHER CHARTER OF THE COMPANY AND THAT THE ACTIVITIES WHICH HAVE BEEN CARRIED IN LAST TEN YEARS ARE VALID IN TERMS OF THE OBJECT CLAUSE OF ITS MEMORANDUM OF ASSOCIATION. - COMPLIED TO THE EXTENT APPLICABLE**

10. **FOLLOWING DISCLOSURES HAVE BEEN MADE IN THE DRAFT LETTER OF OFFER:**

- **a)** **AN UNDERTAKING FROM THE COMPANY THAT AT ANY GIVEN TIME, THERE SHALL BE ONLY ONE DENOMINATION FOR THE EQUITY SHARES OF THE COMPANY. – COMPLIED WITH (AS ON THE DATE OF THIS DRAFT LETTER OF OFFER, OUR COMPANY HAS NOT ISSUED ANY SUPERIOR RIGHTS EQUITY SHARES); AND**
- **b)** **AN UNDERTAKING FROM THE COMPANY THAT IT SHALL COMPLY WITH SUCH DISCLOSURE AND ACCOUNTING NORMS SPECIFIED BY SEBI FROM TIME TO TIME – COMPLIED WITH**

11. **WE SHALL COMPLY WITH THE REGULATIONS PERTAINING TO ADVERTISEMENT IN TERMS OF THE SEBI ICDR REGULATIONS– NOTED FOR COMPLIANCE**

12. IF APPLICABLE, THE ISSUER IS ELIGIBLE TO LIST ON THE INNOVATORS GROWTH PLATFORM IN TERMS OF THE PROVISIONS OF CHAPTER X OF THE SEBI ICDR REGULATIONS – NOT APPLICABLE

THE FILING OF THIS DRAFT LETTER OF OFFER DOES NOT, HOWEVER, ABSOLVE THE COMPANY FROM ANY LIABILITIES UNDER THE COMPANIES ACT OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY OR OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE PROPOSED ISSUE. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP, AT ANY POINT OF TIME, WITH THE LEAD MANAGERS ANY IRREGULARITIES OR LAPSES IN THE LETTER OF OFFER.

Disclaimer clauses from our Company and the Lead Managers

Our Company and the Lead Manager accept no responsibility for statements made otherwise than in this Draft Letter of Offer or in any advertisement or other material issued by our Company or by any other persons at the instance of our Company and anyone placing reliance on any other source of information would be doing so at their own risk.

Investors who invest in the Issue will be deemed to have represented to our Company, the Lead Managers and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire Rights Equity Shares, and are relying on independent advice / evaluation as to their ability and quantum of investment in the Issue.

CAUTION

Our Company shall make all information available to the Eligible Equity Shareholders in accordance with the SEBI ICDR Regulations and no selective or additional information would be available for a section of the Eligible Equity Shareholders in any manner whatsoever including at presentations, in research or sales reports etc. after filing of this Draft Letter of Offer.

No dealer, salesperson or other person is authorized to give any information or to represent anything not contained in this Draft Letter of Offer. You must not rely on any unauthorized information or representations. This Draft Letter of Offer is an offer to sell only the Rights Equity Shares and rights to purchase the Rights Equity Shares offered hereby, but only under circumstances and in jurisdictions where it is lawful to do so. The information contained in this Draft Letter of Offer is current only as of its date.

Our Company, the Lead Manager and their respective directors, officers, agents, affiliates and representatives accept no responsibility or liability for advising any Applicant on whether such Applicant is eligible to acquire any Rights Securities. The Lead Manager and its respective affiliates may engage in transactions with and perform services for our Company or affiliates in the ordinary course of business and have engaged, or may in the future engage, in transactions with our Company or affiliates, for which they have received and may in the future receive, compensation.

Disclaimer in respect of Jurisdiction

This Draft Letter of Offer has been prepared under the provisions of Indian law and the applicable rules and regulations thereunder. Any disputes arising out of the Issue will be subject to the jurisdiction of the appropriate court(s) in Mumbai, Maharashtra, India only.

Disclaimer Clause of the BSE

As required, a copy of this Draft Letter of Offer has been submitted to BSE. ***The disclaimer clause as intimated by BSE to us, post scrutiny of this Draft Letter of Offer, shall be included in the Letter of Offer prior to filing with SEBI and the Stock Exchanges.***

Disclaimer Clause of NSE

As required, a copy of this Draft Letter of Offer has been submitted to NSE. ***The disclaimer clause as intimated***

by NSE to us, post scrutiny of this Draft Letter of Offer, shall be included in the Letter of Offer prior to filing with SEBI and the Stock Exchanges.

Designated Stock Exchange

The Designated Stock Exchange for the purposes of the Issue is [●].

Listing

The Rights Equity Shares offered through the Letter of Offer are proposed to be listed on BSE and NSE. Our Company will apply to BSE and NSE for final approval for the listing and trading of the Rights Equity Shares subsequent to their Allotment. No assurance can be given regarding the active or sustained trading in the Rights Equity Shares or the price at which the Rights Equity Shares offered under the Issue will trade after the listing thereof.

Consents

Consents in writing of (a) our Directors, the Registrar to the Issue, the Lead Managers, Legal Advisor to Issue, the Statutory Auditor to act in their respective capacities, have been obtained and such consents have not been withdrawn up to the date of this Draft Letter of Offer and (b) the Banker(s) to the Issue/ Refund Bank will be obtained and filed along with a copy of the Letter of Offer with the RoC as required under Sections 26 and 32 of the Companies Act, 2013.

Our Company has received written consent dated November 30, 2023 from our Statutory Auditor, for inclusion of their report, on the Restated Financial Information in this Draft Letter of Offer and to include their name in this Draft Letter of Offer and as an 'expert' as defined under Section 2(38) of the Companies Act, 2013 in relation to the Statement of Tax Benefits dated November 30, 2023 in the form and context in which it appears in this Draft Letter of Offer. Such consent has not been withdrawn up to the date of this Draft Letter of Offer. However, the term "expert" shall not be construed to mean an "expert" as defined under the U.S. Securities Act.

Our Company has received written consent dated December 14, 2023 from our M/s. Mahendra R. Kothari, for inclusion of their report, on Manufacturing facilities, in this Draft Letter of Offer and to include their name in this Draft Letter of Offer and as an 'expert' as defined under Section 2(38) of the Companies Act, 2013. Such consent has not been withdrawn up to the date of this Draft Letter of Offer. However, the term "expert" shall not be construed to mean an "expert" as defined under the U.S. Securities Act.

Performance vis-à-vis objects – Public/Rights Issue of our Company

Our Company has not made any rights issues or public issues during the five years immediately preceding the date of this Draft Letter of Offer.

Stock Market Data of the Equity Shares

Our Equity Shares are listed on BSE and NSE. Our Equity Shares are traded on BSE and NSE. For details in connection with the stock market data of the Stock Exchanges, please refer to the chapter titled "***Market Price Information***" on page 229 of this Draft Letter of Offer.

Filing

This Draft Letter of Offer has been filed with SEBI at SEBI Bhavan, Plot No. C4-A, "G" Block, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051, Maharashtra, India for its observations and through the SEBI intermediary portal at https://siportal.sebi.gov.in in terms of the circular (No. SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018) issued by the SEBI, and with the Stock Exchanges.

After SEBI gives its observations, the final Letter of Offer will be filed with SEBI and the Stock Exchanges as per the provisions of the SEBI ICDR Regulations.

Mechanism for Redressal of Investor Grievances

Our Company has adequate arrangements for redressal of investor grievances in compliance with the SEBI Listing Regulations. We have been registered with the SEBI Complaints Redress System (SCORES) as required by the SEBI Circular no. CIR/ OIAE/ 2/ 2011 dated June 03, 2011 and shall comply with the SEBI circular no. CIR/OIAE/1/2014 dated December 18, 2014 and the SEBI Master Circular on the redressal of investor grievances through the SEBI Complaints Redress System (SCORES) platform dated November 07, 2022 (SEBI circular no. SEBI/HO/OIAE/IGRD/P/CIR/2022/0150), in relation to redressal of investor grievances through SCORES. Consequently, investor grievances are tracked online by our Company.

Our Company has a Stakeholders Relationship Committee which meets at least once a year and as and when required. Its terms of reference include considering and resolving grievances of Shareholders in relation to transfer of shares and effective exercise of voting rights. Bigshare Services Private Limited is our Registrar and Share Transfer Agent. All investor grievances received by us have been handled by the Registrar and Share Transfer Agent in consultation with the Company Secretary and Compliance Officer.

Investor complaints are received by our Company on a case-to-case basis, i.e. grievances are being received on the Company's email address and are typically disposed of in a timely manner from the date of receipt of the complaint.

Investors may contact the Registrar or our Company Secretary and Compliance Officer for any pre-Issue or post-Issue related matter. All grievances relating to the ASBA process may be addressed to the Registrar, with a copy to the SCSBs (in case of ASBA process), giving full details such as name, address of the Applicant, contact number(s), e mail address of the sole/ first holder, folio number or demat account number, number of Equity Shares applied for, amount blocked (in case of ASBA process), ASBA Account number and the Designated Branch of the SCSBs where the Application Form or the plain paper application, as the case may be, was submitted by the Investors along with a photocopy of the acknowledgement slip (in case of ASBA process). For details on the ASBA process, see "Terms of the Issue" on page 249 of this Draft Letter of Offer. The contact details of Registrar to the Issue and our Company Secretary and Compliance Officer are as follows:

Registrar to the Company:

Bigshare Services Private Limited
Office No S6-2, 6th Floor,
Pinnacle Business Park,
Next to Ahura Centre,
Mahakali Caves Road,
Andheri (East) Mumbai 400 093
Email: rightsissue@bigshareonline.com
Website: www.bigshareonline.com
Investor grievance e-mail: investor@bigshareonline.com
Contact Person: Suraj Gupta
SEBI Registration No.: INR000001385

Investors may contact the Company Secretary and Compliance Officer at the below mentioned address for any pre-Issue/ post-Issue related matters such as non-receipt of Letters of Allotment / share certificates/ demat credit/ Refund Orders etc.

Sonali Krishanji Gaikwad is the Company Secretary and Compliance Officer of our Company. Her contact details are set forth hereunder:

Sonali Krishanji Gaikwad
Valecha Chambers,
6th Floor, New Link Road,
Andheri (West), Mumbai, Maharashtra - 400053
Telephone: +91 +91 22 40915000
E- mail: investor@jsl.co.in

SECTION VII – ISSUE INFORMATION

TERMS OF THE ISSUE

This section is for the information of the Investors proposing to apply in this Issue. Investors should carefully read the provisions contained in this Draft Letter of Offer and the other Issue Materials, before submitting the Application Form. Our Company and the Lead Manager are not liable for any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of this Draft Letter of Offer. Investors are advised to make their independent investigation and ensure that the Application Form is accurately filled up in accordance with instructions provided therein and this Draft Letter of Offer. Unless otherwise permitted under the SEBI ICDR Regulations read with the SEBI Rights Issue Circulars, Investors proposing to apply in this Issue can apply only through ASBA or by mechanism as disclosed in this Draft Letter of Offer and the Letter of Offer.

Investors are requested to note that application in the Issue can only be made through ASBA or any other mode which may be notified by SEBI.

The Rights Entitlement on the Equity Shares, the ownership of which is currently under dispute and including any court proceedings or are currently under transmission or are held in a demat suspense account and for which our Company has withheld the dividend, shall be held in abeyance and the Application Form along with the Rights Entitlement Letter in relation to these Rights Entitlements shall not be dispatched pending resolution of the dispute or court proceedings or completion of the transmission or pending their release from the demat suspense account. On submission of such documents/ records confirming the legal and beneficial ownership of the Securities with regard to these cases on or prior to the Issue Closing Date, to the satisfaction of our Company, our Company shall make available the Rights Entitlement on such Equity Shares to the identified Eligible Equity Shareholder. The identified Eligible Equity Shareholder shall be entitled to subscribe to the Rights Equity Shares pursuant to the Issue during the Issue Period with respect to these Rights Entitlement and subject to the same terms and conditions as the Eligible Equity Shareholder.

OVERVIEW

This Issue is proposed to be undertaken on a rights basis and is subject to the terms and conditions contained in this Draft Letter of Offer, the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter, the Application Form and other Issue Materials, and the Memorandum of Association and the Articles of Association of our Company, the provisions of the Companies Act, 2013, the FEMA, the FEMA Rules, the SEBI ICDR Regulations, the SEBI Listing Regulations and the guidelines, notifications, circulars and regulations issued by SEBI, the Government of India and other statutory and regulatory authorities from time to time, approvals, if any, from RBI or other regulatory authorities, the terms of the Listing Agreements entered into by our Company with the Stock Exchanges and the terms and conditions as stipulated in the Allotment Advice.

I. DISPATCH AND AVAILABILITY OF ISSUE MATERIALS

In accordance with the SEBI ICDR Regulations, and SEBI Rights Issue Circulars, the Letter of Offer, the Abridged Letter of Offer, the Application Form, the Rights Entitlements Letter and other Issue Materials will be sent/dispatched only to the Eligible Equity Shareholders who have a registered address in India or who have provided an Indian address to our Company and who are located in jurisdictions where the offer and sale of the Rights Entitlement or Rights Equity Shares is permitted under laws of such jurisdiction and does not result in and may not be construed as, a public offering in such jurisdictions. In case such Eligible Equity Shareholders have provided their valid e-mail address, the Letter of Offer, the Application Form, the Rights Entitlements Letter and other Issue Materials will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the Application Form, the Rights Entitlements Letter and other Issue Materials will be physically dispatched, on a reasonable effort basis, to the Indian addresses provided by them.

Further, the Letter of Offer will be sent/ dispatched to the Eligible Equity Shareholders who have provided Indian address and who have made a request in this regard.

Investors can access this Draft Letter of Offer, the Letter of offer, the Abridged Letter of Offer and the Application Form (provided that the Eligible Equity Shareholder is eligible to subscribe for the Rights Equity Shares under applicable laws) on the websites of:

- Our Company at http://www.jyotistructures.in/
- the Registrar to the Issue at https://www.bigshareonline.com/;
- the Lead Manager at https://www.arihantcapital.com/
- Securities and Exchange Board of India at www.sebi.gov.in; and
- the Stock Exchanges at https://www.bseindia.com and https://www.nseindia.com.

To update the respective Indian addresses/e-mail addresses/phone or mobile numbers in the records maintained by the Registrar or by our Company, Eligible Equity Shareholders should visit https://www.bigshareonline.com/;

Further, our Company along with the Lead Manager will undertake all adequate steps to reach out the Eligible Equity Shareholders who have provided their Indian address through other means, as may be feasible.

Eligible Equity Shareholders can also obtain the details of their respective Rights Entitlements from the website of the Registrar to the Issue (*i.e*., https://www.bigshareonline.com/) by entering their DP ID and Client ID or Folio Number (for Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date) and PAN. The link for the same shall also be available on the website of our Company (*i.e.*, http://www.jyotistructures.in/).

Please note that neither our Company nor the Registrar nor the Lead Manager shall be responsible for not sending the physical copies of Issue Materials, including the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form or delay in the receipt of this Draft Letter of Offer, the Letter of Offer and other Issue Materials attributable to nonavailability of the e-mail addresses of Eligible Equity Shareholders or electronic transmission delays or failures, or if the Application Forms or the Rights Entitlement Letters are delayed or misplaced in the transit.

The distribution of the Issue Materials and the issue of Rights Equity Shares on a rights basis to persons in certain jurisdictions outside India is restricted by legal requirements prevailing in those jurisdictions. No action has been, or will be, taken to permit this Issue in any jurisdiction where action would be required for that purpose, except that this Draft Letter of Offer is being filed with SEBI, BSE Limited and National Stock Exchange of India Limited.

Accordingly, the Rights Entitlements and Rights Equity Shares may not be offered or sold, directly or indirectly, and this Draft Letter of Offer, the Letter of Offer, or any Issue Materials or advertisements in connection with this Issue may not be distributed, in any jurisdiction, except in accordance with and as permitted under the legal requirements applicable in such jurisdiction. Receipt of the Issue Materials (including by way of electronic means) will not constitute an offer, invitation to or solicitation by anyone in any jurisdiction or in any circumstances in which such an offer, invitation or solicitation is unlawful or not authorised or to any person to whom it is unlawful to make such an offer, invitation or solicitation. In those circumstances, the Issue Materials must be treated as sent for information only and should not be acted upon for making an Application and should not be copied or re-distributed.

Accordingly, persons receiving a copy of the Issue Materials should not, in connection with the issue of the Rights Equity Shares or the Rights Entitlements, distribute or send the Issue Materials in or into any jurisdiction where to do so, would, or might, contravene local securities laws or regulations or would subject our Company or its affiliates or the Lead Manager or their respective affiliates to any filing or registration requirement (other than in India). If the Issue Materials are received by any person in any such jurisdiction, or by their agent or nominee, they must not seek to make an Application or acquire the Rights Entitlements referred to in the Issue Materials. Any person who makes an application to acquire Rights Entitlements and the Rights Equity Shares offered in the Issue will be deemed to have declared, represented and warranted that such person is authorized to acquire the Rights Entitlements and the

Rights Equity Shares in compliance with all applicable laws and regulations prevailing in such person's jurisdiction and India, without requirement for our Company or our affiliates or the Lead Manager or their respective affiliates to make any filing or registration (other than in India).

Our Company is undertaking the Issue on a rights basis to the Eligible Equity Shareholders and will send the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter, the Application Form and other applicable Issue Materials primarily to email addresses of Eligible Equity Shareholders who have provided a valid email address and an Indian address to our Company.

The Letter of Offer will be provided, primarily through e-mail, by the Registrar on behalf of our Company to the Eligible Equity Shareholders who have provided their Indian addresses to our Company and who make a request in this regard.

NO OFFER IN THE UNITED STATES

THE RIGHTS ENTITLEMENTS AND THE EQUITY SHARES HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE SECURITIES ACT, OR ANY U.S. STATE SECURITIES LAWS AND MAY NOT BE OFFERED, SOLD, RESOLD OR OTHERWISE TRANSFERRED WITHIN THE UNITED STATES, EXCEPT IN A TRANSACTION EXEMPT FROM, OR NOT SUBJECT TO, THE REGISTRATION REQUIREMENTS OF THE U.S. SECURITIES ACT AND APPLICABLE U.S. STATE SECURITIES LAWS. ACCORDINGLY, THE EQUITY SHARES AND THE RIGHTS ENTITLEMENTS REFERRED TO IN THIS DRAFT LETTER OF OFFER ARE BEING OFFERED AND SOLD ONLY OUTSIDE THE UNITED STATES IN OFFSHORE TRANSACTIONS IN RELIANCE ON REGULATION S TO EXISTING SHAREHOLDERS LOCATED IN JURISDICTIONS WHERE SUCH OFFER AND SALE OF THE EQUITY SHARES AND/ OR RIGHTS ENTITLEMENTS IS PERMITTED UNDER LAWS OF SUCH JURISDICTIONS AND IN COMPLIANCE WITH THE APPLICABLE LAWS OF SUCH JURISDICTIONS. THE OFFERING TO WHICH THIS DRAFT LETTER OF OFFER RELATES IS NOT, AND UNDER NO CIRCUMSTANCES IS TO BE CONSTRUED AS, AN OFFERING OF ANY EQUITY SHARES OR RIGHTS ENTITLEMENTS FOR SALE IN THE UNITED STATES OR AS A SOLICITATION THEREIN OF AN OFFER TO BUY OR TRANSFER ANY OF THE SAID SECURITIES.

Neither our Company, nor any person acting on behalf of our Company, will accept a subscription or renunciation or purchase of the Equity Shares and/ or Rights Entitlements from any person, or the agent of any person, who appears to be, or who our Company, or any person acting on behalf of our Company, has reason to believe is, in the United States when the buy order is made. No Application Form should be postmarked in the United States, electronically transmitted from the United States or otherwise dispatched from the United States or from any other jurisdiction where it would be illegal to make an offer of securities under the Letter of Offer. Our Company is making this Issue on a rights basis to the Eligible Equity Shareholders and will dispatch, only through email, the Abridged Letter of Offer, the Application Form and other applicable Issue Materials only to Eligible Equity Shareholders who have provided an Indian address to our Company.

Any person who acquires Rights Entitlements or Equity Shares will be deemed to have declared, warranted and agreed, by accepting the delivery of this Draft Letter of Offer, that it is not and that at the time of subscribing for the Equity Shares or the Rights Entitlements, it will not be, in the United States, and is authorized to acquire the Rights Entitlements and the Equity Shares in compliance with all applicable laws and regulations.

Our Company, in consultation with the Lead Manager, reserves the right to treat as invalid any Application Form which: (i) appears to our Company or its agents to have been executed in, electronically transmitted from or dispatched from the United States or other jurisdictions where the offer and sale of the Equity Shares and/ or the Rights Entitlements is not permitted under laws of such jurisdictions; (ii) does not include the relevant certifications set out in the Application Form, including to the effect that the person submitting and/or renouncing the Application Form is not in the United States and eligible to subscribe for the Equity Shares and/ or the Rights Entitlements under applicable securities laws, and such person is complying with laws of jurisdictions applicable to such person in connection with this Issue and have obtained requisite approvals before applying in this Issue; or (iii) where either a registered

Indian address is not provided or our Company believes acceptance of such Application Form may infringe applicable legal or regulatory requirements. Our Company shall not be bound to issue or allot any Equity Shares and/ or the Rights Entitlements in respect of any such Application Form.

II. PROCESS OF MAKING AN APPLICATION IN THE ISSUE

In accordance with Regulation 76 of the SEBI ICDR Regulations and the SEBI Rights Issue Circulars, all Investors desiring to make an Application in this Issue are mandatorily required to use the ASBA process. Investors should carefully read the provisions applicable to such Applications before making their Application through ASBA.

The Application Form can be used by the Eligible Equity Shareholders as well as the Renouncees, to make Applications in this Issue basis the Rights Entitlement credited in their respective demat accounts or demat suspense escrow account, as applicable. For further details on the Rights Entitlements and demat suspense escrow account, please see "***- Credit of Rights Entitlements in demat accounts of Eligible Equity Shareholders***" on page 264.

Please note that one single Application Form shall be used by Investors to make Applications for all Rights Entitlements available in a particular demat account or entire respective portion of the Rights Entitlements in the demat suspense escrow account in case of resident Eligible Equity Shareholders holding shares in physical form as on Record Date and applying in this Issue, as applicable. In case of Investors who have provided details of demat account in accordance with the SEBI ICDR Regulations, such Investors will have to apply for the Rights Equity Shares from the same demat account in which they are holding the Rights Entitlements and in case of multiple demat accounts, the Investors are required to submit a separate Application Form for each demat account.

Investors may apply for the Rights Equity Shares by submitting the Application Form to the Designated Branch of the SCSB or online/electronic Application through the website of the SCSBs (if made available by such SCSB) for authorising such SCSB to block Application Money payable on the Application in their respective ASBA Accounts.

Investors are also advised to ensure that the Application Form is correctly filled up stating therein the ASBA Account in which an amount equivalent to the amount payable on Application as stated in the Application Form will be blocked by the SCSB.

Investors should note that they should very carefully fill-in their depository account details and PAN in the Application Form or while submitting application through online/electronic Application through the website of the SCSBs (if made available by such SCSB). Please note that incorrect depository account details or PAN or Application Forms without depository account details shall be treated as incomplete and shall be rejected. For details, please see "*Terms of the Issue - Grounds for Rejection*" on page 259. Our Company, the Lead Manager, the Registrar to the Issue and the SCSBs shall not be liable for any incomplete or incorrect demat details provided by the Investors.

Additionally, in terms of Regulation 78 of the SEBI ICDR Regulations, Investors may choose to accept the offer to participate in this Issue by making plain paper Applications. Please note that SCSBs shall accept such applications only if all details required for making the application as per the SEBI ICDR Regulations are specified in the plain paper application and that Eligible Equity Shareholders making an application in this Issue by way of plain paper applications shall not be permitted to renounce any portion of their Rights Entitlements. For details, please see "***- Making of an Application by Eligible Equity Shareholders on Plain Paper under ASBA process***" on page 253.

Options available to the Eligible Equity Shareholders

The Rights Entitlement Letter will clearly indicate the number of Rights Equity Shares that the Eligible Equity Shareholder is entitled to. The details of each of the Eligible Equity Shareholders' Rights Entitlement will be sent to the Eligible Equity shareholder separately along with the Application Form and would also be available on the website of the Registrar to the Issue at https://www.bigshareonline.com/ and link of the same would also be available on the website of our Company at http://www.jyotistructures.in/. Respective Eligible Equity Shareholder can check their entitlement by keying their requisite details therein.

If the Eligible Equity Shareholder applies in this Issue, then such Eligible Equity Shareholder can:

(i) apply for its Rights Equity Shares to the full extent of its Rights Entitlements;
(ii) apply for its Rights Equity Shares to the extent of part of its Rights Entitlements (without renouncing the other part);
(iii) apply for Rights Equity Shares to the extent of part of its Rights Entitlements and renounce the other part of its Rights Entitlements;
(iv) apply for its Rights Equity Shares to the full extent of its Rights Entitlements and apply for Additional Rights Equity Shares;
(v) renounce its Rights Entitlements in full.

Making of an Application through the ASBA process

An Investor, wishing to participate in the Issue through the ASBA facility, is required to have an ASBA enabled bank account with SCSBs, prior to making the Application. Investors desiring to make an Application in this Issue, may submit the Application Form in physical mode to the Designated Branches of the SCSB or online/electronic Application through the website of the SCSBs (if made available by such SCSB) for authorizing such SCSB to block Application Money payable on the Application in their respective ASBA Accounts.

For the list of banks which have been notified by SEBI to act as SCSBs for the ASBA process, please refer to https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34. Investors should ensure that they have correctly submitted the Application Form and have provided an authorisation to the SCSB, *via* the electronic mode, for blocking funds in the ASBA Account equivalent to the Application Money mentioned in the Application Form, as the case may be, at the time of submission of the Application.

For the list of banks which have been notified by SEBI to act as SCSBs for the ASBA process, please refer to www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34.

Please note that subject to SCSBs complying with the requirements of the SEBI circular bearing reference number CIR/CFD/DIL/13/2012 dated September 25, 2012, within the periods stipulated therein, Applications may be submitted at the Designated Branches of the SCSBs. Further, in terms of the SEBI circular bearing reference number CIR/CFD/DIL/1/2013 dated January 2, 2013, it is clarified that for making Applications by SCSBs on their own account using ASBA facility, each such SCSB should have a separate account in its own name with any other SEBI registered SCSB(s). Such account shall be used solely for the purpose of making an Application in this Issue and clear demarcated funds should be available in such account for such an Application.

The Lead Manager, our Company, its Directors, its employees, affiliates, associates and their respective directors and officers and the Registrar to the Issue shall not take any responsibility for acts, mistakes, errors, omissions and commissions etc., in relation to Applications accepted by SCSBs, Applications uploaded by SCSBs, Applications accepted but not uploaded by SCSBs or Applications accepted and uploaded without blocking funds in the ASBA Accounts.

Making of an Application by Eligible Equity Shareholders on Plain Paper under ASBA process

An Eligible Equity Shareholder in India who is eligible to apply may make an Application to subscribe to this Issue on plain paper in terms of Regulation 78 of SEBI ICDR Regulations in case of non-receipt of Application Form as detailed above. In such cases of non-receipt of the Application Form through physical delivery (where applicable) and the Eligible Equity Shareholder not being in a position to obtain it from any other source may make an Application to subscribe to this Issue on plain paper with the same details as per the Application Form that is available on the website of the Registrar, Stock Exchanges or the Lead Manager. An Eligible Equity Shareholder shall submit the plain paper Application to the Designated Branch of the SCSB for authorising such SCSB to block Application Money in the said bank account maintained with the same SCSB. Applications on plain paper will not be accepted from any Eligible Equity Shareholder who has not provided an Indian address.

Please note that the Eligible Equity Shareholders who are making the Application on plain paper shall not be entitled to renounce their Rights Entitlements and should not utilize the Application Form for any purpose including renunciation even if it is received subsequently.

The Application on plain paper, duly signed by the Eligible Equity Shareholder including joint holders, in the same order and as per specimen recorded with his/her bank, must reach the office of the Designated Branch of the SCSB before the Issue Closing Date and should contain the following particulars:

1. Name of our Company, being Jyoti Structures Limited;

2. Name and address of the Eligible Equity Shareholder including joint holders (in the same order and as per specimen recorded with our Company or the Depository);

3. Folio Number (in case of Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date)/DP and Client ID;

4. Except for Applications on behalf of the Central or State Government, the residents of Sikkim and the officials appointed by the courts, PAN of the Eligible Equity Shareholder and for each Eligible Equity Shareholder in case of joint names, irrespective of the total value of the Equity Shares applied for pursuant to this Issue;

5. Number of Equity Shares held as on Record Date;

6. Allotment option – only dematerialised form;

7. Number of Rights Equity Shares entitled to;

8. Number of Rights Equity Shares applied for within the Rights Entitlements;

9. Number of Additional Rights Equity Shares applied for, if any (applicable only if entire Rights Entitlements have been applied for);

10. Total number of Rights Equity Shares applied for;

11. Total amount paid at the rate of ₹[●] per Rights Equity Share;

12. Details of the ASBA Account such as the SCSB account number, name, address and branch of the relevant SCSB;

13. In case of non-resident Eligible Equity Shareholders making an application with an Indian address, details of the NRE/FCNR/NRO account such as the account number, name, address and branch of the SCSB with which the account is maintained;

14. Authorisation to the Designated Branch of the SCSB to block an amount equivalent to the Application Money in the ASBA Account;

15. Signature of the Eligible Equity Shareholder (in case of joint holders, to appear in the same sequence and order as they appear in the records of the SCSB);

16. An approval obtained from any regulatory authority, if required, shall be obtained by the Eligible Equity Shareholders and a copy of such approval from any regulatory authority, as may be required, shall be sent to the Registrar at:

    Bigshare Services Private Limited
    Office No. S6-2, 6th Floor, Pinnacle Business Park,

Next to Ahura Centre, Mahakali Caves Road,
Andheri (East), Mumbai – 400093
Tel No: +91 22 6263 8200
Website: www.bigshareonline.com
E-Mail: rightsissue@bigshareonline.com
Investor Grievance Email: investor@bigshareonline.com
Contact Person: Suraj Gupta
SEBI Reg. No.: INR000001385

17. All such Eligible Equity Shareholders are deemed to have accepted the following:

*"I/We understand that neither the Rights Entitlements nor the Rights Equity Shares have been, or will be, registered under the U.S. Securities Act of 1933, as amended (the "**U.S. Securities Act**"), or any United States state securities laws, and may not be offered, sold, resold or otherwise transferred within the United States (including its territories and possessions thereof, any state of the United States and the District of Columbia) (the "**United States**"), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and incompliance with any applicable securities laws of any state of the United States. I/we understand the Rights Equity Shares and Rights Entitlement referred to in this application are being offered and sold only outside the United States in offshore transactions in reliance on Regulation S under the U.S. Securities Act ("**Regulation S**") to existing shareholders and located in jurisdictions where such offer and sale of the Rights Equity Shares is permitted under laws of such jurisdictions and in compliance with the applicable laws of such jurisdictions. I/we understand that the Issue is not, and under no circumstances is to be construed as, an offering of any Rights Equity Shares or Rights Entitlements for sale in the United States, or as a solicitation therein of an offer to buy any of the said Rights Equity Shares or Rights Entitlements in the United States. I/we confirm that I /we (a) am/are not in the United States and am/are eligible to subscribe for the Rights Equity Shares under applicable securities laws, (b) am/are complying with laws of jurisdictions applicable to such person in connection with the Issue, and (c) understand that neither the Company, nor the Registrar to the Issue, the Lead Manager nor any other person acting on behalf of the Company will accept subscriptions from any person, or the agent of any person, who appears to be, or who the Company, the Registrar to the Issue, the Lead Manager or any other person acting on behalf of the Company have reason to believe is in the United States or is outside of India and ineligible to participate in this Issue under the securities laws of their jurisdiction.*

I/We will not offer, sell or otherwise transfer any of the Rights Equity Shares which may be acquired by us in any jurisdiction or under any circumstances in which such offer or sale is not authorized or to any person to whom it is unlawful to make such offer, sale or invitation. I/We satisfy, and each account for which I/we are acting satisfies, (a) all suitability standards for investors in investments of the type subscribed for herein imposed by the jurisdiction of my/our residence, and (b) is eligible to subscribe and is subscribing for the Rights Equity Shares and Rights Entitlements in compliance with applicable securities and other laws of our jurisdiction of residence.

I/We acknowledge that we, the Lead Manager, its affiliates and others will rely upon the truth and accuracy of the foregoing representations, warranties and agreements set forth therein."

In cases where Multiple Application Forms are submitted for Applications pertaining to Rights Entitlements credited to the same demat account or in demat suspense escrow account, as applicable, including cases where an Investor submits Application Forms along with a plain paper Application, such Applications shall be liable to be rejected.

Investors are requested to strictly adhere to these instructions. Failure to do so could result in an Application being rejected, with our Company, the Lead Manager and the Registrar to the Issue not having any liability to the Investor. The plain paper Application format will be available on the website of the Registrar to the Issue at www.bigshareonline.com.

Our Company, the Lead Manager and the Registrar to the Issue shall not be responsible if the Applications are not uploaded by the SCSB or funds are not blocked in the Investors' ASBA Accounts on or before the Issue Closing Date.

Do's for Investors:

(a) Ensure that the necessary details are filled in the Application Form including the details of the ASBA Account.

(b) Ensure that the details about your Depository Participant, PAN and beneficiary account are correct and the beneficiary account is activated as the Rights Equity Shares will be Allotted in the dematerialized form only.

(c) Ensure that the Applications are submitted with the Designated Branch of the SCSBs and details of the correct bank account have been provided in the Application.

(d) Ensure that there are sufficient funds (equal to {number of Rights Equity Shares (including Additional Rights Equity Shares) applied for} X {Application Money of Rights Equity Shares}) available in ASBA Account mentioned in the Application Form before submitting the Application to the respective Designated Branch of the SCSB.

(e) Ensure that you have authorised the SCSB for blocking funds equivalent to the total amount payable on application mentioned in the Application Form, in the ASBA Account, of which details are provided in the Application Form and have signed the same.

(f) Ensure that you have a bank account with SCSBs providing ASBA facility in your location and the Application is made through that SCSB providing ASBA facility in such location.

(g) Ensure that you receive an acknowledgement from the Designated Branch of the SCSB for your submission of the Application Form in physical form or plain paper Application.

(h) Ensure that the name(s) given in the Application Form is exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case the Application Form is submitted in joint names, ensure that the beneficiary account is also held in same joint names and such names are in the same sequence in which they appear in the Application Form and the Rights Entitlement Letter.

(i) Ensure that your PAN is linked with Aadhaar and you are in compliance with CBDT notification dated February 13, 2020 and press release dated June 25, 2021 and September 17, 2021.

Don'ts for Investors:

(a) Do not apply if you are not eligible to participate in the Issue under the securities laws applicable to your jurisdiction.

(b) Do not submit the Application Form after you have submitted a plain paper Application to a Designated Branch of the SCSB or vice versa.

(c) Do not send your physical Application to the Lead Manager, the Registrar to the Issue, a branch of the SCSB which is not a Designated Branch of the SCSB or our Company; instead submit the same to a Designated Branch of the SCSB only.

(d) Do not instruct the SCSBs to unblock the funds blocked under the ASBA process upon making the Application.

(e) Do not submit Application Form using third party ASBA account.

(f) Avoid applying on the Issue Closing Date due to risk of delay/restrictions in making any physical Application.

(g) Do not submit multiple Applications.

Making of an Application by Eligible Equity Shareholders holding Equity Shares in physical form

Please note that in accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI Rights Issue Circulars, the credit of Rights Entitlements and Allotment of Rights Equity Shares shall be made in dematerialised form only. Accordingly, Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date and desirous of subscribing to Rights Equity Shares in this Issue are advised to furnish the details of their demat account to the Registrar to the Issue or our Company at least two Working Days prior to the Issue Closing Date, to enable the credit of their Rights Entitlements in their respective demat accounts at least one day before the Issue Closing Date.

Prior to the Issue Opening Date, the Rights Entitlements of those Eligible Equity Shareholders, among others, who hold Equity Shares in physical form, and whose demat account details are not available with our Company or the Registrar to the Issue, shall be credited in a demat suspense escrow account opened by our Company.

Resident Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date and who have opened their demat accounts after the Record Date, shall adhere to following procedure for participating in this Issue:

(a) The Eligible Equity Shareholders shall send a letter to the Registrar to the Issue containing the name(s), address, e-mail address, contact details and the details of their demat account along with copy of self-attested PAN and self-attested client master sheet of their demat account either by e-mail, post, speed post, courier, or hand delivery so as to reach to the Registrar to the Issue no later than two Working Days prior to the Issue Closing Date;

(b) The Registrar to the Issue shall, after verifying the details of such demat account, transfer the Rights Entitlements of such Eligible Equity Shareholders to their demat accounts at least one day before the Issue Closing Date;

(c) The remaining procedure for Application shall be same as set out in "***- Making of an Application by Eligible Equity Shareholders on Plain Paper under ASBA process***" on page 253.

In accordance with the SEBI Rights Issue Circular, resident Eligible Equity Shareholders who hold Equity Shares in physical form as on the Record Date will not be allowed to renounce their Rights Entitlements in the Issue. However, such Eligible Equity Shareholders, where the dematerialized Rights Entitlements are transferred from the suspense escrow demat account to the respective demat accounts within prescribed timelines, can apply for Additional Rights Equity Shares while submitting the Application.

PLEASE NOTE THAT THE ELIGIBLE EQUITY SHAREHOLDERS, WHO HOLD EQUITY SHARES IN PHYSICAL FORM AS ON RECORD DATE AND WHO HAVE NOT FURNISHED THE DETAILS OF THEIR RESPECTIVE DEMAT ACCOUNTS TO THE REGISTRAR TO THE ISSUE OR OUR COMPANY AT LEAST TWO WORKING DAYS PRIOR TO THE ISSUE CLOSING DATE, SHALL NOT BE ELIGIBLE TO MAKE AN APPLICATION FOR RIGHTS EQUITY SHARES AGAINST THEIR RIGHTS ENTITLEMENTS WITH RESPECT TO THE EQUITY SHARES HELD IN PHYSICAL FORM, AS APPLICABLE.

Application for Additional Rights Equity Shares

Investors are eligible to apply for Additional Rights Equity Shares over and above their Rights Entitlements, provided that they are eligible to apply for Rights Equity Shares under applicable law and they have applied for all the Rights Equity Shares forming part of their Rights Entitlements without renouncing them in whole or in part. Where the number of Additional Rights Equity Shares applied for exceeds the number available for Allotment, the Allotment would be made as per the Basis of Allotment finalised in consultation with the Designated Stock Exchange, being [●]. Applications for Additional Rights Equity Shares shall be considered and Allotment shall be made in accordance with the SEBI ICDR Regulations and in the manner as set out in "***- Basis of Allotment***" on page 273.

Eligible Equity Shareholders who renounce their Rights Entitlements cannot apply for Additional Rights Equity Shares. Non-resident Renouncees who are not Eligible Equity Shareholders cannot apply for Additional Rights Equity Shares.

Additional general instructions for Investors in relation to making of an Application

(a) Please read the Letter of Offer carefully to understand the Application process and applicable settlement process.

(b) Please read the instructions on the Application Form sent to you. Application should be complete in all respects. The Application Form found incomplete with regard to any of the particulars required to be given therein, and/or which are not completed in conformity with the terms of the Issue Materials are liable to be rejected. The Application Form must be filled in English.

(c) In case of non-receipt of Application Form, Application can be made on plain paper mentioning all necessary details as mentioned under "***- Making of an Application by Eligible Equity Shareholders on Plain Paper under ASBA process***" on page 253.

(d) Applications should be (i) submitted to the Designated Branch of the SCSB or made online/electronic through the website of the SCSBs (if made available by such SCSB) for authorising such SCSB to block Application Money payable on the Application in their respective ASBA Accounts. Please note that on the Issue Closing Date, Applications will be uploaded until 5.00 p.m. (Indian Standard Time) or such extended time as permitted by the Designated Stock Exchange, being [●].

(e) Applications should not be submitted to the Banker to the Issue, our Company or the Registrar to the Issue or the Lead Manager.

(f) All Investors, and in the case of Application in joint names, each of the joint Investors, should mention their PAN allotted under the Income-tax Act, irrespective of the amount of the Application. Except for Applications on behalf of the Central or the State Government, the residents of Sikkim and the officials appointed by the courts, Applications without PAN will be considered incomplete and are liable to be rejected. With effect from August 16, 2010, the demat accounts for Investors for which PAN details have not been verified shall be "suspended for credit" and no Allotment and credit of Rights Equity Shares pursuant to this Issue shall be made into the accounts of such Investors.

(g) Ensure that the demographic details such as address, PAN, DP ID, Client ID, bank account details and occupation ("**Demographic Details**") are updated, true and correct, in all respects. Investors applying under this Issue should note that on the basis of name of the Investors, DP ID and Client ID provided by them in the Application Form or the plain paper Applications, as the case may be, the Registrar to the Issue will obtain Demographic Details from the Depository. Therefore, Investors applying under this Issue should carefully fill in their Depository Account details in the Application. These Demographic Details would be used for all correspondence with such Investors including mailing of the letters intimating unblocking of bank account of the respective Investor and/or refund. The Demographic Details given by the Investors in the Application Form would not be used for any other purposes by the Registrar to the Issue. Hence, Investors are advised to update their Demographic Details as provided to their Depository Participants. **The Allotment Advice and the intimation on unblocking of ASBA Account or refund (if any) would be mailed on the registered e-mail address or to the address of the Investor as per the Indian address provided to our Company or the Registrar to the Issue or Demographic Details received from the Depositories, as the case may be. The Registrar to the Issue will give instructions to the SCSBs for unblocking funds in the ASBA Account to the extent Rights Equity Shares are not Allotted to such Investor. Please note that any such delay shall be at the sole risk of the Investors and none of our Company, the SCSBs, Registrar to the Issue or the Lead Manager shall be liable to compensate the Investor for any losses caused due to any such delay or be liable to pay any interest for such delay. In case no corresponding record is available with the Depositories that match three parameters, (a) names of the Investors (including the order of names of joint holders), (b) DP ID, and (c) Client ID, then such Application Forms are liable to be rejected.**

(h) By signing the Application Forms, Investors would be deemed to have authorized the Depositories to provide, upon request, to the Registrar to the Issue, the required Demographic Details as available on its records.

(i) For physical Applications through ASBA at Designated Branches of SCSB, signatures should be either in English or Hindi or in any other language specified in the Eighth Schedule to the Constitution of India. Signatures other than in any such language or thumb impression must be attested by a Notary Public or a Special Executive Magistrate under his/her official seal. The

Investors must sign the Application as per the specimen signature recorded with the SCSB.

(j) Investors should provide correct DP ID and Client ID/Folio number (for Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date) while submitting the Application. Such DP ID and Client ID/Folio number should match the demat account details in the records available with Company and/or Registrar to the Issue, failing which such Application is liable to be rejected. Investors will be solely responsible for any error or inaccurate detail provided in the Application. Our Company, the Lead Manager, SCSBs or the Registrar to the Issue will not be liable for any such rejections.

(k) In case of joint holders and physical Applications, all joint holders must sign the relevant part of the Application Form in the same order and as per the specimen signature(s) recorded with the SCSB. In case of joint Investors, reference, if any, will be made in the first Investor's name and all communication will be addressed to the first Investor.

(l) All communication in connection with Applications for the Rights Equity Shares, including any change in contact details of the Eligible Equity Shareholders should be addressed to the Registrar to the Issue prior to the date of Allotment in this Issue quoting the name of the first/sole Investor, Folio number (for Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date)/DP ID and Client ID and Application Form number, as applicable. In case of any change in contact details of the Eligible Equity Shareholders, the Eligible Equity Shareholders should also send the intimation for such change to the respective depository participant, or to our Company or the Registrar to the Issue in case of Eligible Equity Shareholders holding Equity Shares in physical form, as applicable.

(m) Investors are required to ensure that the number of Rights Equity Shares applied for by them do not exceed the prescribed limits under the applicable law.

(n) Do not apply if you are ineligible to participate in this Issue under the securities laws applicable to your jurisdiction.

(o) Do not submit the GIR number instead of the PAN as the application is liable to be rejected on this ground.

(p) Avoid applying on the Issue Closing Date due to risk of delay/restrictions in making any physical Application.

(q) Do not pay the Application Money in cash, by money order, pay order or postal order.

(r) Do not submit multiple Applications.

(s) Investors are required to ensure that the number of Rights Equity Shares applied for by them do not exceed the prescribed limits under the applicable law.

(t) An Investor being an OCB is required not to be under the adverse notice of RBI and in order to apply for this issue as an incorporated non-resident must do so in accordance with the FDI Circular 2020 and FEMA Rules.

(u) Ensure that your PAN is linked with Aadhaar and you are in compliance with CBDT notification dated February 13, 2020 and press release dated June 25, 2021 and September 17, 2021.

Grounds for Rejection

Applications made in this Issue are liable to be rejected on the following grounds:

(a) DP ID and Client ID mentioned in Application does not match with the DP ID and Client ID records available with the Registrar to the Issue.

(b) Details of PAN mentioned in the Application does not match with the PAN records available with the Registrar to the Issue.

(c) Sending an Application to our Company, the Lead Manager, Registrar to the Issue, to a branch of a SCSB which is not a Designated Branch of the SCSB.

(d) Insufficient funds are available in the ASBA Account with the SCSB for blocking the Application Money.

(e) Funds in the ASBA Account whose details are mentioned in the Application Form having been frozen pursuant to regulatory orders.

(f) Account holder not signing the Application or declaration mentioned therein.

(g) Submission of more than one Application Form for Rights Entitlements available in a particular demat account.

(h) Multiple Application Forms, including cases where an Investor submits Application Forms along with a plain paper Application.

(i) Submitting the GIR number instead of the PAN (except for Applications on behalf of the Central or State Government, the residents of Sikkim and the officials appointed by the courts).

(j) Applications by persons not competent to contract under the Indian Contract Act, 1872, except Applications by minors having valid demat accounts as per the Demographic Details provided by the Depositories.

(k) Applications by SCSB on own account, other than through an ASBA Account in its own name with any other SCSB.

(l) Application Forms which are not submitted by the Investors within the time periods prescribed in the Application Form and the Letter of Offer.

(m) Physical Application Forms not duly signed by the sole or joint Investors, as applicable.

(n) Application Forms accompanied by stock invest, outstation cheques, post-dated cheques, money order, postal order or outstation demand drafts.

(o) If an Investor is (a) debarred by SEBI; or (b) if SEBI has revoked the order or has provided any interim relief then failure to attach a copy of such SEBI order allowing the Investor to subscribe to their Rights Entitlements.

(p) Applications which: (i) appears to our Company or its agents to have been executed in, electronically transmitted from or dispatched from jurisdictions where the offer and sale of the Rights Equity Shares is not permitted under laws of such jurisdictions; (ii) does not include the relevant certifications set out in the Application Form, including to the effect that the person submitting and/or renouncing the Application Form is outside the United States, and is eligible to subscribe for the Rights Equity Shares under applicable securities laws and is complying with laws of jurisdictions applicable to such person in connection with this Issue; and our Company shall not be bound to issue or allot any Rights Equity Shares in respect of any such Application Form.

(q) Applications which have evidence of being executed or made in contravention of applicable securities laws.

(r) Application from Investors that are residing in U.S. address as per the depository records.

(s) Investors not having the requisite approvals to make application in the Issue.

IT IS MANDATORY FOR ALL THE INVESTORS APPLYING UNDER THIS ISSUE TO APPLY THROUGH THE ASBA PROCESS, TO RECEIVE THEIR RIGHTS EQUITY SHARES IN DEMATERIALISED FORM AND TO THE SAME DEPOSITORY ACCOUNT/CORRESPONDING PAN IN WHICH THE EQUITY SHARES ARE HELD BY THE INVESTOR AS ON THE RECORD DATE. ALL INVESTORS APPLYING UNDER THIS ISSUE SHOULD MENTION THEIR DEPOSITORY PARTICIPANT'S NAME, DP ID AND BENEFICIARY ACCOUNT NUMBER/FOLIO NUMBER IN THE APPLICATION FORM. INVESTORS MUST ENSURE THAT THE NAME GIVEN IN THE APPLICATION FORM IS EXACTLY THE SAME AS THE NAME IN WHICH THE DEPOSITORY ACCOUNT IS HELD. IN CASE THE APPLICATION FORM IS SUBMITTED IN JOINT NAMES, IT SHOULD BE ENSURED THAT THE DEPOSITORY ACCOUNT IS ALSO HELD IN THE SAME JOINT NAMES AND ARE IN THE SAME SEQUENCE IN WHICH THEY APPEAR IN THE APPLICATION FORM OR PLAIN PAPER APPLICATIONS, AS THE CASE MAY BE.

Multiple Applications

In case where multiple Applications are made using same demat account, such Applications shall be liable to be rejected. A separate Application can be made in respect of Rights Entitlements in each demat account of the Investors and such Applications shall not be treated as multiple applications. Similarly, a separate Application can be made against Equity Shares held in dematerialized form and Equity Shares held in physical form, and such Applications shall not be treated as multiple applications. Further supplementary Applications in relation to further Rights Equity Shares with/without using Additional Rights Entitlement will not be treated as multiple application. A separate Application can be made in respect of each scheme of a mutual fund registered with SEBI and such Applications shall not be treated as multiple applications. For details, please see "***Procedure for Applications by Mutual Funds***" on page 263.

In cases where Multiple Application Forms are submitted, including cases where (a) an Investor submits Application Forms along with a plain paper Application or (b) multiple plain paper Applications (c) or multiple applications on through ASBA, such Applications shall be treated as multiple applications and are liable to be rejected, other than multiple applications submitted by our Promoter or Promoter Group Shareholder to meet the minimum subscription requirements applicable to this Issue as described in "***Summary of Draft Letter of Offer - Intention and extent of participation by our Promoters and Promoter Group shareholders***" on page 270.

Procedure for Applications by certain categories of Investors

Procedure for Applications by FPIs

In terms of applicable FEMA Rules and the SEBI FPI Regulations, investments by FPIs in the Equity Shares is subject to certain limits, *i.e.*, the individual holding of an FPI (including its investor group (which means multiple entities registered as foreign portfolio investors and directly and indirectly having common ownership of more than 50% of common control)) shall be below 10% of our post-Issue Equity Share capital. In case the total holding of an FPI or investor group increases beyond 10% of the total paid-up Equity Share capital of our Company, on a fully diluted basis or 10% or more of the paid-up value of any series of debentures or preference shares or share warrants that may be issued by our Company, the total investment made by the FPI or investor group will be re-classified as FDI subject to the conditions as specified by SEBI and RBI in this regard and our Company and the investor will also be required to comply with applicable reporting requirements. Further, the aggregate limit of all FPIs investments is up to the sectoral cap applicable to the sector in which our Company operates (*i.e.*, 100%).

FPIs are permitted to participate in this Issue subject to compliance with conditions and restrictions which may be specified by the Government from time to time. FPIs who wish to participate in the Issue are advised to use the Application Form for non-residents. Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 21 of the SEBI FPI Regulations, an FPI may issue, subscribe to or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by an FPI against securities held by it that are listed or proposed to be listed on any recognised stock exchange in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only to persons registered as Category I FPI under the SEBI FPI Regulations; (ii) such offshore derivative instruments are issued only to persons who are eligible for registration as Category I FPIs (where an entity has an investment manager who is from the Financial Action Task Force member country, the investment manager shall not be required to be registered as a Category I FPI); (iii) such offshore derivative instruments are issued after compliance with 'know your client' norms; and (iv) compliance with other conditions as may be prescribed by SEBI.

An FPI issuing offshore derivative instruments is also required to ensure that any transfer of offshore derivative instruments issued by or on its behalf, is carried out subject to inter alia the following conditions:

(a) such offshore derivative instruments are transferred only to persons in accordance with the SEBI FPI Regulations; and
(b) prior consent of the FPI is obtained for such transfer, except when the persons to whom the offshore derivative instruments are to be transferred to are pre – approved by the FPI.

No investment under the FDI route will be allowed in the Issue unless such application is accompanied with necessary approval or covered under a pre-existing approval.

Procedure for Applications by AIFs, FVCIs, VCFs and FDI route

The SEBI VCF Regulations and the SEBI FVCI Regulations prescribe, among other things, the investment restrictions on VCFs and FVCIs registered with SEBI. Further, the SEBI AIF Regulations prescribe, among other things, the investment restrictions on AIFs.

As per the SEBI VCF Regulations and SEBI FVCI Regulations, VCFs and FVCIs are not permitted to invest in listed companies pursuant to rights issues. Accordingly, applications by VCFs or FVCIs will not be accepted in this Issue. Further, venture capital funds registered as Category I AIFs, as defined in the SEBI AIF Regulations, are not permitted to invest in listed companies pursuant to rights issues. Accordingly, applications by venture capital funds registered as category I AIFs, as defined in the SEBI AIF Regulations, will not be accepted in this Issue. Other categories of AIFs are permitted to apply in this Issue subject to compliance with the SEBI AIF Regulations. Such AIFs having bank accounts with SCSBs that are providing ASBA in cities/centres where such AIFs are located are mandatorily required to make use of the ASBA facility. Otherwise, applications of such AIFs are liable for rejection.

No investment under the FDI route (i.e., in any investment which would result in the investor holding10% or more of the fully diluted paid-up equity share capital of our Company or any FDI investment for which an approval from the government was taken in the past) will be allowed in the Issue unless such application is accompanied with necessary approval or covered under a pre-existing approval from the government. It will be the sole responsibility of the investors to ensure that the necessary approval or the pre-existing approval from the government is valid in order to make any investment in the Issue. The Lead Manager and our Company will not be responsible for any allotments made by relying on such approvals.

Procedure for Applications by NRIs

Investments by NRIs are governed by the FEMA Rules. Applications will not be accepted from NRIs that are ineligible to participate in this Issue under applicable securities laws.

As per the FEMA Rules, an NRI or Overseas Citizen of India ("**OCI**") may purchase or sell capital instruments of a listed Indian company on repatriation basis, on a recognised stock exchange in India, subject to the conditions, *inter alia*, that the total holding by any individual NRI or OCI will not exceed 5% of the total paid-up equity capital on a fully diluted basis or should not exceed 5% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and OCIs put together will not exceed 10% of the total paid-up equity capital on a fully diluted basis or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrants. The aggregate ceiling of 10% may be raised to 24%, if a special resolution to that effect is passed by the general body of the Company.

Further, in accordance with press note 3 of 2020 issued by the DPIIT, the FEMA Rules have been amended to state that all investments by entities incorporated in a country which shares land border with India or where beneficial owner of an investment into India is situated in or is a citizen of any such country ("**Restricted Investors**"), will require prior approval of the Government of India. It is not clear from the press note whether or not an issue of the Rights Equity Shares to Restricted Investors will also require prior approval of the Government of India and each Investor should seek independent legal advice about its ability to participate in the Issue. In the event such prior approval has been obtained, the Investor shall intimate our Company and the Registrar to the Issue about such approval within the Issue Period.

Procedure for Applications by Mutual Funds

A separate Application can be made in respect of each scheme of an Indian mutual fund registered with SEBI and such applications shall not be treated as multiple applications. The applications made by asset management companies or custodians of a mutual fund should clearly indicate the name of the concerned scheme for which the application is being made.

No Mutual Fund scheme shall invest more than 10% of its net asset value in equity shares or equity related instruments of any single company provided that the limit of 10% shall not be applicable for investments in case of index funds or exchange traded funded or sector or industry specific schemes. No Mutual Fund under all its schemes should own more than 10% of any company's paid-up share capital carrying voting rights.

*Procedure for Applications by Systemically Important Non-Banking Financial Companies ("**NBFCSI**")*

In case of an application made by NBFC-SI registered with RBI, (a) the certificate of registration issued by RBI under Section 45IA of RBI Act, 1934 and (b) net worth certificate from its statutory auditors or any independent chartered accountant based on the last audited financial statements is required to be attached to the application.

Last date for Application

The last date for submission of the duly filled in Application Form or a plain paper Application is [●] *i.e.*, Issue Closing Date. Our Rights Issue Committee may extend the said date for such period as it may determine from time to time, subject to the Issue Period not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Opening Date).

If the Application Form is not submitted with an SCSB, uploaded with the Stock Exchanges and the Application Money is not blocked with the SCSB, on or before the Issue Closing Date or such date as may be extended by our Board or Rights Issue Committee, the invitation to offer contained in the Letter of Offer shall be deemed to have been declined and our Board or Rights Issue Committee shall be at liberty to dispose of the Equity Shares hereby offered, as set out in "- ***Basis of Allotment***" on page 273.

Please note that on the Issue Closing Date, Applications will be uploaded until 5.00 p.m. (Indian Standard Time) or such extended time as permitted by the Designated Stock Exchange, being [●].

Please ensure that the Application Form and necessary details are filled in. In place of Application number, Investors can mention the reference number of the e-mail received from Registrar to the Issue informing about their Rights Entitlement or last eight digits of the demat account. Alternatively, SCSBs may mention their internal reference number in place of application number.

Withdrawal of Application

An Investor who has applied in this Issue may withdraw their Application at any time during Issue Period by approaching the SCSB where Application is submitted. However, no Investor, applying through ASBA facility, may withdraw their Application post 5.00 p.m. (Indian Standard Time) on the Issue

Closing Date.

Disposal of Application and Application Money

No acknowledgment will be issued for the Application Money received by our Company. However, the Designated Branches of the SCSBs receiving the Application Form will acknowledge its receipt by stamping and returning the acknowledgment slip at the bottom of each Application Form.

Our Board reserves its full, unqualified and absolute right to accept or reject any Application, in whole or in part, and in either case without assigning any reason thereto.

In case an Application is rejected in full, the whole of the Application Money will be unblocked in the respective ASBA Accounts. Wherever an Application is rejected in part, the balance of Application Money, if any, after adjusting any money due on Rights Equity Shares Allotted, will be refunded/unblocked in the ASBA Accounts of the Investor within a period of four days from the Issue Closing Date. In case of failure to do so, our Company shall pay interest at such rate and within such time as specified under applicable law.

For further instructions, please read the Application Form carefully.

III. CREDIT OF RIGHTS ENTITLEMENTS IN DEMAT ACCOUNTS OF ELIGIBLE EQUITY SHAREHOLDERS

Rights Entitlements

As your name appears as a beneficial owner in respect of the issued and paid-up Equity Shares held in dematerialised form or appears in the register of members of our Company as an Eligible Equity Shareholder in respect of our Equity Shares held in physical form, as on the Record Date, you may be entitled to subscribe to the number of Rights Equity Shares as set out in the Rights Entitlement Letter.

Eligible Equity Shareholders can also obtain the details of their respective Rights Entitlements from the website of the Registrar to the Issue (*i.e.*, www.bigshareonline.com) by entering their DP ID and Client ID or Folio Number (for Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date) and PAN. The link for the same shall also be available on the website of our Company (*i.e.*, http://www.jyotistructures.in/).

In this regard, our Company has made necessary arrangements with NSDL and CDSL for crediting of the Rights Entitlements to the demat accounts of the Eligible Equity Shareholders in a dematerialized form. Our Company shall apply for a separate ISIN for the Rights Entitlements. The said ISIN shall remain frozen (for debit) until the Issue Opening Date. The said ISIN shall be suspended for transfer by the Depositories post the Issue Closing Date.

Additionally, our Company will submit the details of the total Rights Entitlements credited to the demat accounts of the Eligible Equity Shareholders and the demat suspense escrow account to the Stock Exchanges after completing the corporate action. The details of the Rights Entitlements with respect to each Eligible Equity Shareholders can be accessed by such respective Eligible Equity Shareholders on the website of the Registrar to the Issue after keying in their respective details along with other security control measures implemented thereat.

Rights Entitlements shall be credited to the respective demat accounts of Eligible Equity Shareholders before the Issue Opening Date only in dematerialised form. Further, if no Application is made by the Eligible Equity Shareholders of Rights Entitlements on or before Issue Closing Date, such Rights Entitlements shall get lapsed and shall be extinguished after the Issue Closing Date. No Rights Equity Shares for such lapsed Rights Entitlements will be credited, even if such Rights Entitlements were purchased from market and purchaser will lose the premium paid to acquire the Rights Entitlements. Persons who are credited the Rights Entitlements are required to make an Application to apply for Rights Equity Shares offered under Rights Issue.

If Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date, have not provided the details of their demat accounts to our Company or to the Registrar, they are required to provide their demat account details to our Company or the Registrar not later than two Working Days prior to the Issue Closing Date, to enable the credit of the Rights Entitlements by way of transfer from the demat suspense escrow account to their respective demat accounts, at least one day before the Issue Closing Date. Such Eligible Equity Shareholders holding shares in physical form can update the details of their respective demat accounts on the website of the Registrar to the Issue (*i.e.*, www.bigshareonline.com). Such Eligible Equity Shareholders can make an Application only after the Rights Entitlements is credited to their respective demat accounts.

In accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI Rights Issue Circulars, the credit of Rights Entitlements and Allotment of Rights Equity Shares shall be made in dematerialized form only. Prior to the Issue Opening Date, our Company shall credit the Rights Entitlements to (i) the demat accounts of the Eligible Equity Shareholders holding the Equity Shares in dematerialised form; and (ii) a demat suspense escrow account opened by our Company, for the Eligible Equity Shareholders which would comprise Rights Entitlements relating to (a) Equity Shares held in the account of the IEPF Authority; or (b) the demat accounts of the Eligible Equity Shareholder which are frozen or the Equity Shares which are lying in the unclaimed suspense account (including those pursuant to Regulation 39 of the SEBI Listing Regulations) or details of which are unavailable with our Company or with the Registrar to the Issue on the Record Date; or (c) Equity Shares held by Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date where details of demat accounts are not provided by Eligible Equity Shareholders to our Company or Registrar to the Issue; or (d) credit of the Rights Entitlements returned/reversed/failed; or (e) the ownership of the Equity Shares currently under dispute, including any court proceedings, if any. Eligible Equity Shareholders, holding Equity Shares in physical form as on Record Date are requested to provide relevant details (such as copies of self-attested PAN and client master sheet of demat account etc., details/records confirming the legal and beneficial ownership of their respective Equity Shares) to our Company or the Registrar to the Issue not later than two Working Days prior to the Issue Closing Date, i.e., by [●] to enable the credit of their Rights Entitlements by way of transfer from the demat suspense escrow account to their demat account at least one day before the Issue Closing Date, to enable such Eligible Equity Shareholders to make an application in this Issue, and this communication shall serve as an intimation to such Eligible Equity Shareholders in this regard. Such Eligible Equity Shareholders are also requested to ensure that their demat account, details of which have been provided to our Company or the Registrar account is active to facilitate the aforementioned transfer.

IV. RENUNCIATION AND TRADING OF RIGHTS ENTITLEMENT

Renouncees

All rights and obligations of the Eligible Equity Shareholders in relation to Applications and refunds pertaining to this Issue shall apply to the Renouncee(s) as well.

Renunciation of Rights Entitlements

This Issue includes a right exercisable by Eligible Equity Shareholders to renounce the Rights Entitlements credited to their respective demat account either in full or in part.

The renunciation from non-resident Eligible Equity Shareholder(s) to resident Indian(s) and *vice versa* shall be subject to provisions of FEMA Rules and other circular, directions, or guidelines issued by RBI or the Ministry of Finance from time to time. However, the facility of renunciation shall not be available to or operate in favour of an Eligible Equity Shareholders being an erstwhile OCB unless the same is in compliance with the FEMA Rules and other circular, directions, or guidelines issued by RBI or the Ministry of Finance from time to time.

The renunciation of Rights Entitlements credited in your demat account can be made either by sale of such Rights Entitlements, using the secondary market platform of the Designated Stock Exchange, being [●], or through an off-market transfer. In accordance with SEBI circular

SEBI/HO/CFD/DIL2/CIR/P/2020/78 dated May 6, 2020 read with SEBI circular SEBI/HO/CFD/DIL1/CIR/P/2020/136 dated July 24, 2020, the Eligible Equity Shareholders, who hold Equity Shares in physical form, as applicable, as on Record Date and who have not furnished the details of their demat account to the Registrar or our Company at least two Working Days prior to the Issue Closing Date, will not be able to renounce their Rights Entitlements.

Procedure for Renunciation of Rights Entitlements

The Eligible Equity Shareholders may renounce the Rights Entitlements, credited to their respective demat accounts, either in full or in part (a) by using the secondary market platform of the Designated Stock Exchange, being [●], (the "**On Market Renunciation**"); or (b) through an off-market transfer (the "**Off Market Renunciation**"), during the Renunciation Period. The Investors should have the demat Rights Entitlements credited/lying in his/her own demat account prior to the renunciation. The trades through On Market Renunciation and Off Market Renunciation will be settled by transferring the Rights Entitlements through the depository mechanism.

In accordance with the SEBI Rights Issue Circulars, the resident Eligible Equity Shareholders, who hold Equity Shares in physical form, as applicable, as on Record Date shall be required to provide their demat account details to our Company or the Registrar to the Issue for credit of Rights Entitlement not later than two Working Days prior to Issue Closing Date, such that credit of Rights Entitlement in their demat account takes place at least one day before Issue Closing Date, thereby enabling them to renounce their Rights Entitlements through Off Market Renunciation.

Investors may be subject to adverse foreign, state or local tax or legal consequences as a result of trading in the Rights Entitlements. Investors who intend to trade in the Rights Entitlements should consult their tax advisor or stock-broker regarding any cost, applicable taxes, charges and expenses (including brokerage) that may be levied for trading in Rights Entitlements.

Please note that the Rights Entitlements which are neither renounced nor subscribed by the Investors on or before the Issue Closing Date shall lapse and shall be extinguished after the Issue Closing Date.

Separate ISIN for Rights Equity Shares

In addition to the present ISIN for the existing Equity Shares, our Company has obtained a separate ISIN for the Rights Equity Shares. The Rights Equity Shares offered under this Issue will be traded under the said separate ISIN.

Payment Schedule of Rights Equity Shares

₹[●] per Rights Equity Share (including premium of ₹[●] per Rights Equity Share) shall be payable on Application.

The Lead Manager and our Company accept no responsibility to bear or pay any cost, applicable taxes, charges and expenses (including brokerage), and such costs will be incurred solely by the Investors.

(a) *On Market Renunciation*

The Eligible Equity Shareholders may renounce the Rights Entitlements, credited to their respective demat accounts by trading/selling them on the secondary market platform of the Designated Stock Exchange, being [●], through a registered stock-broker in the same manner as the existing Equity Shares.

In this regard, in terms of provisions of the SEBI ICDR Regulations and the SEBI Rights Issue Circulars, the Rights Entitlements credited to the respective demat accounts of the Eligible Equity Shareholders shall be admitted for trading on the Stock Exchanges under ISIN [●] subject to requisite approvals. Prior to the Issue Opening Date, our Company will obtain the approval from the Designated Stock Exchange, being [●], for trading of Rights Entitlements. No assurance can be given regarding the active or sustained

On Market Renunciation or the price at which the Rights Entitlements will trade. The details for trading in Rights Entitlements will be as specified by the Designated Stock Exchange, being [●], from time to time.

The Rights Entitlements are tradable in dematerialized form only. The market lot for trading of Rights Entitlements is one Rights Entitlements.

The On Market Renunciation shall take place only during the Renunciation Period for On Market Renunciation, *i.e.*, from [●] to [●] (both days inclusive).

The Investors holding the Rights Entitlements who desire to sell their Rights Entitlements will have to do so through their registered stock-brokers by quoting the ISIN [●] and indicating the details of the Rights Entitlements they intend to trade. The Investors can place order for sale of Rights Entitlements only to the extent of Rights Entitlements available in their demat account.

The On Market Renunciation shall take place electronically on secondary market platform of [●] under automatic order matching mechanism and on T+1 rolling settlement basis', where 'T' refers to the date of trading. The transactions will be settled on trade-for-trade basis. Upon execution of the order, the stock-broker will issue a contract note in accordance with the requirements of the Stock Exchanges and SEBI.

(b) *Off Market Renunciation*

The Eligible Equity Shareholders may renounce the Rights Entitlements, credited to their respective demat accounts by way of an off-market transfer through a depository participant. The Rights Entitlements can be transferred in dematerialised form only.

Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncees on or prior to the Issue Closing Date to enable Renouncees to subscribe to the Rights Equity Shares in the Issue.

The Investors holding the Rights Entitlements who desire to transfer their Rights Entitlements will have to do so through their depository participant by issuing a delivery instruction slip quoting the ISIN [●], the details of the buyer and the details of the Rights Entitlements they intend to transfer. The buyer of the Rights Entitlements (unless already having given a standing receipt instruction) has to issue a receipt instruction slip to their depository participant. The Investors can transfer Rights Entitlements only to the extent of Rights Entitlements available in their demat account.

The instructions for transfer of Rights Entitlements can be issued during the working hours of the depository participants.

The detailed rules for transfer of Rights Entitlements through off-market transfer shall be as specified by the NSDL and CDSL from time to time.

The renunciation from non-resident Eligible Equity Shareholder(s) to resident Indian(s) and *vice versa* shall be subject to provisions of FEMA Rules and other circular, directions, or guidelines issued by RBI or the Ministry of Finance from time to time. However, the facility of renunciation shall not be available to or operate in favour of an Eligible Equity Shareholders being an erstwhile OCB unless the same is in compliance with the FEMA Rules and other circular, directions, or guidelines issued by RBI or the Ministry of Finance from time to time.

V. MODE OF PAYMENT

All payments against the Application Forms shall be made only through ASBA facility. The Registrar to the Issue will not accept any payments against the Application Forms, if such payments are not made through ASBA facility.

The Investor agrees to block the entire amount payable on Application with the submission of the Application Form, by authorizing the SCSB to block an amount, equivalent to the amount payable on Application, in the Investor's ASBA Account. The SCSB may reject the application at the time of acceptance of Application Form if the ASBA Account, details of which have been provided by the Investor in the Application Form does not have sufficient funds equivalent to the amount payable on Application mentioned in the Application Form. Subsequent to the acceptance of the Application by the SCSB, our Company would have a right to reject the Application on technical grounds as set forth in this Draft Letter of Offer.

After verifying that sufficient funds are available in the ASBA Account details of which are provided in the Application Form, the SCSB shall block an amount equivalent to the Application Money mentioned in the Application Form until the Transfer Date. On the Transfer Date, upon receipt of intimation from the Registrar to the Issue, of the receipt of minimum subscription and pursuant to the finalization of the Basis of Allotment as approved by the Designated Stock Exchange, being [●], the SCSBs shall transfer such amount as per the Registrar to the Issue's instruction from the ASBA Account into the Allotment Account(s). The balance amount remaining after the finalisation of the Basis of Allotment on the Transfer Date shall be unblocked by the SCSBs on the basis of the instructions issued in this regard by the Registrar to the Issue to the respective SCSB.

In terms of RBI Circular DBOD No. FSC BC 42/24.47.00/2003- 04 dated November 5, 2003, the stock invest scheme has been withdrawn. Hence, payment through stock invest would not be accepted in this Issue.

Mode of payment for Non-Resident Investors

As regards the Application by non-resident Investors, payment must be made only through ASBA facility and using permissible accounts in accordance with FEMA, FEMA Rules and requirements prescribed by RBI and subject to the following:

1. In case where repatriation benefit is available, interest, dividend, sales proceeds derived from the investment in Rights Equity Shares can be remitted outside India, subject to tax, as applicable according to the Income-tax Act. However, please note that conditions applicable at the time of original investment in our Company by the Eligible Equity Shareholder including repatriation shall not change and remain the same for subscription in the Issue or subscription pursuant to renunciation in the Issue.

2. Subject to the above, in case Rights Equity Shares are Allotted on a non-repatriation basis, the dividend and sale proceeds of the Rights Equity Shares cannot be remitted outside India.

3. In case of an Application Form received from non-residents, Allotment, refunds and other distribution, if any, will be made in accordance with the guidelines and rules prescribed by RBI as applicable at the time of making such Allotment, remittance and subject to necessary approvals.

4. Application Forms received from non-residents/NRIs, or persons of Indian origin residing abroad for Allotment of Rights Equity Shares shall, amongst other things, be subject to conditions, as may be imposed from time to time by RBI under FEMA, in respect of matters including Refund of Application Money and Allotment.

5. In the case of NRIs who remit their Application Money from funds held in FCNR/NRE Accounts, refunds and other disbursements, if any shall be credited to such account.

6. Non-resident Renouncees who are not Eligible Equity Shareholders must submit regulatory approval for applying for Additional Rights Equity Shares.

VI. BASIS FOR THIS ISSUE AND TERMS OF THIS ISSUE

The Rights Equity Shares are being offered for subscription to the Eligible Equity Shareholders whose names appear as beneficial owners as per the list to be furnished by the Depositories in respect of our Equity Shares held in dematerialised form and on the register of members of our Company in respect of our Equity Shares held in physical form at the close of Business Hours on the Record Date. For principal terms of Issue such as face value, Issue Price, Rights Entitlement ratio, please see "***The Issue***" on page 43.

Fractional Entitlements

The Rights Equity Shares are being offered on a rights basis to Eligible Equity Shareholders in the ratio of [●] Rights Equity Share for every [●] Equity Shares held on the Record Date. For Equity Shares being offered on a rights basis under this Issue, if the shareholding of any of the Eligible Equity Shareholders is less than [●] Equity Shares or not in the multiple of [●] Equity Shares, the fractional entitlement of such Eligible Equity Shareholders shall be ignored in the computation of the Rights Entitlement.

However, the Eligible Equity Shareholders whose fractional entitlements are being ignored, will be given preferential consideration for the allotment of one Additional Rights Equity Share each if they apply for Additional Rights Equity Shares over and above their Rights Entitlements, if any. For example, if an Eligible Equity Shareholder holds [●] Equity Shares, such Equity Shareholder will be entitled to one Rights Equity Share and will also be given a preferential consideration for the Allotment of one additional Rights Equity Share if such Eligible Equity Shareholder has applied for Additional Rights Equity Shares, over and above their Rights Entitlements, subject to availability of Rights Equity Shares in this Issue post allocation towards Rights Entitlements applied for.

Further, the Eligible Equity Shareholders holding less than [●] Equity Shares shall have 'zero' entitlement in the Issue. Such Eligible Equity Shareholders are entitled to apply for additional Equity Shares and will be given preference in the allotment of one additional Equity Share if, such Eligible Equity Shareholders apply for the additional Equity Shares. However, they cannot renounce the same in favour of third parties and the application forms shall be non-negotiable.

Ranking

The Rights Equity Shares to be issued and Allotted pursuant to this Issue shall be subject to the provisions of this Draft Letter of Offer, the Letter of Offer and other Issue Materials, and the Memorandum of Association and the Articles of Association, the provisions of the Companies Act, 2013, FEMA, the SEBI ICDR Regulations, the SEBI Listing Regulations, and the guidelines, notifications and regulations issued by SEBI, the Government of India and other statutory and regulatory authorities from time to time, the terms of the Listing Agreements entered into by our Company with the Stock Exchanges and the terms and conditions as stipulated in the Allotment Advice. The Rights Equity Shares to be issued and Allotted under this Issue shall rank *pari passu* with the existing Equity Shares, in all respects including dividends.

Listing and trading of the Rights Equity Shares to be issued pursuant to this Issue

Subject to receipt of the listing and trading approvals, the Rights Equity Shares proposed to be issued on a rights basis shall be listed and admitted for trading on the Designated Stock Exchange, being [●]. Unless otherwise permitted by the SEBI ICDR Regulations, the Rights Equity Shares Allotted pursuant to this Issue will be listed as soon as practicable and all steps for completion of necessary formalities for listing and commencement of trading in the Rights Equity Shares will be taken within such period prescribed under the SEBI ICDR Regulations. Our Company has received in-principle approval from [●] through letter bearing reference number [●] dated [●]. Our Company will apply to the Designated Stock Exchange, being [●], for final approvals for the listing and trading of the Rights Equity Shares subsequent to their Allotment. No assurance can be given regarding the active or sustained trading in the Rights Equity Shares or the price at which the Rights Equity Shares offered under this Issue will trade after the listing thereof.

The existing Equity Shares are listed and traded on BSE (Scrip Code: 513250) and NSE (Scrip Code: JYOTISTRUC) under the ISIN: INE197A01024. The Rights Equity Shares shall be credited to a temporary ISIN which will be frozen until the receipt of the final listing/trading approvals from the Stock

Exchanges. Upon receipt of such listing and trading approvals, the Rights Equity Shares shall be debited from such temporary ISIN and credited to the new ISIN for the Rights Equity Shares and thereafter be available for trading and the temporary ISIN shall be permanently deactivated in the depository system of CDSL and NSDL. The listing and trading of the Rights Equity Shares issued pursuant to this Issue shall be based on the current regulatory framework then applicable. Accordingly, any change in the regulatory regime would affect the listing and trading schedule.

In case our Company fails to obtain listing or trading permission from the Stock Exchanges, our Company shall refund through verifiable means/unblock the respective ASBA Accounts, the entire monies received/blocked within four days of receipt of intimation from the Stock Exchanges, rejecting the application for listing of the Rights Equity Shares, and if any such money is not refunded/unblocked within four days after our Company becomes liable to repay it, our Company and every director of our Company who is an officer-in-default shall, on and from the expiry of the fourth day, be jointly and severally liable to repay that money with interest at rates prescribed under applicable law.

Intention and extent of participation by our Promoters and our Promoter Group shareholder

Our Company is a professionally managed company, hence, there will be no participation in the Issue by promoter or promoter group shareholder.

Rights of Holders of Equity Shares of our Company

Subject to applicable laws, Shareholders who have been Allotted Rights Equity Shares pursuant to the Issue shall have the following rights:

(a) The right to receive dividend, if declared;
(b) The right to receive surplus on liquidation;
(c) The right to receive offers for rights shares and be allotted bonus shares, if announced;
(d) The right to free transferability of Rights Equity Shares;
(e) The right to attend general meetings of our Company and exercise voting powers in accordance with law, unless prohibited/restricted by law and as disclosed in this Draft Letter of Offer; and
(f) Such other rights as may be available to a shareholder of a listed public company under the Companies Act, 2013, the Memorandum of Association and the Articles of Association.

VII. GENERAL TERMS OF THE ISSUE

Market Lot

The Rights Equity Shares of our Company shall be tradable only in dematerialized form. The market lot for Rights Equity Shares in dematerialised mode is one Equity Share.

Joint Holders

Where two or more persons are registered as the holders of any Equity Shares, they shall be deemed to hold the same as the joint holders with the benefit of survivorship subject to the provisions contained in our Articles of Association. In case of Equity Shares held by joint holders, the Application submitted in physical mode to the Designated Branch of the SCSBs would be required to be signed by all the joint holders (in the same order as appearing in the records of the Depository) to be considered as valid for allotment of Equity Shares offered in this Issue.

Nomination

Nomination facility is available in respect of the Rights Equity Shares in accordance with the provisions of the Section 72 of the Companies Act, 2013 read with Rule 19 of the Companies (Share Capital and Debenture) Rules, 2014.

Since the Allotment is in dematerialised form, there is no need to make a separate nomination for the Rights Equity Shares to be Allotted in this Issue. Nominations registered with the respective DPs of the Investors would prevail. Any Investor holding Equity Shares in dematerialised form

and desirous of changing the existing nomination is requested to inform its Depository Participant.

Arrangements for Disposal of Odd Lots

The Rights Equity Shares shall be traded in dematerialised form only and, therefore, the marketable lot shall be one Rights Equity Share and hence, no arrangements for disposal of odd lots are required.

Notices

In accordance with the SEBI ICDR Regulations and the SEBI Rights Issue Circulars, and MCA General Circular No. 21/2020 dated May 11, 2020, our Company will send through email and speed post, the Letter of Offer, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and any other Issue Materials will be sent/ dispatched only to the Eligible Equity Shareholders who have provided Indian address. In case such Eligible Equity Shareholders have provided their valid e-mail address, the Letter of Offer, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue Materials will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the Letter of Offer, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue Materials will be physically dispatched, on a reasonable effort basis, to the Indian addresses provided by them.

All notices to the Eligible Equity Shareholders required to be given by our Company shall be published in one English language national daily newspaper with wide circulation, one Hindi language national daily newspaper with wide circulation and one Marathi language daily newspaper with wide circulation (Marathi being the regional language of Maharashtra, where our Registered and Corporate Office is situated) and/or, will be sent by post to the Indian address of the Eligible Equity Shareholders provided to our Company. However, the distribution of this Draft Letter of Offer, the Letter of Offer, Abridged Letter of Offer and the issue of Rights Equity Shares on a rights basis, including pursuant to the Issue, to persons in certain jurisdictions outside India may be restricted by legal requirements prevailing in those jurisdictions.

This Draft Letter of Offer, the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form shall also be submitted with the Stock Exchanges for making the same available on their websites.

Offer to Non-Resident Eligible Equity Shareholders/Investors

As per Rule 7 of the FEMA Rules, RBI has given general permission to Indian companies to issue rights equity shares to non-resident equity shareholders including Additional Rights Equity Shares. Further, as per the Master Direction on Foreign Investment in India dated January 4, 2018 issued by RBI, non-residents may, amongst other things, (i) subscribe for additional shares over and above their rights entitlements; (ii) renounce the shares offered to them either in full or part thereof in favour of a person named by them; or (iii) apply for the shares renounced in their favour. Applications received from NRIs and non-residents for allotment of Rights Equity Shares shall be, amongst other things, subject to the conditions imposed from time to time by RBI under FEMA in the matter of Application, refund of Application Money, Allotment of Rights Equity Shares and issue of Rights Entitlement Letters/letters of Allotment/Allotment Advice. If a non-resident or NRI Investor has specific approval from RBI or any other governmental authority, in connection with his shareholding in our Company, such person should enclose a copy of such approval with the Application details and send it to the Registrar at https://www.bigshareonline.com/. It will be the sole responsibility of the investors to ensure that the necessary approval from the RBI or the governmental authority is valid in order to make any investment in the Issue and the Lead Manager and our Company will not be responsible for any such allotments made by relying on such approvals.

The Letter of Offer, Abridged Letter of Offer, the Rights Entitlement Letter and Application Form shall be sent only to the Indian addresses of the non-resident Eligible Equity Shareholders on a reasonable efforts basis, who have provided an Indian address to our Company and located in jurisdictions where the offer and sale of the Rights Equity Shares may be permitted under laws of such jurisdictions. Eligible Equity Shareholders can access this Draft Letter of Offer, the Letter of Offer, the Abridged Letter of

Offer and the Application Form (provided that the Eligible Equity Shareholder is eligible to subscribe for the Rights Equity Shares under applicable securities laws) from the websites of the Registrar to the Issue, our Company, the Lead Manager and the Designated Stock Exchange, being [●]. Further, Application Forms will be made available at Registered and Corporate Office of our Company for the non-resident Indian Investors. Our Board may at its absolute discretion, agree to such terms and conditions as may be stipulated by RBI while approving the Allotment. The Rights Equity Shares purchased by non-residents shall be subject to the same conditions including restrictions in regard to the repatriation as are applicable to the original Equity Shares against which Rights Equity Shares are issued on rights basis.

In case of change of status of holders, *i.e.*, from resident to non-resident, a new demat account must be opened. Any Application from a demat account which does not reflect the accurate status of the Investor is liable to be rejected at the sole discretion of our Company and the Lead Manager.

Please also note that pursuant to Circular no. 14 dated September 16, 2003 issued by RBI, Overseas Corporate Bodies ("**OCBs**") have been derecognized as an eligible class of investors in India and RBI has subsequently issued the Foreign Exchange Management (Withdrawal of General Permission to Overseas Corporate Bodies (OCBs)) Regulations, 2003. Any Investor, being an OCB, may apply for this Issue, as an incorporated non-resident entity, provided that (i) it is not under the adverse notice of RBI; and (ii) it complies with the FDI Circular 2020 and the FEMA Rules. Further, while investing in the Issue, the Investors are deemed to have obtained the necessary approvals, as required, under applicable laws and the obligation to obtain such approvals shall be upon the Investors.

The non-resident Eligible Equity Shareholders can update their Indian address in the records maintained by the Registrar to the Issue and our Company by submitting their respective copies of self-attested proof of address, passport, etc. at investor@bigshareonline.com.

ALLOTMENT OF THE RIGHTS EQUITY SHARES IN DEMATERIALIZED FORM

PLEASE NOTE THAT THE RIGHTS EQUITY SHARES APPLIED FOR IN THIS ISSUE CAN BE ALLOTTED ONLY IN DEMATERIALIZED FORM AND TO THE SAME DEPOSITORY ACCOUNT IN WHICH OUR EQUITY SHARES ARE HELD BY SUCH INVESTOR ON THE RECORD DATE. FOR DETAILS, PLEASE SEE "*ALLOTMENT ADVICE OR REFUND/UNBLOCKING OF ASBA ACCOUNTS*" BELOW.

VIII. ISSUE SCHEDULE

Last date for credit of Rights Entitlements	**[●]**
Issue Opening Date	[●]
Last date for On Market Renunciation*	[●]
Issue Closing Date**	[●]
Finalisation of Basis of Allotment (on or about)	[●]
Date of Allotment (on or about)	[●]
Date of credit (on or about)	[●]
Date of listing (on or about)	[●]

Note: Our Board may, however, decide to extend the Issue Period as it may determine from time to time but not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Opening Date).

**Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncees on or prior to the Issue Closing Date*

***Investors are advised to ensure that the Application Forms are submitted on or before the Issue Closing Date. Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date. Our Company, the Lead Manager and/or the Registrar to the Issue will not be liable for any loss on account of non-submission of Application Forms or on before the Issue Closing Date.*

Please note that if Eligible Equity Shareholders holding Equity Shares in physical form, as applicable, as on Record Date, have not provided the details of their demat accounts to our Company or to the Registrar, they are required to provide their demat account details to our Company or the Registrar not later than two clear Working Days prior to the Issue Closing Date, *i.e.*, [●] to enable the credit of the Rights Entitlements by way of transfer from the demat suspense escrow account to their respective demat accounts, at least one day before the Issue Closing Date, *i.e.*, [●].

IX. BASIS OF ALLOTMENT

Subject to the provisions contained in the Issue Materials, the Articles of Association and the approval of the Designated Stock Exchange, being [●], our Board will proceed to Allot the Rights Equity Shares in the following order of priority:

(a) Full Allotment to those Eligible Equity Shareholders who have applied for their Rights Entitlements of Rights Equity Shares either in full or in part and also to the Renouncee(s) who has or have applied for Rights Equity Shares renounced in their favour, in full or in part, as adjusted for fractional entitlement.

(b) Eligible Equity Shareholders whose fractional entitlements are being ignored and Eligible Equity Shareholders with zero entitlement, would be given preference in allotment of one Additional Rights Equity Share each if they apply for Additional Rights Equity Shares. Allotment under this head shall be considered if there are any unsubscribed Rights Equity Shares after allotment under (a) above. If number of Rights Equity Shares required for Allotment under this head are more than the number of Rights Equity Shares available after Allotment under (a) above, the Allotment would be made on a fair and equitable basis in consultation with the Designated Stock Exchange, being [●], and will not be a preferential allotment.

(c) Allotment to the Eligible Equity Shareholders who having applied for all the Rights Equity Shares offered to them as part of this Issue, have also applied for Additional Rights Equity Shares. The Allotment of such Additional Rights Equity Shares will be made as far as possible on an equitable basis having due regard to the number of Equity Shares held by them on the Record Date, provided there are any unsubscribed Rights Equity Shares after making full Allotment in (a) and (b) above. The Allotment of such Rights Equity Shares will be at the sole discretion of our Board in consultation with the Designated Stock Exchange, being [●], as a part of this Issue and will not be a preferential allotment.

(d) Allotment to Renouncees who having applied for all the Rights Equity Shares renounced in their favour, have applied for Additional Rights Equity Shares provided there is surplus available after making full Allotment under (a), (b) and (c) above. The Allotment of such Rights Equity Shares will be made on a proportionate basis in consultation with the Designated Stock Exchange, being [●], as a part of this Issue and will not be a preferential allotment.

(e) Allotment to any other person, subject to applicable laws, that our Board may deem fit, provided there is surplus available after making Allotment under (a), (b), (c) and (d) above, and the decision of our Board in this regard shall be final and binding.

After taking into account Allotment to be made under (a) to (e) above, if there is any unsubscribed portion, the same shall be deemed to be 'unsubscribed'.

Upon approval of the Basis of Allotment by the Designated Stock Exchange, being [●], the Registrar to the Issue shall send to the Controlling Branches, a list of the Investors who have been allocated Rights Equity Shares in this Issue, along with:

1. The amount to be transferred from the ASBA Account to the separate bank account opened by our Company for this Issue, for each successful Application;
2. The date by which the funds referred to above, shall be transferred to the aforesaid bank account; and
3. The details of rejected ASBA applications, if any, to enable the SCSBs to unblock the respective ASBA Accounts.

Further, the list of Applicants eligible for refund/unblocking with corresponding amount will also be shared with Banker to the Issue to refund/unblock such Applicants.

In the event of over subscription, Allotment shall be made within the overall size of the Issue.

X. ALLOTMENT ADVICE OR REFUND/UNBLOCKING OF ASBA ACCOUNTS

Our Company will send/dispatch Allotment Advice, refund intimations or demat credit of securities and/or letters of regret, only to the Eligible Equity Shareholders who have provided Indian address; along with crediting the Allotted Rights Equity Shares to the respective beneficiary accounts (only in dematerialized mode) or in a demat suspense account (in respect of Eligible Equity Shareholders holding Equity Shares in physical form on the Allotment Date) or issue instructions for unblocking the funds in the respective ASBA Accounts, if any, within a period of four days from the Issue Closing Date. In case of failure to do so, our Company and our Directors who are "officers in default" shall pay interest at 15% per annum and such other rate as specified under applicable law from the expiry of such 15 days' period.

The Rights Entitlements will be credited in the dematerialized form using electronic credit under the depository system and the Allotment Advice shall be sent, through a mail, to the Indian mail address provided to our Company or at the address recorded with the Depository. In the case of non-resident Investors who remit their Application Money from funds held in the NRE or the FCNR Accounts, unblocking and/or payment of interest or dividend and other disbursements, if any, shall be credited to such accounts.

Where an Investor has applied for Additional Rights Equity Shares in the Issue and is Allotted a lesser number of Rights Equity Shares than applied for, the excess Application Money shall be unblocked. The unblocking of ASBA funds shall be completed be within such period as prescribed under the SEBI ICDR Regulations. In the event that there is a delay in unblocking of funds beyond such period as prescribed under applicable law, our Company shall pay the requisite interest at such rate as prescribed under applicable law.

XI. PAYMENT OF REFUND

Mode of making refunds

The payment of refund, if any, including in the event of oversubscription or failure to list or otherwise would be done through unblocking amounts blocked using ASBA facility.

Refund payment to non-residents

The Application Money will be unblocked in the ASBA Account of the non-resident Investors, details of which were provided in the Application Form.

XII. ALLOTMENT ADVICE OR DEMAT CREDIT OF SECURITIES

The demat credit of securities to the respective beneficiary accounts will be credited within 15 days from the Issue Closing Date or such other timeline in accordance with applicable laws.

PLEASE NOTE THAT THE RIGHTS EQUITY SHARES APPLIED FOR UNDER THE ISSUE CAN BE ALLOTTED ONLY IN DEMATERIALIZED FORM AND TO (A) THE SAME DEPOSITORY ACCOUNT/ CORRESPONDING PAN IN WHICH THE EQUITY SHARES ARE HELD BY SUCH INVESTOR ON THE RECORD DATE, OR (B) THE DEPOSITORY ACCOUNT, DETAILS OF WHICH HAVE BEEN PROVIDED TO OUR COMPANY OR THE REGISTRAR AT LEAST TWO CLEAR WORKING DAYS PRIOR TO THE ISSUE CLOSING DATE BY THE ELIGIBLE EQUITY SHAREHOLDER HOLDING EQUITY SHARES IN PHYSICAL FORM, AS APPLICABLE, AS ON THE RECORD DATE, OR (C) DEMAT SUSPENSE ACCOUNT PENDING RECEIPT OF DEMAT ACCOUNT DETAILS FOR RESIDENT ELIGIBLE EQUITY SHAREHOLDERS HOLDING EQUITY SHARES FORM/ WHERE THE CREDIT OF THE RIGHTS ENTITLEMENTS RETURNED/REVERSED/ FAILED.

Investors shall be Allotted the Rights Equity Shares in dematerialized (electronic) form. Our Company has signed two agreements with the respective Depositories and the Registrar to the Company, which enables the Investors to hold and trade in the securities issued by our Company in a dematerialized form, instead of holding the Equity Shares in the form of physical certificates:

(a) Tripartite agreement dated April 30, 1998 amongst our Company, NSDL and the Registrar to the Company; and
(b) Tripartite agreement dated December 28, 2000 amongst our Company, CDSL and the Registrar to the Company.

INVESTORS MAY PLEASE NOTE THAT THE RIGHTS EQUITY SHARES CAN BE TRADED ON THE DESIGNATED STOCK EXCHANGE ONLY IN DEMATERIALIZED FORM.

The procedure for availing the facility for Allotment of Rights Equity Shares in this Issue in the dematerialised form is as under:

1. Open a beneficiary account with any depository participant (care should be taken that the beneficiary account should carry the name of the holder in the same manner as is registered in the records of our Company. In the case of joint holding, the beneficiary account should be opened carrying the names of the holders in the same order as registered in the records of our Company). In case of Investors having various folios in our Company with different joint holders, the Investors will have to open separate accounts for such holdings. Those Investors who have already opened such beneficiary account(s) need not adhere to this step.

2. It should be ensured that the depository account is in the name(s) of the Investors and the names are in the same order as in the records of our Company or the Depositories.

3. The responsibility for correctness of information filled in the Application Form *vis-a-vis* such information with the Investor's depository participant, would rest with the Investor. Investors should ensure that the names of the Investors and the order in which they appear in Application Form should be the same as registered with the Investor's depository participant.

4. If incomplete or incorrect beneficiary account details are given in the Application Form, the Investor will not get any Rights Equity Shares and the Application Form will be rejected.

5. The Rights Equity Shares will be allotted to Investors only in dematerialized form and would be directly credited to the beneficiary account as given in the Application Form after verification or demat suspense account (pending receipt of demat account details for resident Eligible Equity Shareholders holding Equity Shares in physical form/with IEPF Authority/in suspense, *etc*.). Allotment Advice, refund order (if any) would be sent through physical dispatch, by the Registrar to the Issue but the Investor's depository participant will provide to him the confirmation of the credit of such Rights Equity Shares to the Investor's depository account.

6. Non-transferable Allotment Advice/refund intimation will be directly sent to the Investors by the Registrar to the Issue, on their registered e-mail address or through physical dispatch, if the e-mail address is not available.

7. Renouncees will also have to provide the necessary details about their beneficiary account for Allotment of Rights Equity Shares in this Issue. In case these details are incomplete or incorrect, the Application is liable to be rejected.

8. Dividend or other benefits with respect to the Equity Shares held in dematerialized form would be paid to those Equity Shareholders whose names appear in the list of beneficial owners given by the Depository Participant to our Company as on the date of the book closure.

9. Resident Eligible Equity Shareholders, who hold Equity Shares in physical form and who have not furnished the details of their demat account to the Registrar to the Issue or our Company at least two Working Days prior to the Issue Closing Date, shall not be able to apply in this Issue.

XIII. IMPERSONATION

Attention of the Bidders is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

"*Any person who –*

a) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or

b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or

c) *otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under Section 447*."

The liability prescribed under Section 447 of the Companies Act, 2013 for fraud involving an amount of at least ₹ 10 lakhs or 1% of the turnover of the company, whichever is lower, includes imprisonment for a term which shall not be less than six months extending up to 10 years and fine of an amount not less than the amount involved in the fraud, extending up to three times such amount (provided that where the fraud involves public interest, such term shall not be less than three years.) Further, where the fraud involves an amount less than ₹ 10 lakhs or one per cent of the turnover of the company, whichever is lower, and does not involve public interest, any person guilty of such fraud shall be punishable with imprisonment for a term which may extend to five years or with fine which may extend to ₹ 5 lakhs or with both.

XIV. UTILISATION OF ISSUE PROCEEDS

Our Board declares that:

A. All monies received out of this Issue shall be transferred to a separate bank account;

B. Details of all monies utilized out of this Issue referred to under (A) above shall be disclosed, and continue to be disclosed till the time any part of the Issue Proceeds remains unutilised, under an appropriate separate head in the balance sheet of our Company indicating the purpose for which such monies have been utilised;

C. Details of all unutilized monies out of this Issue referred to under (A) above, if any, shall be disclosed under an appropriate separate head in the balance sheet of our Company indicating the form in which such unutilized monies have been invested; and

D. Our Company may utilise the funds collected in the Issue only after final listing and trading approvals for the Rights Equity Shares Allotted in the Issue is received.

XV. UNDERTAKINGS BY OUR COMPANY

Our Company undertakes the following:

1) The complaints received in respect of this Issue shall be attended to by our Company expeditiously and satisfactorily.
2) All steps for completion of the necessary formalities for listing and commencement of trading at the Stock Exchanges where the Equity Shares are to be listed will be taken by our Board within the time limit specified by SEBI.
3) The funds required for making refunds/unblocking to unsuccessful Investors as per the mode(s) disclosed shall be made available to the Registrar to the Issue by our Company.
4) Where refunds are made through electronic transfer of funds, a suitable communication shall be

sent to the Investor within 15 days of the Issue Closing Date or as per applicable law, giving details of the banks where refunds shall be credited along with amount and expected date of electronic credit of refund.

5) In case of refund/unblocking of the Application Money for unsuccessful Investors or part of the Application Money in case of proportionate Allotment, a suitable communication shall be sent to the Investors.
6) No further issue of securities shall be made till the securities offered through the Letter of Offer are listed or till the application monies are refunded on account of non-listing, under subscription, etc., other than as disclosed in accordance with Regulation 97 of SEBI ICDR Regulations.
7) Adequate arrangements shall be made to collect all ASBA Applications.
8) As on the date of this Draft Letter of Offer, our Company does not have any convertible debt instruments.
9) At any given time, there shall be only one denomination of the Equity Shares of our Company.
10) Our Company shall comply with such disclosure and accounting norms specified by SEBI from time to time.

XVI. INVESTOR GRIEVANCES, COMMUNICATION AND IMPORTANT LINKS

1) Please read this Draft Letter of Offer and the Letter of Offer carefully before taking any action. The instructions contained in the Issue Materials are an integral part of the conditions of this Draft Letter of Offer and must be carefully followed; otherwise the Application is liable to be rejected.

2) All enquiries in connection with the Issue Materials must be addressed (quoting the Registered Folio Number in case of Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date or the DP ID and Client ID number, the Application Form number and the name of the first Eligible Equity Shareholder as mentioned on the Application Form and superscribed [●] on the envelope and postmarked in India) to the Registrar to the Issue at the following address:

   Bigshare Services Private Limited
   Office No. S6-2, 6th Floor, Pinnacle Business Park,
   Next to Ahura Centre, Mahakali Caves Road,
   Andheri (East), Mumbai – 400093
   Tel No: +91 22 6263 8200
   Website: www.bigshareonline.com
   E-Mail: rightsissue@bigshareonline.com
   Investor Grievance Email: investor@bigshareonline.com
   Contact Person: Suraj Gupta
   SEBI Reg. No.: INR000001385

3) In accordance with SEBI Rights Issue Circulars, frequently asked questions and online/electronic dedicated investor helpdesk for guidance on the Application process and resolution of difficulties faced by the Investors will be available on the website of the Registrar to the Issue (*i.e.*, www.bigshareonline.com). Further, helpline number provided by the Registrar to the Issue for guidance on the Application process and resolution of difficulties is +91 22 6263 8200.
   a) The Investors can visit following links for the below-mentioned purposes:
   b) Frequently asked questions and online/electronic dedicated investor helpdesk for guidance on the Application process and resolution of difficulties faced by the Investors: www.bigshareonline.com
   c) Updation of Indian address/e-mail address/phone or mobile number in the records maintained by the Registrar to the Issue: www.bigshareonline.com
   d) Updation of demat account details by Eligible Equity Shareholders holding Equity Shares in physical form: www.bigshareonline.com
   e) Submission of self-attested PAN, client master sheet and demat account details by nonresident Eligible Equity Shareholders: investor@bigshareonline.com

This Issue will be kept open for a minimum period of 7 days. However, the Board or the Rights Issue Committee will have the right to extend the Issue Period as it may determine from time to time but not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Closing Date).

RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991, of the Government of India and FEMA. While the Industrial Policy, 1991, of the Government of India, prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Under the Industrial Policy, 1991, unless specifically restricted, foreign investment is freely permitted in all sectors of the Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. The RBI and the concerned ministries/departments are responsible for granting approval for foreign investment.

The Government has, from time to time, made policy pronouncements on FDI through press notes and press releases. The DPIIT issued the Consolidated FDI Policy Circular of 2020 ("**FDI Policy**"), which, with effect from October 15, 2020, consolidated and superseded all previous press notes, press releases and clarifications on FDI issued by the DPIIT that were in force and effect as on October 15, 2020. The Government proposes to update the consolidated circular on FDI policy once every year and therefore, FDI Policy will be valid until the DPIIT issues an updated circular. Further, the sectoral cap applicable to the sector in which our Company operates is 100% which is permitted under the automatic route.

The payment of inward remittance and reporting requirements are stipulated under the Foreign Exchange Management (Mode of Payment and Reporting of Non-Debt Instruments) Regulations, 2019 issued by RBI.

The transfer of shares between an Indian resident and a non-resident does not require the prior approval of RBI, provided that (i) the activities of the investee company falls under the automatic route as provided in the FDI Policy and FEMA and transfer does not attract the provisions of the SEBI Takeover Regulations; (ii) the non-resident shareholding is within the sectoral limits under the FDI Policy; and (iii) the pricing is in accordance with the guidelines prescribed by SEBI and RBI.

Further, in accordance with Press Note No. 3 (2020 Series), dated April 17, 2020 issued by the DPIIT and the Foreign Exchange Management (Non-debt Instruments) Amendment Rules, 2020 which came into effect from April 22, 2020, any investment, subscription, purchase or sale of equity instruments by entities of a country which shares land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country ("**Restricted Investors**"), will require prior approval of the Government, as prescribed in the FDI Policy and the FEMA Rules. Further, in the event of transfer of ownership of any existing or future foreign direct investment in an entity in India, directly or indirectly, resulting in the beneficial ownership falling within the aforesaid restriction/ purview, such subsequent change in the beneficial ownership will also require approval of the Government. Furthermore, on April 22, 2020, the Ministry of Finance, Government of India has also made a similar amendment to the FEMA Rules. Pursuant to the Foreign Exchange Management (Non-debt Instruments) (Fourth Amendment) Rules, 2020, a multilateral bank or fund, of which India is a member, shall not be treated as an entity of a particular country nor shall any country be treated as the beneficial owner of the investments of such bank of fund in India.

Please also note that pursuant to Circular no. 14 dated September 16, 2003 issued by RBI, Overseas Corporate Bodies ("**OCBs**") have been derecognized as an eligible class of investors and RBI has subsequently issued the Foreign Exchange Management (Withdrawal of General Permission to Overseas Corporate Bodies (OCBs)) Regulations, 2003. Any Investor being an OCB is required not to be under the adverse notice of RBI and in order to apply for the Issue as an incorporated non-resident must do so in accordance with the FDI Policy and FEMA Rules. Further, while investing in the Issue, the Investors are deemed to have obtained the necessary approvals, as required, under applicable laws and the obligation to obtain such approvals shall be upon the Investors. Our Company shall not be under an obligation to obtain any approval under any of the applicable laws on behalf of the Investors and shall not be liable in case of failure on part of the Investors to obtain such approvals.

The above information is given for the benefit of the Applicants/ Investors. Our Company and the Lead Manager are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Letter of Offer. Investors are advised to make their independent investigations and ensure that the number of Rights Equity Shares applied for do not exceed the applicable limits under laws or regulations.

RESTRICTIONS ON PURCHASES AND RESALES

The distribution of the Letter of Offer or Application Form and the offering, sale or delivery of Rights Equity Shares on a rights basis to persons in certain jurisdictions outside India may be restricted by legal requirements prevailing in those jurisdictions. Persons into whose possession this Draft Letter of Offer, Application Form or any offering material may come are advised to consult with their own legal advisors as to what restrictions may be applicable to them and observe such restrictions. Our Company is making the Issue on a rights basis to the Eligible Equity Shareholders and will dispatch the Draft Letter of Offer and Application Form only to Eligible Equity Shareholders who have provided an address in India.

No action has been or will be taken to permit the Issue in any jurisdiction where action would be required for that purpose, except that this Draft Letter of Offer was filed with the SEBI and the Stock Exchanges. Accordingly, the Rights Entitlements or Rights Equity Shares may not be offered or sold, directly or indirectly, and this Draft Letter of Offer and Application Form or any offering materials or advertisements in connection with the Issue may not be distributed, in whole or in part, in any jurisdiction other than India, except in accordance with legal requirements applicable in such jurisdiction. Receipt of this Draft Letter of Offer or Application Form will not constitute an offer in those jurisdictions in which it would be illegal to make such an offer or where any action would be required to be taken to permit the Issue and, in those circumstances, this Draft Letter of Offer or Application Form must be treated as sent for information only and should not be acted upon for subscription to the Rights Equity Shares and should not be copied or redistributed. Accordingly, persons receiving a copy of this Draft Letter of Offer or Application Form should not, in connection with the issue of the Rights Equity Shares or the Rights Entitlements, distribute or send this Draft Letter of Offer or Application Form in or into any jurisdiction where to do so, would or might contravene local securities laws or regulations. If this Draft Letter of Offer or Application Form is received by any person in any such jurisdiction, or by their agent or nominee, they must not seek to subscribe to the Rights Equity Shares or the Rights Entitlements referred to in this Draft Letter of Offer. Envelopes containing an Application Form should not be dispatched from any jurisdiction where it would be illegal to make an offer.

Any person who makes an application to acquire Rights Entitlements and the Rights Equity Shares offered in the Issue will be deemed to have declared, represented, warranted and agreed that such person is authorized to acquire the Rights Entitlements and the Equity shares in compliance with all applicable laws and regulations prevailing in such person's jurisdiction and India. Any person who acquires Rights Entitlements or Rights Equity Shares will be deemed to have declared, warranted and agreed, by accepting the delivery of the Letter of Offer and Application Form, that it is either in India or is outside the United States and in compliance with laws of its jurisdiction, and in each case is authorized to acquire the Rights Entitlement and the Rights Equity Shares in compliance with all applicable laws and regulations.

Neither our Company, nor any person acting on behalf of our Company, will accept a subscription or renunciation from any person, or the agent of any person, who appears to be, or who our Company, or any person acting on behalf of our Company, has reason to believe is, in the United States when the buy order is made. No Application Form should not be postmarked in the United States or otherwise dispatched from the United States or any other jurisdiction where it would be illegal to make an offer under the Draft Letter of Offer or where any action would be required to be taken to permit the Issue. Our Company is making the Issue on a rights basis to the Eligible Equity Shareholders and will dispatch the Draft Letter of Offer and Application Form only to Eligible Equity Shareholders who have provided an Indian address to our Company. Any person who acquires Rights Entitlements or Rights Equity Shares will be deemed to have declared, warranted and agreed, by accepting the delivery of the Letter of Offer, that it is not and that at the time of subscribing for the Rights Equity Shares or the Rights Entitlements, it will not be, in the United States when the buy order is made and is authorized to acquire the Rights Entitlement and the Rights Equity Shares in compliance with all applicable laws and regulations.

Our Company, in consultation with the Lead Manager, reserves the right to treat as invalid any Application Form which: (i) appears to our Company or its agents to have been executed in or dispatched from the United States or any other jurisdictions where the offer and sale of the Rights Equity Shares is not permitted under law of such jurisdictions; (ii) does not include the relevant certification set out in the Application Form including that such person is submitting and/ or renouncing the Application Form is outside the United States and such person is eligible to subscribe for the Rights Equity Shares under applicable securities laws and is complying with laws of jurisdictions applicable to such person in connection with the Issue, among others; or (iii) where our Company believes acceptance of such Application Form may infringe applicable legal or regulatory requirements; and our

Company shall not be bound to issue or Allot any Rights Equity Shares in respect of any such Application Form.

Australia

This Draft Letter of Offer does not constitute a prospectus or other disclosure document under the Corporations Act 2001 (Cth) ("**Corporations Act**") and does not purport to include the information required of a disclosure document under the Corporations Act. This Draft Letter of Offer has not been, and will not be, lodged with the Australian Securities and Investments Commission (whether as a disclosure document under the Corporations Act or otherwise). Any offer in Australia of the Rights Entitlements and Rights Equity Shares under this document or otherwise may only be made to persons who are "sophisticated investors" (within the meaning of section 708(8) of the Corporations Act), to "professional investors" (within the meaning of section 708(11) of the Corporations Act) or otherwise pursuant to one or more exemptions under section 708 of the Corporations Act so that it is lawful to offer the Rights Entitlements and Rights Equity Shares in Australia without disclosure to investors under Part 6D.2 of the Corporations Act.

Any offer for on-sale of the Rights Entitlements and Rights Equity Shares that is received in Australia within 12 months after their issue by the Company is likely to need prospectus disclosure to investors under Part 6D.2 of the Corporations Act, unless such offer for on-sale in Australia is conducted in reliance on a prospectus disclosure exemption under section 708 of the Corporations Act or otherwise. Any persons acquiring Rights Entitlements and Rights Equity Shares should observe such Australian on-sale restrictions.

The Company is not licensed in Australia to provide financial product advice in relation to the Rights Entitlements and Rights Equity Shares. Any advice contained in this Draft Letter of Offer is general advice only. This Draft Letter of Offer has been prepared without taking account of any investor's objectives, financial situation or needs, and before making an investment decision on the basis of this Draft Letter of Offer, investors should consider the appropriateness of the information in this Draft Letter of Offer, having regard to their own objectives, financial situation and needs. No cooling off period applies to an acquisition of the Rights Entitlements and Rights Equity Shares.

Kingdom of Bahrain

In relation to investors in the Kingdom of Bahrain, the Rights Entitlements and Rights Equity Shares, which are the subject of this Draft Letter of Offer and related offering documents may only be offered in registered form to existing account holders and accredited investors as defined by the Central Bank of Bahrain (the "**CBB**") in the Kingdom of Bahrain where such investors make a minimum investment of at least U.S.$100,000 or any equivalent amount in another currency or such other amount as the CBB may determine.

This Draft Letter of Offer does not constitute an offer of securities in the Kingdom of Bahrain pursuant to the terms of Article (81) of the Central Bank and Financial Institutions Law 2006 (Decree Law No. 64 of 2006). This Draft Letter of Offer and related offering documents have not been and will not be registered as a prospectus with the CBB. Accordingly, no Rights Entitlements or Rights Equity Shares may be offered, sold or made the subject of an invitation for subscription or purchase nor will this Draft Letter of Offer or any other related document or material be used in connection with any offer, sale or invitation to subscribe or purchase Rights Entitlements or Rights Equity Shares, whether directly or indirectly, to persons in the Kingdom of Bahrain, other than to accredited investors for an offer outside the Kingdom of Bahrain.

The CBB has not reviewed, approved or registered the Draft Letter of Offer or related offering documents and it has not in any way considered the merits of the Rights Entitlements and Rights Equity Shares offered for investment, whether in or outside the Kingdom of Bahrain. Therefore, the CBB assumes no responsibility for the accuracy and completeness of the statements and information contained in this Draft Letter of Offer and expressly disclaims any liability whatsoever for any loss howsoever arising from reliance upon the whole or any part of the content of this Draft Letter of Offer. No offer of Rights Entitlements or Rights Equity Shares will be made to the public in the Kingdom of Bahrain and this Draft Letter of Offer must be read by the addressee only and must not be issued, passed to, or made available to the public generally.

British Virgin Islands

The Letter of Offer may not be and is not intended to be distributed to individuals in the British Virgin Islands.

The Rights Entitlements and Rights Equity Shares are being offered in the British Virgin Islands only to persons resident in the British Virgin Islands solely by virtue of being a company or a limited partnership incorporated or registered in the British Virgin Islands. Any person who is a member of the public in the British Virgin Islands (other than solely by virtue of being a company or a limited partnership incorporated or registered in the British Virgin Islands) or who receives this Draft Letter of Offer in the British Virgin Islands (other than in the case of a person resident in the British Virgin Islands solely by virtue of being a company or a limited partnership incorporated or registered in the British Virgin Islands, at its registered office in the British Virgin Islands) should not act or rely on this Draft Letter of Offer. Each person in the British Virgin Islands subscribing to Rights Entitlements and Rights Equity Shares shall be deemed to represent and warrant that it is a company or a limited partnership incorporated or registered in the British Virgin Islands.

Cayman Islands

No offer or invitation to subscribe for the Rights Entitlements and the Rights Equity Shares may be made to the public in the Cayman Islands.

Dubai International Financial Center

The Rights Entitlements and Rights Equity Shares have not been offered and will not be offered to any person in the Dubai International Financial Centre unless such offer is:

an "Exempt Offer" in accordance with the Markets Rules (MKT) Module of the Dubai Financial Services Authority (the "DFSA") rulebook; and
made only to persons who meet the Professional Client criteria set out in Rule 2.3.4 of the Conduct of Business (COB) Module of the DFSA rulebook and who are not a natural person.

European Economic Area

In relation to each Member State of the European Economic Area (each a "**Relevant State**"), no Rights Entitlements and Rights Equity Shares have been offered or will be offered pursuant to the Issue to the public in that Relevant State, except that offers of Rights Entitlements and Rights Equity Shares may be made to the public in that Relevant State at any time under the following exemptions under the Prospectus Regulation:

to any legal entity which is a qualified investor as defined under Article 2 of the Prospectus Regulation;

to fewer than 150 natural or legal persons (other than qualified investors as defined under Article 2 of the Prospectus Regulation), subject to obtaining the prior consent of Lead Manager for any such offer; or

in any other circumstances falling within Article 1(4) of the Prospectus Regulation,

provided that no such offer of Shares shall require the Issuer or the Lead Manager to publish a prospectus pursuant to Article 3 of the Prospectus Regulation.

For the purposes of this provision, the expression an "offer to the public" in relation to any Rights Entitlements and Rights Equity Shares in any Relevant State means the communication in any form and by any means of sufficient information on the terms of the offer and any Rights Entitlements and Rights Equity Shares to be offered so as to enable an investor to decide to purchase or subscribe for any Rights Entitlements and Rights Equity Shares, and the expression "Prospectus Regulation" means Regulation (EU) 2017/1129.

Hong Kong

WARNING: This Draft Letter of Offer has not been reviewed by any regulatory authority in Hong Kong. You are advised to exercise caution in relation to the Issue. If you are in any doubt about any of the contents of this Draft Letter of Offer, you should obtain independent professional advice.

This Draft Letter of Offer has not been and will not be approved by or registered with the Securities and Futures Commission of Hong Kong or the Registrar of Companies of Hong Kong. No person may offer or sell in Hong Kong, by means of any document, any Rights Entitlements and Rights Equity Shares other than (i) to "professional investors" as defined in the Securities and Futures Ordinance (Cap. 571, Laws of Hong Kong) and any rules made thereunder, or (ii) in other circumstances which do not result in the Draft Letter of Offer being a "prospectus" as defined in the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32, Laws of Hong Kong) (the "**C(WUMP)O**") or which do not constitute an offer to the public within the meaning of the C(WUMP)O. No person may issue or have in its possession for the purposes of issue, in each case whether in Hong Kong or elsewhere, any advertisement, invitation or document relating to the Equity Shares which is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the laws of Hong Kong) other than with respect to Rights Entitlements and Rights Equity Shares which are or are intended to be disposed of only to persons outside Hong Kong or only to "professional investors" as defined in the Securities and Futures Ordinance (Cap. 571, Laws of Hong Kong) and any rules made thereunder.

Japan

The Rights Entitlements and the Rights Equity Shares have not been and will not be registered under the Financial Instruments and Exchange Act of Japan (Law. No. 25 of 1948 as amended) (the "**FIEA**") and disclosure under the FIEA has not been and will not be made with respect to the Rights Entitlements and the Rights Equity Shares. No Rights Entitlements or Rights Equity Shares are, directly or indirectly, being offered or sold, and may not, directly or indirectly, be offered or sold in Japan or to, or for the benefit of, any resident of Japan as defined in the first sentence of Article 6, Paragraph 1, Item 5 of the Foreign Exchange and Foreign Trade Contract Act of Japan (Law No. 228 of 1949, as amended) ("**Japanese Resident**") or to others for re-offering or re-sale, directly or indirectly in Japan or to, or for the benefit of, any Japanese Resident except (i) pursuant to an exemption from the registration requirements of the FIEA and (ii) in compliance with any other relevant laws, regulations and governmental guidelines of Japan.

If an offeree does not fall under a "qualified institutional investor" (tekikaku kikan toshika), as defined in Article 10, Paragraph 1 of the Cabinet Office Ordinance Concerning Definition Provided in Article 2 of the Financial Instruments and Exchange Act (Ordinance of the Ministry of Finance No. 14 of 1993, as amended) (the "**Qualified Institutional Investor**"), the Rights Entitlements and Equity Shares will be offered in Japan by a private placement to no more than 49 investors (shoninzu muke kanyu), as provided under Article 23- 13, Paragraph 4 of the FIEA, and accordingly, the filing of a securities registration statement for a public offering pursuant to Article 4, Paragraph 1 of the FIEA has not been made.

If an offeree is a Qualified Institutional Investor, the Rights Entitlements and the Equity Shares will be offered in Japan by a private placement to the Qualified Institutional Investor (tekikaku kikan toshikamuke kanyu), as provided under Article 23-13, Paragraph 1 of the FIEA, and accordingly, the filing of a securities registration statement for a public offering pursuant to Article 4, Paragraph 1 of the FIEA has not been made. To subscribe to the Equity Shares (the "**QII Offer Shares**"), such offeree will be required to agree that it will be prohibited from selling, assigning, pledging or otherwise transferring the QII Offer Shares other than to another Qualified Institutional Investor.

Kuwait

The Rights Entitlements and Rights Equity Shares have not been authorized or licensed for offering, marketing or sale in Kuwait. The distribution of this Draft Letter of Offer and the offering and sale of the Rights Entitlements and Rights Equity Shares in Kuwait is restricted by law unless all necessary approvals from the Kuwait Capital Markets Authority pursuant to Law No. 7 of 2010, and its executive bylaws (each as amended) together with the various resolutions, regulations, guidance principles and instructions issued pursuant thereto, or in connection therewith (regardless of nomenclature) or any other applicable law or regulation in Kuwait, have been given in respect of the offering, marketing, and sale, of the Rights Entitlements and Rights Equity Shares. No private or public offering of the Rights Entitlements or Rights Equity Shares is being made in Kuwait, and no agreement relating to the sale of the Rights Entitlements or Rights Equity Shares will be concluded in Kuwait. No marketing or solicitation or inducement activities are being used to offer or market the Rights Entitlements and Rights Equity Shares in Kuwait.

Mauritius

In accordance with The Securities Act 2005 of Mauritius, no offer of the Rights Entitlements and the Rights Equity Shares may be made to the public in Mauritius without, amongst other things, the prior approval of the Mauritius

Financial Services Commission. This Draft Letter of Offer has not been approved or registered by the Mauritius Financial Services Commission. Accordingly, this Draft Letter of Offer does not constitute a public offering. This Draft Letter of Offer is for the exclusive use of the person to whom it has been given our Company and is a private concern between our Company and the recipient.

People's Republic of China

This Draft Letter of Offer has not been and will not be circulated or distributed in the People's Republic of China, and the Rights Entitlements and Rights Equity Shares may not be offered or sold, and will not be offered or sold, to any person for re-offering or resale, directly or indirectly, to any resident of the People's Republic of China except pursuant to applicable laws and regulations of the People's Republic of China. For the purpose of this paragraph, People's Republic of China does not include Taiwan and the special administrative regions of Hong Kong and Macau.

Singapore

This Draft Letter of Offer has not been and will not be registered as a prospectus with the Monetary Authority of Singapore and the securities will be offered pursuant to exemptions under the Securities and Futures Act 2001 of Singapore, as amended or modified from time to time (the "**SFA**"). Accordingly, this Draft Letter of Offer and any other document or material in connection with the offer or sale, or invitation for subscription or purchase, of the Rights Entitlements and Rights Equity Shares may not be circulated or distributed, nor may the Rights Entitlements and Rights Equity Shares be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to any person in Singapore other than:

to an institutional investor (as defined in Section 4A of the SFA) pursuant to Section 274 of the SFA,
to a relevant person (as defined in Section 275(2) of the SFA) pursuant to Section 275(1) of the SFA, or any person pursuant to Section 275(1A) of the SFA, and in accordance with the conditions specified in Section 275 of the SFA, or
otherwise pursuant to, and in accordance with the conditions of, any other applicable provision of the SFA.

Where the Rights Entitlements and Rights Equity Shares are subscribed or purchased under Section 275 of the SFA by a relevant person which is:

corporation (which is not an accredited investor (as defined in Section 4A of the SFA)) the sole business of which is to hold investments and the entire share capital of which is owned by one or more individuals, each of whom is an accredited investor; or
a trust (where the trustee is not an accredited investor) whose sole purpose is to hold investments and each beneficiary of the trust is an individual who is an accredited investor,

securities or securities-based derivatives contracts (each term as defined in Section 2(1) of the SFA) of that corporation or the beneficiaries' rights and interest (howsoever described) in that trust shall not be transferred within six months after that corporation or that trust has acquired the Rights Entitlements and Rights Equity Shares pursuant to an offer made under Section 275 of the SFA except:

to an institutional investor or to a relevant person, or to any person arising from an offer referred to in Section 275(1A) or Section 276(4)(c)(ii) of the SFA;
where no consideration is or will be given for the transfer;
where the transfer is by operation of law;
as specified in Section 276(7) of the SFA; or
as specified in Regulation 37A of the Securities and Futures (Offers of Investments) (Securities and Securities-based Derivatives Contracts) Regulations 2018.

Notification under Section 309B(1) of the Securities and Futures Act 2001 (2020 Revised Edition) of Singapore – The Company has determined, and hereby notifies all persons (including all relevant persons (as defined in Section 309A(1) of the SFA)) that the Rights Entitlements and Rights Equity Shares are prescribed capital markets products (as defined in the Securities and Futures (Capital Markets Products) Regulations 2018) and Excluded Investment Products (as defined in MAS Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products).

United Kingdom

In relation to the United Kingdom, no Rights Entitlements and Rights Equity Shares have been offered or will be offered pursuant to the Issue to the public in the United Kingdom prior to the publication of a prospectus in relation to the Equity Shares which has been approved by the Financial Conduct Authority, except that offers of Rights Entitlements and Rights Equity Shares may be made to the public in the United Kingdom at any time under the following exemptions under the UK Prospectus Regulation:

to any legal entity which is a qualified investor as defined under Article 2 of the UK Prospectus Regulation;
to fewer than 150 natural or legal persons (other than qualified investors as defined under Article 2 of the UK Prospectus Regulation), subject to obtaining the prior consent of Lead Manager for any such offer; or
in any other circumstances falling within Section 86 of the FSMA,

provided that no such offer of Shares shall require the Issuer or the Lead Manager to publish a prospectus pursuant to Section 85 of FSMA or supplement a prospectus pursuant to Article 23 of the UK Prospectus Regulation. For the purposes of this provision, the expression an "offer to the public" in relation to any Rights Entitlements and Rights Equity Shares in any Relevant State means the communication in any form and by any means of sufficient information on the terms of the offer and any Rights Entitlements and Rights Equity Shares to be offered so as to enable an investor to decide to purchase or subscribe for any Rights Entitlements and Rights Equity Shares, and the expression "UK Prospectus Regulation" means Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 and the expression "FSMA" means the Financial Services and Markets Act 2000.

United Arab Emirates (excluding the Dubai International Financial Centre)

The Rights Entitlements and Rights Equity Shares to be offered pursuant to the Issue have not been and will not be offered, sold or publicly promoted or advertised in the United Arab Emirates (the "**UAE**") other than in compliance with any laws applicable in the UAE governing the issue, offering or sale of securities.

No offer in the United States

The Rights Entitlements and the Rights Equity Shares have not been and will not be registered under the U.S. Securities Act and may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, the Rights Entitlements (including their credit) and the Rights Equity Shares are only being offered and sold outside the United States in "offshore transactions" as defined in and in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales occur.

Neither receipt of the Letter of Offer, nor any of its accompanying documents constitutes an offer of the Rights Entitlements or the Rights Equity Shares to any Eligible Equity Shareholder other than the Eligible Equity Shareholder who has received the Letter of Offer and its accompanying documents directly from our Company or the Registrar.

RESTRICTIONS ON TRANSFER

Each purchaser by accepting the delivery of this Draft Letter of Offer and its accompanying documents, submitting an Application Form for the exercise of any Rights Entitlements and subscription for any Rights Equity Shares and accepting delivery of any Rights Entitlements or any Rights Equity Shares, will be deemed to have represented, warranted and agreed as follows on behalf of itself and, if it is acquiring the Rights Entitlements or the Rights Equity Shares as a fiduciary or agent for one or more investor accounts, on behalf of each owner of such account (such person being the "purchaser", which term shall include the owners of the investor accounts on whose behalf the person acts as fiduciary or agent):

The purchaser has the full power and authority to make the acknowledgements, representations, warranties and agreements contained herein and to exercise the Rights Entitlements and subscribe for the Rights Equity Shares, and, if the purchaser is exercising the Rights Entitlements and acquiring the Rights Equity Shares as a fiduciary or agent for one or more investor accounts, the purchaser has the full power and authority to make the acknowledgements, representations, warranties and agreements contained herein and to exercise the Rights Entitlements and subscribe for the Rights Equity Shares on behalf of each owner of such account.

The purchaser is aware and understands (and each account for which it is acting has been advised and understands) that an investment in the Rights Entitlements and the Rights Equity Shares involves a considerable degree of risk and that the Rights Entitlements and the Rights Equity Shares are a speculative investment.

The purchaser understands (and each account for which it is acting has been advised and understands) that no action has been or will be taken to permit an offering of the Rights Entitlements or the Rights Equity Shares in any jurisdiction (other than the filing of this Draft Letter of Offer with SEBI and the Stock Exchanges); and it will not offer, resell, pledge or otherwise transfer any of the Rights Entitlements or the Rights Equity Shares which it may acquire, or any beneficial interests therein, in any jurisdiction or in any circumstances in which such offer or sale is not authorized or to any person to whom it is unlawful to make such offer, sale, solicitation or invitation except under circumstances in which such offer or sale is not authorized or to any person to whom it is unlawful to make such offer, sale, solicitation or invitation except under circumstances that will result in compliance with any applicable laws and/or regulations.

Without limiting the generality of the foregoing, the purchaser is aware and understands (and each account for which it is acting has been advised and understands) that the Rights Entitlements and the Rights Equity Shares have not been and will not be registered under the U.S. Securities Act or under any securities laws of any state or other jurisdiction of the United States and the Rights Equity Shares are only being offered and sold outside the United States in “offshore transactions” as defined in and in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales occur.

The purchaser (or any account for which it is acting) is an Eligible Equity Shareholder and has received an invitation from our Company, addressed to it in India and inviting it to participate in this Issue.

Neither the purchaser nor any of its affiliates or any person acting on its or their behalf has taken or will take, directly or indirectly, any action designed to, or which might be expected to, cause or result in the stabilization or manipulation of the price of any security of the Company to facilitate the sale or resale of the Rights Entitlements or the Rights Equity Shares pursuant to the Issue.

Prior to making any investment decision to exercise the Rights Entitlements and subscribe for the Rights Equity Shares, the purchaser (i) will have consulted with its own legal, regulatory, tax, business, investment, financial and accounting advisers in each jurisdiction in connection herewith to the extent it has deemed necessary; (ii) will have carefully read and reviewed a copy of the Letter of Offer and its accompanying documents; (iii) will have possessed and carefully read and reviewed all information relating to our Company and the Rights Entitlements and the Rights Equity Shares which it believes is necessary or appropriate for the purpose of making its investment decision, including, without limitation, the Exchange Information (as defined below), and will have had a reasonable opportunity to ask questions of and receive answers from officers and representatives of our Company concerning the financial condition and results of operations of our Company and the purchase of the Rights Entitlements or the Rights Equity Shares, and any such questions have been answered to its satisfaction; (iv) will have possessed and reviewed all information that it believes is necessary or appropriate in connection with an investment in the Rights Entitlements and the Rights Equity Shares; (v) will have conducted its own due diligence on our Company and this Issue, and will have made its own investment decisions based upon its own judgement, due diligence and advice from such advisers as it has deemed necessary and will not have relied upon any recommendation, promise, representation or warranty of or view expressed by or on behalf of our Company, the Lead Manager or its affiliates (including any research reports) (other than, with respect to our Company and any information contained in the Letter of Offer); and (vi) will have made its own determination that any investment decision to exercise the Rights Entitlements and subscribe for the Rights Equity Shares is suitable and appropriate, both in the nature and number of Rights Equity Shares being subscribed.

Without limiting the generality of the foregoing, the purchaser acknowledges that (i) the Equity Shares are listed on BSE Limited and National Stock Exchange of India Limited and our Company is therefore required to publish certain business, financial and other information in accordance with the rules and practices of BSE Limited and National Stock Exchange of India Limited (which includes, but is not limited to, a description of the nature of our Company’s business and our Company’s most recent balance sheet and profit and loss account, and similar statements for preceding years together with the information on its website and its press releases, announcements, investor education presentations, annual reports, collectively constitutes "**Exchange Information**"), and that it has had access to such information without undue difficulty and has reviewed such Exchange Information as it has deemed necessary; (ii) our Company does not expect or intend to become subject to the periodic reporting and other information requirements of the Securities and Exchange Commission; and (iii) neither our Company nor any of its affiliates, nor the Lead Manager or any of their affiliates has made any representations or recommendations to it, express or implied, with respect to our Company, the Rights Entitlements or the Equity Shares or the accuracy, completeness or adequacy of the Exchange Information.

The purchaser acknowledges that (i) any information that it has received or will receive relating to or in connection with this Issue, and the Rights Entitlements or the Equity Shares, including the Letter of Offer and the Exchange Information (collectively, the "**Information**"), has been prepared solely by our Company; and (ii) none of the Lead Manager or any of its affiliates has verified such Information, and no recommendation, promise, representation or warranty (express or implied) is or has been made or given by the Lead Manager or its affiliates as to the accuracy, completeness or sufficiency of the Information, and nothing contained in the Information is, or shall be relied upon as, a promise, representation or warranty by any of them or their affiliates.

The purchaser will not hold our Company, the Lead Manager or its affiliates responsible for any misstatements in or omissions to the Information or in any other written or oral information provided by our Company to it. It acknowledges that no written or oral information relating to this Issue, and the Rights Entitlements or the Equity Shares has been or will be provided by the Lead Manager or its affiliates to it.

The purchaser is a highly sophisticated investor and has such knowledge and experience in financial, business and international investment matters and is capable of independently evaluating the merits and risks (including for tax, legal, regulatory, accounting and other financial purposes) of an investment in the Rights Entitlements and the Equity Shares. It, or any account for which it is acting, has the financial ability to bear the economic risk of investment in the Rights Entitlements and the Equity Shares, has adequate means of providing for its current and contingent needs, has no need for liquidity with respect to any investment it (or such account for which it is acting) may make in the Rights Entitlements and the Equity Shares, and is able to sustain a complete loss in connection therewith and it will not look to our Company, or to the Lead Manager, for all or part of any such loss or losses it may suffer.

The purchaser understands and acknowledges that the Lead Manager are assisting our Company in respect of this Issue and that the Lead Manager are acting solely for our Company and no one else in connection with this Issue and, in particular, are not providing any service to it, making any recommendations to it, advising it regarding the suitability of any transactions it may enter into to subscribe or purchase any Rights Entitlements or Equity Shares nor providing advice to it in relation to our Company, this Issue or the Rights Entitlements or the Equity Shares. Further, to the extent permitted by law, it waives any and all claims, actions, liabilities, damages or demands it may have against the Lead Manager arising from its engagement with our Company and in connection with this Issue.

The purchaser understands that its receipt of the Rights Entitlements and any subscription it may make for the Equity Shares will be subject to and based upon all the terms, conditions, representations, warranties, acknowledgements, agreements and undertakings and other information contained in the Letter of Offer and the Application Form. The purchaser understands that neither our Company, nor the Registrar, the Lead Manager or any other person acting on behalf of us will accept subscriptions from any person, or the agent of any person, who appears to be, or who we, the Registrar, the Lead Manager or any other person acting on behalf of us have reason to believe is in the United States, or is ineligible to participate in this Issue under applicable securities laws.

The purchaser (i) is aware that the Rights Entitlements and the Equity Shares have not been and will not be registered under the U.S. Securities Act and are being distributed and offered outside the United States in reliance on Regulation S, (ii) is, and the persons, if any, for whose account it is acquiring such Rights Entitlements and/or the Equity Shares are, located outside the United States and eligible to subscribe for Rights Entitlements and Equity Shares in compliance with applicable securities laws, and (iii) is acquiring the Rights Entitlements and/or the Equity Shares in an "offshore transaction" meeting the requirements of Regulation S under the U.S. Securities Act.

The purchaser, and the person, if any, for whose account or benefit it is acquiring the Rights Entitlements and/or the Rights Equity Shares, was located outside the United States at the time (i) the offer was made to the purchaser and (ii) when the buy order for the Rights Entitlements and/or the Rights Equity Shares was originated and continues to be located outside the United States and has not purchased the Rights Entitlements and/or the Rights Equity Shares for the account or benefit of any person in the United States or entered into any arrangement for the transfer of the Rights Entitlements or the Rights Equity Shares or any economic interest therein to any person in the United States.

The purchaser acknowledges that the Rights Entitlement and the Rights Equity Shares may not be offered, resold, pledged or transferred with in the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act.

The purchaser is, and the persons, if any, for whose account it is acquiring the Rights Entitlements and the Equity Shares are, entitled to subscribe for the Equity Shares, and the sale of the Equity Shares to it will not require any filing or registration by, or qualification of, our Company with any court or administrative, governmental or regulatory agency or body, under the laws of any jurisdiction which apply to the purchaser or such persons.

The purchaser, and each account for which it is acting, satisfies (i) all suitability standards for investors in investments in the Rights Entitlements and the Equity Shares imposed by the jurisdiction of its residence, and (ii) is eligible to subscribe and is subscribing for the Equity Shares and Rights Entitlements in compliance with applicable securities and other laws of our jurisdiction of residence.

The purchaser is authorized to consummate the purchase of the Equity Shares sold pursuant to this Issue in compliance with all applicable laws and regulations.

The purchaser is not an affiliate of the Company or a person acting on behalf of an affiliate.

The purchaser agrees that neither the purchaser, nor any of its affiliates, nor any person acting on behalf of the purchaser or any of its affiliates, will make any “directed selling efforts” (as defined in Regulation S under the U.S. Securities Act) in the United States with respect to the Equity Shares.

The purchaser agrees, upon a proposed transfer of the Equity Shares, to notify any purchaser of such Equity Shares or the executing broker, as applicable, of any transfer restrictions that are applicable to the Equity Shares being sold.

The purchaser acknowledges that the Company, the Managers, their respective affiliates and others will rely upon the truth and accuracy of the foregoing acknowledgements, representations and agreements and agrees that, if any of such acknowledgements, representations and agreements deemed to have been made by virtue of its purchase of such Equity Shares are no longer accurate, it will promptly notify the Company, and if it is acquiring any of such Equity Shares as a fiduciary or agent for one or more accounts, it represents that it has sole investment discretion with respect to each such account and that it has full power to make the foregoing acknowledgements, representations and agreements on behalf of such account.

Upon a proposed sale, transfer, assignment, pledge or other disposition of the Equity Shares, we will notify any purchaser of such Equity Shares, the executing broker and any other agent of the transferor involved in selling the Equity Shares, as applicable, of the transfer restrictions set forth in this Application Form that are applicable to the Equity Shares being sold and will require the broker and such other agent, as applicable, to comply with such restrictions.

SECTION VIII – STATUTORY AND OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The copies of the following contracts which have been entered or are to be entered into by our Company (not being contracts entered into in the ordinary course of business carried on by our Company or contracts entered into more than two years before the date of this Draft Letter of Offer) which are or may be deemed material have been entered or are to be entered into by our Company. Copies of the documents for inspection referred to hereunder, may be inspected at the Corporate Office between 10 a.m. and 5 p.m. on all working days of the Company from the date of this Draft Letter of Offer until the Issue Closing Date and the material contracts shall also be made available at the website of the Company at http://www.jyotistructures.in/.

I. Material Contracts for the Issue

i. Issue Agreement dated November 30, 2023 between our Company and the Lead Manager, pursuant to which certain arrangements are agreed in relation to the Issue.
ii. Registrar Agreement dated November 30, 2023, entered into amongst our Company and the Registrar to the Issue.
iii. Banker to the Issue Agreement dated [●] amongst our Company, the Lead Manager, the Registrar to the Issue and Banker(s) to the Issue.
iv. Monitoring Agency Agreement dated [●] between our Company and the Monitoring Agency.

II. Material Documents

i. Certificate of incorporation dated May 27, 1974 and October 21, 1974 issued by ROC.
ii. Certified copies of the updated Memorandum of Association and Articles of Association of our Company as amended from time to time.
iii. Annual Reports of the Company for the financial years ended March 31, 2023, March 31, 2022, and March 31, 2021 and audited financial statements for the period ended September 30, 2023.
iv. Certificate of incorporation dated May 27, 1974 issued by the RoC, and fresh certificate of incorporation dated October issued by the RoC upon conversion to public limited company
v. Resolution of the Board of Directors dated November 30, 2023 in relation to the Issue.
vi. Resolution of the Rights Issue Committee dated December 20, 2023 approving and adopting this Draft Letter of Offer.
vii. Resolution of the Rights Issue Committee dated [●] in relation to the terms of the Issue including the Record Date, Issue Price and Rights Entitlement Ratio.
viii. The audited and restated financial results for the years ended March 31, 2023, March 31, 2022, and March 31, 2021 and for the period ended September 30, 2023 included in this Draft Letter of Offer.
ix. Consent of our Directors, Compliance Officer, Statutory Auditor, Lead Manager, the Registrar to the Issue, Key Banker(s) to the Company, the Legal Advisor to the Issue for inclusion of their names in this Draft Letter of Offer in their respective capacities.
x. Consent letter dated November 30, 2023 from the Statutory Auditor for inclusion of their name as expert, as defined under Section 2(38) of the Companies Act, in this Draft Letter of Offer
xi. Statement of Tax Benefits dated December 15, 2023 from the Statutory Auditor included in this Draft Letter of Offer.
xii. Consent letter dated December 15, 2023 from the Chartered Engineer for inclusion of their name as expert, as defined under Section 2(38) of the Companies Act, in this Draft Letter of Offer.
xiii. Report titled "*Industry Report on Power transmission, distribution and smart metering*" issued on October, 2023 issued by CRISIL and consent letter dated December 12, 2023
xiv. Engagement letter dated September 29, 2023 entered into between our Company and CRISIL for appointment of CRISIL.
xv. Board resolution dated November 30, 2023 in order to constitute a Rights Issue Committee.
xvi. Tripartite Agreement between our Company, Central Depository Service India Limited and the Registrar to the Company dated December 28, 2000.
xvii. Tripartite Agreement between our Company, National Securities Depository Limited and the Registrar to the Company dated November 30, 1998.

xviii. Due Diligence Certificate dated December 20, 2023 issued by Lead Manager.
xix. SEBI Observation letter no. [●] dated [●].
xx. In-principle listing approvals dated [●], from the BSE.
xxi. In-principle listing approvals dated [●], from the NSE.

Any of the contracts or documents mentioned in this Draft Letter of Offer may be amended or modified at any time if so required in the interest of our Company or if required by the other parties, without reference to the Eligible Equity Shareholders, subject to compliance with applicable law.

DECLARATION

I hereby declare that all relevant provisions of the Companies Act and the regulations and guidelines issued by the Government of India, or the rules, regulations or guidelines issued by the SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Draft Letter of Offer is contrary to the provisions of the Companies Act, the SCRA, the SCRR and the SEBI Act, each as amended, or the rules, regulations or guidelines issued thereunder, as the case may be.

I further certify that all the statements and disclosures made in this Draft Letter of Offer are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Sd/-

Rajendra Prasad Singh
Independent Director

Date: December 20, 2023

Place: New Delhi

DECLARATION

I hereby declare that all relevant provisions of the Companies Act and the regulations and guidelines issued by the Government of India, or the rules, regulations or guidelines issued by the SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Draft Letter of Offer is contrary to the provisions of the Companies Act, the SCRA, the SCRR and the SEBI Act, each as amended, or the rules, regulations or guidelines issued thereunder, as the case may be.

I further certify that all the statements and disclosures made in this Draft Letter of Offer are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Sd/-

Govind Prasad Saha
Independent Director

Date: December 20, 2023

Place: Patna

DECLARATION

I hereby declare that all relevant provisions of the Companies Act and the regulations and guidelines issued by the Government of India, or the rules, regulations or guidelines issued by the SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Draft Letter of Offer is contrary to the provisions of the Companies Act, the SCRA, the SCRR and the SEBI Act, each as amended, or the rules, regulations or guidelines issued thereunder, as the case may be.

I further certify that all the statements and disclosures made in this Draft Letter of Offer are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Sd/-

Monica Akhil Chaturvedi
Woman Independent Director

Date: December 20, 2023

Place: Mumbai

DECLARATION

I hereby declare that all relevant provisions of the Companies Act and the regulations and guidelines issued by the Government of India, or the rules, regulations or guidelines issued by the SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Draft Letter of Offer is contrary to the provisions of the Companies Act, the SCRA, the SCRR and the SEBI Act, each as amended, or the rules, regulations or guidelines issued thereunder, as the case may be.

I further certify that all the statements and disclosures made in this Draft Letter of Offer are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Sd/-

Abhinav Rishi Angirish
Non-Executive Director

Date: December 20, 2023

Place: Mumbai

DECLARATION

I hereby declare that all relevant provisions of the Companies Act and the regulations and guidelines issued by the Government of India, or the rules, regulations or guidelines issued by the SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Draft Letter of Offer is contrary to the provisions of the Companies Act, the SCRA, the SCRR and the SEBI Act, each as amended, or the rules, regulations or guidelines issued thereunder, as the case may be.

I further certify that all the statements and disclosures made in this Draft Letter of Offer are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Sd/-

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Abdul Hameed Khan
Whole-time Director and Chief Executive Officer

Date: December 20, 2023

Place: Mumbai

DECLARATION

I hereby declare that all relevant provisions of the Companies Act and the regulations and guidelines issued by the Government of India, or the rules, regulations or guidelines issued by the SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Draft Letter of Offer is contrary to the provisions of the Companies Act, the SCRA, the SCRR and the SEBI Act, each as amended, or the rules, regulations or guidelines issued thereunder, as the case may be.

I further certify that all the statements and disclosures made in this Draft Letter of Offer are true and correct.

SIGNED BY THE CHIEF FINANCIAL OFFICER OF OUR COMPANY

Sd/-

Kumar Vidyanath Balan
Chief Financial Officer

Date: December 20, 2023

Place: Mumbai