



SINCE 1974

JYOTI STRUCTURES LIMITED

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

Ref : JSL/HO/CS/GEN/21-22/396

Date: March 31, 2022

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

Dear Sir/Madam,

This is to inform you that, in compliance with relevant circulars issued by Ministry of Corporate Affairs and the Securities Exchange Board of India, the Extra Ordinary General Meeting (“EGM”) of the Company will be held on **Friday, April 22, 2022 at 11.00 A.M.** through Video Conferencing (“VC”)/ Other Audio Visual Means (“OAVM”). The Copy of the Notice of EGM is enclosed herewith for your kind reference.

Further, Members of the Company, holding shares either in physical form or dematerialized form, as on April 15, 2022 (Cut off date for eligibility to vote) shall be entitled to vote by electronic means. The Schedule of remote e-voting facility is set out as under:

Event	Day, Date, Time
Commencement of Remote E-voting	Tuesday, April 19, 2022 at 09.00 A.M.
End of Remote E-voting	Thursday, April 21, 2022 at 05.00 P.M.
Cut-off Date	Friday, April 15, 2022

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

Please acknowledge the receipt and update the records.

Thanking You.
Yours Faithfully

For Jyoti Structures Limited

Sonali K. Gaikwad
Company Secretary
ACS 31201

JYOTI STRUCTURES LIMITED



JYOTI STRUCTURES LIMITED

CIN No: L45200MH1974PLC017494

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

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

NOTICE

NOTICE is hereby given that the Extraordinary General Meeting (“**EGM**”) of the Members of the Jyoti Structures Limited (“**the Company**”) will be held through video conferencing as per Ministry of Corporate Affairs as amended circular dated January 13, 2021 read with circular dated May 5, 2020, April 8, 2020 & April 13, 2020) on **Friday, April 22, 2022** at **11:00 a.m.** through Video Conferencing/Other Audio-Visual Means (“**VC**”)/ (“**OAVM**”) to transact the following business:

SPECIAL BUSINESS:

1. APPOINTMENT OF MR. MATHEW CYRIAC (DIN: 01903606) AS A NON-EXECUTIVE DIRECTOR OF THE COMPANY:

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

“**RESOLVED THAT** pursuant to the provisions of the Section 149, 150, 152 and other applicable provisions of the Companies Act, 2013 (“**the Act**”), and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Mathew Cyriac (DIN: 01903606), who was appointed as an Additional Director by the Board of Directors with effect from November 11, 2021 in terms of Section 161(1) of the Act and who holds office up to the date of this General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive Director of the Company and shall be liable to retire by rotation.

RESOLVED FURTHER THAT the declarations pursuant to provisions of the Companies Act, 2013, including intimation and declaration with respect to eligibility in Form DIR-8, consent to act as Director in Form DIR-2, form pertaining to the notice of disclosure of interest in Form MBP-1, received from Mr. Mathew Cyriac (DIN: 01903606), as placed before the board at this meeting, be and is hereby taken on record.

RESOLVED FURTHER THAT the register of directors of the Company be updated to reflect the appointment of Mr. Mathew Cyriac (DIN: 01903606), as Director of the Company.

RESOLVED FURTHER THAT the Board of Directors or Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things as in its absolute discretion it may consider necessary, expedient and desirable to give effect to this resolution.”

2. INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY AND CONSEQUENTIAL AMENDMENT IN MEMORANDUM OF ASSOCIATION OF THE COMPANY:

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

“RESOLVED THAT pursuant to the provisions of Section 61 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the Rules framed thereunder, consent of the members of the Company be and is hereby accorded for increase in the Authorised Share Capital of the Company from existing (i.) Rs.1,41,00,00,000/- (Rupees One Hundred Forty-One Crore only) equity share capital divided into 70,50,00,000 (Seventy Crores Fifty Lakhs) equity shares of a face value of Rs. 2/- each; (ii) Rs. 25,00,00,000/- (Rupees Twenty-Five Crore only) of preference share capital divided into 25,00,000 (Twenty-Five Lakhs) preference shares of a face value of Rs. 100/- each; and (iii) Rs.14,00,00,000/- (Rupees Fourteen Crore only) of preference share capital divided into 7,00,00,000 (Seven Crore) preference shares of a face value of Rs. 2/- each to (i) Rs. 1,47,30,00,000/- (Rupees One Hundred Forty-Seven Crore Thirty Lakhs Only) equity share capital divided into 73,65,00,000 (Seventy-Three Crore Sixty-Five Lakhs) equity shares of a face value of Rs. 2/- each; ranking pari-passu in all respect with the existing Equity Shares of the Company (ii) Rs. 25,00,00,000/- (Rupees Twenty-Five Crore only) of preference share capital divided into 25,00,000 (Twenty-Five Lakhs) preference shares of a face value of Rs. 100/- each; and (iii) Rs. 14,00,00,000/- (Rupees Fourteen Crore only) of preference share capital divided into 7,00,00,000 (Seven Crore) preference shares of a face value of Rs. 2/- each as per the Memorandum and Articles of Association of the Company.

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

“V. “The Authorised Share Capital of the Company is (i) Rs. 1,47,30,00,000/- (Rupees One Hundred Forty-Seven Crore Thirty Lakhs Only) equity share capital divided into 73,65,00,000 (Seventy-Three Crores Sixty-Five Lakhs) equity shares of a face value of Rs. 2/- each; ; (ii) Rs.25,00,00,000/- (Rupees Twenty-Five Crore only) of preference share capital divided into 25,00,000 (Twenty-Five Lakhs) preference shares of a face value of Rs.100/- each; and (iii) Rs.14,00,00,000/- (Rupees Fourteen Crore only) of preference share capital divided into 7,00,00,000 (Seven Crore) preference shares of a face value of Rs.2/- each with power to increase, reduce and reclassify the capital and divide the shares in the capital for the time being into several classes and attach thereto respectively such preference, deferred or special rights, privileges or conditions as may be determined by the and in accordance with regulations of the Company and to vary, modify or abrogate any rights, privileges and conditions in such manner as may for the time being be provided by the regulations of the Company.”

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

3. APPROVAL OF EMPLOYEE STOCK OPTION SCHEME OF THE COMPANY:

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

“RESOLVED THAT pursuant to the provisions of section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 read with relevant rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended from time to time (“SEBI SBEBSE Regulations”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Memorandum and Articles of Association of the Company and any other applicable and prevailing statutory Guidelines/ Circulars in that behalf and subject to such other approval(s), consent(s), permission(s), and sanction(s) as may be necessary from the appropriate regulatory authority(ies)/ institution(s) and such conditions and modifications as may be prescribed/ imposed by the appropriate regulatory authority(ies)/ institution(s) while granting such approval(s), consent(s), permission(s) and/or sanction(s) and may be agreed by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include Nomination and Remuneration Committee of the Board or any other Committee constituted and empowered by the Board for the purpose, or may hereafter constitute to act as the “Compensation Committee” or “the

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Committee” under the SEBI SBEBSE Regulations) the consent of members of the Company, be and is hereby accorded to approve, formulate and implement “JSL Employee Stock Option Scheme - 2021” (“JSL ESOS–2021”) scheme and to create, grant, issue, offer and allot to the present and / or future permanent employees of the Company, whether working in India or outside India not more than 5% of Total paid up capital of the Company i.e. **3,17,26,386** (Three Crores Seventeen Lakhs Twenty Six Thousand Three Hundred and Eighty Six) stock options convertible into equal number of equity shares of the Company of face value of Rs. 2/- each under the JSL Employee Stock Option Scheme - 2021 at such price and on such terms and conditions and in such tranches as the Board of the Company may deem fit and in compliance with the provisions of the Act and the Rules and other applicable laws and JSL Employee Stock Option Scheme - 2021.

RESOLVED FURTHER THAT the Board of Directors, be and is hereby authorized to devise, formulate, evolve, decide upon and bring into effect “JSL Employee Stock Option Scheme - 2021” on such terms and conditions as contained in explanatory statement to this item in the notice and to modify, alter, vary, revise or amend the said terms or suspend, withdraw, revise or terminate JSL Employee Stock Option Scheme - 2021, subject to compliance with the Act, Rules and other applicable laws, as amended from time to time.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, or any other re-organization of capital structure of the Company, as the case may be, the number of Stock Options and/or the shares to be allotted upon exercise of Stock Options shall be reasonably adjusted in accordance with the provisions of the JSL Employee Stock Option Scheme – 2021 and in case of sub-division or consolidation of shares then the number of shares and the exercise price shall automatically stand augmented or reduced, as the case may be, after such sub-division or consolidation, without affecting any other rights or obligations of the employees who have been granted Stock Options under the JSL Employee Stock Option Scheme - 2021.

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time to the extent relevant and applicable to JSL Employee Stock Option Scheme - 2021.

RESOLVED FURTHER THAT the equity shares to be issued as stated aforesaid shall rank pari-passu with all the existing equity shares of the Company for all purposes.

RESOLVED FURTHER THAT The Board of Directors / CEO of the Company or Company Secretary be and are hereby authorized to take requisite steps for listing of the Equity Shares allotted under the Scheme, from time to time, on the Stock Exchanges where the Equity Shares of the Company are listed.

RESOLVED FURTHER THAT the Board of Directors, be and is hereby authorized to do all such acts, deeds, matters and things including but not limited to the appointment of various intermediaries, experts, professionals, independent agencies and other advisors, merchant banker, valuers, consultants or representatives, being incidental to the effective implementation and administration of the JSL Employee Stock Option Scheme - 2021, as it may, in its absolute discretion deem fit, for the aforesaid purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard at any stage and all the acts, deeds, matters and things done by the Board are hereby ratified, confirmed and approved, without being required to seek any further consent or approval of the shareholders of the Company, and further to execute all such agreements, deeds, documents, writings etc. and to give such directions and / or instructions as may be necessary, proper or expedient to give effect to JSL Employee Stock Option Scheme - 2021 including any modification, alteration, amendment, suspension, withdrawal or termination of JSL Employee Stock Option Scheme - 2021 and to take all such steps and do all such acts, deeds, things as may be incidental or ancillary thereto in compliance with the applicable laws.

RESOLVED FURTHER THAT The Board of Directors / CEO of the company or Company Secretary be and are hereby jointly/ severally authorized to issue Grant letters to all the concerned Employees and to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto.

RESOLVED FURTHER THAT The Board of Directors / CEO of the company or Company Secretary be and are hereby jointly/ severally authorized to do all acts, deeds, things in connection with the allotment of the

aforesaid equity shares including, without limitation, the issue and delivery of the duly stamped letter of allotments, filing return of allotment with the Registrar of Companies, liaising with the Stock Exchange(s), where the Equity Shares of the Company are listed, National Securities Depository Limited (NSDL), Central Depository Services Limited (CDSL) and/ or other authorities as may be necessary for the purpose and other matters, making of necessary applications and taking all other steps as may be necessary for and in connection with the allotment of the aforesaid equity shares."

4. ADOPTION OF NEW/REVISED ARTICLES OF ASSOCIATION OF THE COMPANY:

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

“RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions of the Companies Act, 2013 (**“the Act”**) read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), consent of the shareholders, be and are hereby accorded to adopt the new set of Articles of Association, be and is hereby approved and adopted in substitution for, and to the exclusion, of the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors and/or Company Secretary be and are hereby authorized severally to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things, including delegating such authority, as may be considered necessary, proper or expedient in order to give effect to the above resolution.”

5. TO APPROVE TERMS OF THE ENGAGEMENT OF DR. RAJENDRA PRASAD SINGH AND PAYMENT OF REMUNERATION TO NON-EXECUTIVE INDEPENDENT DIRECTOR:

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

“RESOLVED THAT pursuant to the provisions of Section 197 read with Schedule V of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), and Article of Association of the Company, and Subject to approval of members of the Company, the Consent and approval of the Company be and is hereby accorded for payment of a remuneration of Rs. 72,00,000/- per annum (Rupees Seventy-two lakhs only), with subject to effective capital under Section II of Part II of Schedule V, to Dr. Rajendra Prasad Singh (DIN 00004812), Non-executive, Independent Director of the Company.

RESOLVED FURTHER THAT the Board of Directors or Company Secretary of the Company be and are hereby severally authorized to take such steps and to do all such acts, deeds and things as may be necessary in this regard for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and to execute deeds, applications, documents and writings that may be required on behalf of the Company, including digitally signing and filing the necessary forms, delegation of powers to any director or committee of directors or any other person as it may deem fit subject to the provisions of the Companies Act, 2013 and generally to do all such acts, deeds, matters and things as may be necessary proper, expedient or incidental for giving effect to this resolution.”

By Order of the Board of Directors
For Jyoti Structures Limited
Sd/-

Sonali K. Gaikwad
Company Secretary & Compliance Officer

Date: 25.03.2022

Place: Mumbai

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NOTES:

- 1) In view of the prevailing situation due to COVID-19 and in line with direction issued by Ministry of Corporate Affairs vide its amended Circular no. 02/2021 dated January 13, 2021 read with 14/2020, dated April 8, 2020, Circular no. 17/2020, dated April 13, 2020 and Circular no. 20/2020, dated May 5, 2020, the Company has decided to hold its EGM through Video Conferencing (VC/OAVM).
- 2) The EGM Notice shall be placed on the Company's website www.jyotisttructures.in and websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively
- 3) As per the aforesaid circular provisions of appointment of proxy by the member(s) of the Company are not applicable to General meeting convened through VC/OAVM. Accordingly, members cannot appoint a proxy and have to attend the meeting through Video Conferencing personally.
- 4) Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the EGM through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Company by email through its registered email address to investor@jsl.co.in.
- 5) Pursuant to the provisions of section 91 of the Act, the Register of Members and Share Transfer Registers of the Company will remain closed from **Friday, April 15, 2022 to Friday, April 22, 2022** both days inclusive. Members holding shares either in physical form or in dematerialized form, as on **Friday, April 15, 2022** i.e. cut-off date, may cast their vote electronically.
- 6) As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities.

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

- 7) In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the EGM.
- 8) Members attending the EGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act
- 9) Members who have not registered their e-mail addresses are requested to register their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participant and with Bigshare Services Pvt. Ltd., Registrar and Share Transfer Agent for shares held in physical form.
- 10) Members are requested to notify immediately any change in their addresses and / or bank mandate details to the Company's Registrar and Share Transfer Agents, Bigshare Services Pvt. Ltd., at 1st Floor Bharat Tim Works Building, Makwana Road, Marol, Andheri (East) Mumbai 400059 for shares held in physical form and to their respective Depository Participants (DP) for shares held in electronic form.

- 11) Explanatory statement pursuant to Section 102 (1) of the Act, relating to Special Business to be transacted at the meeting is annexed hereto.
- 12) The relevant details, pursuant to Regulations 26(4) and 36(3) of the SEBI Listing Regulations and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this EGM is annexed.
- 13) With a view to serving the members better and for administrative convenience, an attempt would be made to consolidate multiple folios. Members who hold shares in identical names and in the same order of names in more than one folio are requested to write to the Company to consolidate their holdings in one folio.
- 14) As the equity shares of the Company are compulsorily traded in demat form. Members holding equity shares in physical form are requested to get the shares converted in demat form.
- 15) Members are requested to make use of Nomination facility by filing Form SH-13. In case of shares held in demat mode Form SH-13 has to be lodged with the respective DP and in case of the shares held in physical mode the same has to be lodged with the Company or its Share Transfer Agents.
- 16) Members are requested to note that in case of transfers, deletion of name of deceased shareholder, transmission and transposition of names in respect of shares held in physical form, submission of photocopy of PAN Card of the transferee(s), surviving holder(s), legal heir(s) and joint holder(s) respectively, along with necessary documents at the time of lodgment of request for these transactions, is mandatory.
- 17) As per the MCA circular dated April 13, 2020, Members may also note that Poll will be not applicable, hence ballot paper is not required. Poll through email, procedure prescribed in Section 109 read with Rules to be followed is not applicable.
- 18) The manner in which the members who are holding shares in physical form or who have not registered their email addresses with the company can cast their vote through remote e-voting or through the e-voting system during the meeting;
- 19) The members who have cast their vote by remote-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again;
- 20) The remote e-voting period commences on **Tuesday, April 19, 2022 (9:00 a.m. IST)** and ends on **Thursday, April 21, 2022 (5:00 p.m. IST)**.
- 21) The Board of Directors has appointed M/s. VLA & Associates, Practicing Company Secretaries as the Scrutinizer to scrutinize the voting during the EGM and remote e-voting process in a fair and transparent manner.
- 22) The results declared along with the Scrutinizers Report shall be placed on the Company's website www.jyotisttructures.in and communicated to the Stock Exchanges immediately after the result is declared.
- 23) Since the EGM will be held through VC/OAVM, the route Map is not annexed in this Notice.

INSTRUCTIONS FOR MEMBERS FOR VOTING ELECTRONICALLY ARE AS UNDER:

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the

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Members to the EGM venue is not required and general meeting be held through video conferencing (VC) or other audiovisual means (OAVM). Hence, Members can attend and participate in the ensuing EGM through VC/ OAVM.

2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the EGM through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the EGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at www.jyotisttructures.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the EGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
7. EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.

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

1. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM link” placed under “**Join General meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at investor@jsl.co.in. The same will be replied by the company suitably.

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

The remote e-voting period begins on Tuesday, April 19, 2022 at 09.00 am and ends on Thursday, April 21, 2022 at 05.00 pm. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Friday, April 15, 2022, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday, April 15, 2022,

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

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

Step 1: Access to NSDL e-Voting system

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com>. Select “**Register Online for IDeAS Portal**” or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
4. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL

1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasi/home/login> or www.cdslindia.com and click on New System Myeasi.
2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of **e-Voting service provider i.e. NSDL**. Click on **NSDL** to cast your vote.
3. If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>
4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. **NSDL** where the e-Voting is in progress.

Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

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

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

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

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

Your User ID details are given below :

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

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

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

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

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

- 1 Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested

of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to vloconsultant@gmail.com with a copy marked to evoting@nsdl.co.in.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990

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

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

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shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility

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

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

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

ITEM No. 1

The Hon’ble National Company Law Tribunal vide order dated March 27, 2019 had approved the Resolution Plan submitted by the Resolution Applicant. In accordance of the Resolution Plan, the new Board of Directors of the Company will include nominees of the Investor, nominee of Committee of Creditors and Independent Directors. Accordingly, the Investor has recommended the appointment of Mr. Mathew Cyriac (DIN: 01903606) as Non-Executive Director of the Company.

Accordingly, the Board of Directors of the Company appointed Mr. Mathew Cyriac (DIN: 01903606) as an Additional Director (Non-executive) of the Company with effect from November 11, 2021 to hold the office up to the date of the forthcoming General Meeting.

Accordingly, a resolution is set out at Item No. 1 of the notice for members approval.

None of the Directors or Key Managerial Personnel and their relatives, except Mr. Mathew Cyriac (DIN: 01903606), are concerned or interested, financially or otherwise in the said Resolution.

The Board of Directors recommends passing of the Ordinary Resolution set out at Item No. 1 of the Notice.

ITEM No. 2

The Company intends to increase Authorized Share Capital of the company to give effect to the issue of Employee Stock Option Scheme, 2021 (ESOS) and The Board of directors of the Company at its Meeting held on March 25, 2022, had accorded its approval for increasing the Authorised Share Capital from Rs 1,80,00,00,000/- (Rupees One Hundred Eighty Crore Only) to Rs. 1,86,30,00,000 /- (Rupees One Hundred Eighty- Six Crores Thirty Lakhs Only) in all respects as per the Memorandum and Articles of Association of the Company.

Consequently, Clause V of the Memorandum of Association would also require alteration so as to reflect the changed Authorised Share Capital. The proposal for increase in Authorised Share Capital and amendment of Memorandum of Association of the Company requires approval of members at a general meeting.

A copy of the Memorandum of Association of the Company duly amended will be available for inspection for the Members at the Registered Office/Corporate Office of the Company during the office hours on any working day, except Saturdays, Sundays and public holidays, between 11.00 a.m. to 5.00 p.m. till the date of EGM

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the resolution except to the extent of their shareholding, if any.

The Board of Directors recommends passing of the Ordinary Resolution set out at Item No. 2 of the Notice.

ITEM No. 3

As the shareholders are aware, stock options have long been recognized as an effective instrument to attract and retain the key critical talent in an increasingly competitive environment. This ESOS will help to align the senior stakeholders to drive the Company Vision and a high performance culture by being the shareholders and having an opportunity to maximize wealth creation.

With the above objective and based on the recommendation of the Nomination And Remuneration Committee of the Company and Subject to approval of the Shareholders of the Company, the Board of Directors of the Company pursuant to the provisions of Section 62 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Companies (Share Capital and Debenture) Rules, 2014 and other applicable laws, at their meeting held on March 25,

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2022 approved introduction and implementation of 'JSL Employee Stock Option Scheme 2021' ("JSL ESOS - 2021") scheme. The ESOS has been formulated in accordance with the applicable laws.

The ESOS will be implemented directly and administered by the Nomination and Remuneration Committee ("NRC") of the Company.

1. Brief description of the scheme:

The JSL ESOS -2021 has been designed so as to attract, retain and remain competitive in the talent market and to strengthen interdependence between individual and organization prosperity.

2. Total number of options to be offered and granted

Subject to the approval of the shareholders meeting, the Company will issue under the Scheme, Options not more than 5% of Total paid up capital of the Company i.e. 3,17,26,386, options as decided by the Board in their meeting, which is exercisable to the Employees, with each such an Option conferring a right upon the Employee to apply for one Equity Share of the Company, in accordance with the terms and conditions of the Grant.

If an option expires or becomes unexercisable without having been exercised in full, the unpurchased ESOS Shares, which were subject thereto, shall become available for future Grants or sale.

The maximum number of Options under JSL ESOS 2021 that may be granted to any Eligible Employee shall not exceed 5 % of the paid up share capital of the Company i.e. 3,17,26,386.

3. Identification of classes of employees entitled to participate in JSL ESOS 2021 and be beneficiaries in the scheme(s)

"Employee" means:

- a) any permanent or contractual employee of the Company working in India or out of India; or
- b) an employee as defined in sub-clause (a) of a subsidiary, in India or out of India or of a holding company of the Company.

4. Requirements of vesting and period of vesting:

Options Granted to an Employee would vest at the end of one year from the date of Grant of such Options. Vesting of an Options would be subject to continued employment with the Company. The NRC may decide for granting an options from time to time subject to overall ceiling of 5% of total paid up share capital of the Company i.e. 3,17,26,386, existed at the time of approval.

5. Maximum period within which the options shall be vested:

Options Granted to an Employee would vest at the end of one year from the date of Grant of such Options as may be determined by the Committee.

6. Exercise price or pricing formula:

The Exercise Price per Option shall be at the price determined by the Nomination and Remuneration Committee which in no case shall be less than face value of the Shares and not more than the market price.

7. Exercise period /offer period and process of exercise/acceptance of offer:

Exercise period will be as follows:

A. Death of an Employee

In case of death of an Employee to whom Options have been Granted, all Options Granted to the Employee shall be deemed to have Vested in the Employee on the date of his / her death and shall be Exercisable by his / or her nominee and in the absence of any nominee, by the Employee's legal heirs and successors. All such Options shall be Exercisable by the legal heirs, successors and/or nominees, as the case may be, immediately but not later than 12 months from the date of death of the Employee. The determination of who are the legal heirs, successors and/or nominee, as the case may be, of the deceased Employee shall be solely and exclusively at the discretion of the NRC. The Company shall make available to the Employees specific nomination forms from time to time to enable them to nominate persons in respect of the Options..

B. Permanent Disablement

In case an Employee suffers Permanent Disablement while in employment, all the Options Granted to him / her as on the date of Permanent Disablement shall Vest in him / her on that date. All such Options shall be exercisable within a period of 12 months from the date of such Vesting.

C. Resignation /Termination of employment

In the event of resignation or termination of an Employee, the Employee shall be entitled to retain all the Vested Options and Exercise the same within a period of one month from the date of cessation of the employment, unless such resignation or termination is on account of misconduct or misdemeanour of the Employee. The NRC shall have absolute discretion in determining whether there has been any "misconduct" or "misdemeanour" on the part of the Employee and the decision of the NRC in this regard shall be final and binding on the Employee. If the resignation or termination of the Employee is attributable to misconduct / misdemeanour of the Employee, then in that event all Option Vested in the Employee shall forthwith lapse and the Employee shall not be entitled to Exercise such Options.

All Unvested Options on the date of submission of resignation shall stand cancelled with effect from that date.

D. Retirement of an Employee

In case the Employee to whom the Options are Granted retires, or vacates his/her office upon reaching the age of superannuation as per the Company's rules or upon expiry of any extension thereof or on account of any directives, statutory provisions, clarifications or guidelines of the Reserve Bank of India (other than a directive, provision, clarification or guideline relating to the misconduct or misdemeanour of an Employee) then in such a case, all Granted Options shall forthwith Vest in such Employee. However, the Employee shall Exercise the Options within a period of six months from the date of such retirement/vacating of the office, failing which the said Options shall lapse to the extent not exercised within the said six months.

All unvested options on the date of retirement shall stand cancelled with effect from that date.

E. Abandonment of Employment by an Option Grantee

In the event of abandonment of employment by an Option Grantee without the Company's consent, all Options granted to such Employee, including the Vested Options, which were not exercised at the time of abandonment of employment, shall stand cancelled. The NRC, at its sole discretion shall decide the date of cancellation of Options and such decision shall be binding on all concerned Option Grantees.

F. Suspension of Employee

The Options Granted but not Vested and the Options Vested but not Exercised in case of an Employee who

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has been suspended or in case of an Employee against whom an enquiry is being conducted for any reason, shall stand suspended and shall neither Vest nor be Exercisable until the enquiry is completed. In case the Employee is found guilty of misconduct, such Options shall lapse whether or not he/she is dismissed or discharged.

G. Other Reasons

In the event of separation of an Option Grantee from the employment due to reasons other than those mentioned in (A), (B), (C), (D) and (E) the NRC, at its sole discretion may decide the treatment of all Vested (unexercised) and unvested Options.

8. The Appraisal process for determining the eligibility of employees under JSL ESOS 2021:

The NRC shall, inter alia, take into consideration contribution during closure of operations as criteria into consideration, the performance level, merit, future potential contribution, conduct of the Employee and such other appropriate relevant factors while Granting the Options.

9. Maximum number of options to be offered and issued per employee and in aggregate, if any

No Employee shall be Granted Options in excess of 10% of the total Options Granted pursuant to this ESOS.

The aggregate number of ESOS Shares to be issued by the Company under this ESOS at any point of time shall not be more than 5 % of the total paid up capital of the Company i.e. 3,17,26,386 as on the date of Board Meeting.

10. Maximum quantum of benefits to be provided per employee under the JSL ESOS 2021:

No Employee shall be Granted Options in excess of 10% of the total Options Granted pursuant to this ESOS.

The aggregate number of ESOS Shares to be issued by the Company under this ESOS at any point of time shall not be more than 5 % of the total paid up capital of the Company i.e. 3,17,26,386 as on the date of Board Meeting.

11. Whether the JSL ESOS 2021 scheme is to be implemented and administered directly by the Company or through a trust:

The JSL ESOS 2021 shall be implemented and administered directly by the Company without forming or involving any trust.

12. Whether the JSL ESOS 2021 Scheme involves new issue of shares by the Company or secondary acquisition by the trust or both:

The Scheme involves issue of new shares against exercise of options. There is no involvement of trust and therefore, there will not be any secondary acquisition.

13. The amount of loan to be provided for implementation of the scheme(s) by the company to the trust, its tenure, utilization, repayment terms, etc:

The JSL ESOS 2021 Scheme is to be implemented and administered directly by the Company without forming or involving any Trust. Therefore, provision of any loan to a Trust under the Scheme does not arise.

14. Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purpose of the scheme(s):

The JSL ESOS 2021 Scheme is to be implemented and administered directly by the Company without forming or involving any Trust. Therefore, the scheme does not envisage any secondary acquisition.

15. Statement to the effect that Company shall conform to the accounting policies specified in the regulation 15:

The Company shall follow the Ind AS or any relevant Accounting Standards as may be prescribed by the competent authorities from time to time, including the disclosure requirements prescribed therein.

16. The method which the company shall use to value its options:

The Company shall adopt 'fair value method' for valuation of options as prescribed under Ind AS or under any relevant accounting standard notified by appropriate authorities from time to time. Hence, the following statement mentioned in point no. 17 will not be applicable viz.

17. Statement with regard to disclosure in director's report:

“In case the company opts for expensing of share based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors' report and the impact of this difference on profits and on earnings per share ("EPS") of the company shall also be disclosed in the Directors' report.”

18. Period of lock-in:

The Shares arising out of Exercise of Vested Options shall not be subject to any lock-in period from the date of allotment of such Shares under JSL ESOS 2021.

Pursuant to Section 62 (1)(b) and other applicable provisions, if any, of the Companies Act, 2013 (“**the Act**”), read with the Companies (Share Capital and Debentures) Rules, 2014 (“**the Rules**”) approval of the shareholders by way of special resolution is required for issue of employee stock options to the employees of the Company.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the resolution except to the extent of their shareholding, if any.

The Board recommends the resolution set out in item no. 3 of this notice for the approval of the Shareholders of the Company.

ITEM No. 4

Upon enactment of the Companies Act, 2013, various provisions of the Companies Act, 1956 have been repealed and in view of the same the Articles of Association (“**AoA**”) of the Company needs to be re-aligned as per the provisions of the new Act. The Board of Directors in its meeting held on March 25, 2022 decided (subject to the approval of members) to adopt a new set of (“**AoA**”) to be substituted in place of the existing AOA which are based on “**Table-F**” of the Act which sets out the model AoA for a company limited by shares. Further, a copy of the proposed set of new AOA of the Company would be available for inspection for the Members at the Registered Office/Corporate Office of the Company during the office hours on any working day, except Saturdays, Sundays and public holidays, between 11.00 a.m. to 5.00 p.m. till the date of EGM. In terms of Section 14 of the Companies Act, 2013, the consent of the Members by way of Special Resolution is required for adoption of new set of Articles of Association of the Company.

The Board recommends the resolution set out in item no. 4 of this notice for the approval of the Shareholders of the Company by way of Special Resolution.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the resolution except to the extent of their shareholding, if any.

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ITEM No. 5

The Company recognized vital role played by Dr. Rajendra Prasad Singh without any pecuniary gain since the Company was going through the Resolution Process under Insolvency and Bankruptcy Code, 2016 and for his expertise and guidance, the Board has considered his term of Engagement. As a result of his hard work, our entire team move forward with our long-term mission faster than anticipated. It's been a long time working towards accomplishing our set goals. His consistent positive attitude has made a huge difference in our company. His expertise has provided us with valuable insight, which helped grow and push our team's objective forward. His intimate knowledge of all aspects of power sector has been pivotal in the revival of the company.

None of the Directors / Key Managerial Personnel of the Company / their relatives except Dr. Rajendra Prasad Singh, are, in any way, concerned or interested, financially or otherwise, in the proposed resolution, set out at Item No. 5 of the Notice.

The Board recommends the resolution set out in item no. 5 of this notice for the approval of the Shareholders of the Company by way of Special Resolution.

By Order of the Board of Directors
For Jyoti Structures Limited
Sd/-
Sonali K. Gaikwad
Company Secretary & Compliance Officer

Details of Directors seeking appointment and re-appointment at the forthcoming Extra-Ordinary General Meeting (Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 (SS-2)

Name of the Director	Mr. Mathew Cyriac
Date of Birth	20.05.1969
Nationality	Indian
Director Identification Number(DIN)	01903606
Date of Appointment on the Board	11.11.2021
Qualifications and Expertise	<p>Mr. Mathew Cyriac is the Chairman and whole-time director of Florintree Advisors, an India focused Alternative Asset Manager, based in Mumbai. Mr. Cyriac was earlier a Senior Managing Director at the Blackstone Group and served as its Co-Head of Private Equity at Blackstone Advisors India Private Limited till February 2017.</p> <p>My Cyriac joined Blackstone India in April 2006 as the second permanent employee. He is credited with building the Blackstone Private Equity business to close to \$3 billion assets under management. He serves on the Board of several companies as an Independent Director including Allcargo Logistics Limited and Greatship India Limited, a leading oil services companies in India (part of Great Eastern Shipping Group) Before joining Blackstone, Mr. Cyriac's professional experience includes Gate Global Solutions in Fremont California, Investment Banking Group at CSFB Los Angeles leading several equity and debt offerings, and M & M Transactions, the Private Equity Group at Donaldson, Lufkin and Jenrette, the Investment Banking Division at Bank of America and Engineering Division of Tata Motors.</p> <p>He holds a Post Graduate Diploma in Management from the Indian Institute of Management Bangalore, where he was awarded the IIMB Gold Medal for graduating at the top of his class. He also holds a Bachelor's degree in Engineering from College of Engineering Guindy, Madras.</p> <p>Mr. Cyriac has achieved significant success with his strategy of active ownership in investee companies, partnering with promoters and management to turn around operations. His key Investments are as follows:</p> <ol style="list-style-type: none"> 1. MTAR Technologies 2. Gokaldas Exports 3. CMS IT Services

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Number of shares held in the Company	-
List of the directorships held in other entities	3
Chairman /Member in the Committees of the Boards of companies in which he is Director	2