



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/26-27/31

Date: 22.07.2026

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 51st Annual General Meeting (AGM) of the Company

Dear Sir/Madam,

In terms of the provisions of Regulation 30 of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, please find enclosed herewith a copy of Notice of 51st Annual General Meeting (AGM) of the Company scheduled to be held through video conferencing/other audio visual means.

The said Notice of 51st Annual General Meeting is placed on the Company's website i.e. <https://jyotisttructures.in/notice>.

Please acknowledge the receipt and update the records.

Thanking You.
Yours Faithfully

For Jyoti Structures Limited

SONALI
KRISHNAJI
GAIKWAD
Digitally signed by
SONALI KRISHNAJI
GAIKWAD
Date: 2026.07.22
14:06:50 +05'30'

Sonali K. Gaikwad
Company Secretary
FCS 13908



NOTICE

NOTICE IS HEREBY GIVEN THAT the 51st (Fifty-First) Annual General Meeting ("AGM ") of the Members of Jyoti Structures Limited ("the Company") will be held on Thursday, August 13, 2026, at 10:00 A.M. (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), to transact the following business:

ORDINARY BUSINESS:

- 1. TO CONSIDER AND ADOPT THE AUDITED STANDALONE FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2026, AND THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON:**

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

"RESOLVED that the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2026 and the Reports of the Board of Directors and Auditors thereon, as circulated to the Members, be considered and adopted."

- 2. TO CONSIDER AND ADOPT THE AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2026, AND THE REPORTS OF THE AUDITORS THEREON:**

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

"RESOLVED that the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2026 and the Reports of the Auditors thereon, as circulated to the Members, be considered and adopted."

SPECIAL BUSINESS:

- 3. 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 **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 ₹2,56,30,00,000/- (Rupees Two Hundred Fifty-Six Crore Thirty Lakh Only) divided into 1,28,15,00,000 (One Hundred Twenty-Eight Crore Fifteen Lakh) Equity Shares of ₹2/- (Rupees Two Only) each to ₹3,20,00,00,000/- (Rupees Three Hundred and Twenty Crore Only) divided into 1,60,00,00,000 (One Hundred Sixty Crore) Equity Shares of ₹2/- (Rupees Two Only) each by the creation of additional 31,85,00,000 (Thirty One Crores Eighty Five Lakhs) equity shares of Rs. 2/- (Rupees Two only) each. ranking pari-passu in all respect with the existing Equity Shares of the Company 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 ₹3,20,00,00,000/- (Rupees Three Hundred Twenty Crore Only) divided into 1,60,00,00,000 (One Hundred Sixty Crore) Equity Shares of ₹2/- (Rupees Two Only) each, with power to increase, reduce and reclassify the share capital and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred or special rights, privileges or conditions as may be determined in accordance with the Articles of Association of the Company and the applicable provisions of law."

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."

- 4. APPOINTMENT OF BRANCH AUDITORS FOR THE FINANCIAL YEAR 2026-2027:**

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

"RESOLVED THAT pursuant to the provisions of Section 143(8) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, and the Rules made thereunder, the consent of the members of the Company be and is hereby accorded to the appointment of Branch Auditors of the Company, for its existing branches as well as any branches that may be opened or acquired hereafter outside India, based on the recommendation of the Audit Committee and in consultation with the Statutory Auditors of the Company, any person(s) qualified to act as Branch Auditors within the meaning of Section 143(8) of the Companies Act, 2013, and to fix their remuneration.

RESOLVED FURTHER THAT the following are the names of the branches and the respective firms proposed to be appointed as their Branch Auditors:

Sr. No.	Country Name	Firm Name	Remuneration
1	Uganda	Sapi & Associates	1800\$
2	Kenya	JNS & Associates LLP	1000\$
3	Tunisia	Karim Rejeb & Co	824\$

RESOLVED FURTHER THAT the Company Secretary and/or any of the Directors of the Company be and are hereby authorized to issue appointment letters to the Branch Auditors and to do all such acts, deeds, matters, and things as may be necessary to give effect to this resolution."

5. RATIFICATION OF REMUNERATION OF COST AUDITORS:

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

“RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), as amended from time to time, the Company hereby ratifies the remuneration ₹ 1,25,000/- (Rupees One Lakh Twenty Five Thousand only) per annum plus applicable taxes and reimbursement of out-of-pocket expenses, if any, payable to Dr. Narhar K. Nimkar, Cost Accountant (Membership No. F-6493) who based on the recommendation(s) of Audit Committee, have been appointed by the Board of Directors as the Cost Auditor of the Company for conducting the audit of cost records for the financial year 2026-2027.

RESOLVED FURTHER THAT the Company Secretary and/or any of the Directors of the Company be and are hereby authorized to issue the appointment letter to the Cost Auditor and to do all such acts, deeds, matters, and things as may be necessary to give effect to this resolution.

For Jyoti Structures Limited

Sd/-

Sonali K. Gaikwad

Company Secretary & Compliance Officer

FCS 13908

Date : 20.07.2026

Place : Mumbai

NOTES:

- 1) An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”) which sets out details relating to Special Business to be transacted at the 51st Annual General Meeting (“AGM”), is annexed hereto.
- 2) The Ministry of Corporate Affairs (‘MCA’), inter alia, vide its General Circular No(s). 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 02/2022 dated May 5, 2022 and subsequent circulars issued in this regard, the latest being General Circular No. 03/2025 dated September 22, 2025 (collectively referred to as ‘MCA Circulars’), has permitted the holding of the AGM through Video Conferencing (‘VC’) or through Other Audio-Visual Means (‘OAVM’), without the physical presence of the Members at a common venue. The deemed venue of the AGM shall be the Registered Office of the Company. In terms of MCA Circulars and the provisions of the Act, the AGM of the Members is to be held through VC/OAVM. Hence, Members can attend and participate in the AGM through VC/OAVM only. The detailed procedure for participating in the AGM through VC/OAVM is annexed herewith and also available at the Company’s website www.jyotisttructures.in.
- 3) In compliance with the applicable provisions of the Companies Act, 2013, the Rules made thereunder, General Circular No. 20/2020 dated May 5, 2020 read with General Circular No. 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs (“MCA”), and the applicable circulars issued by the Securities and Exchange Board of India (“SEBI”), the Notice of the Annual General Meeting (“AGM”) along with the Annual Report for the Financial Year 2025-26 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Registrar and Share Transfer Agent/Depository Participants. The Notice of the AGM and the Annual Report are also available on the website of the Company www.jyotisttructures.in, the websites of the Stock Exchanges where the equity shares of the Company are listed i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of the agency providing e-voting facility.
- 4) As per the aforesaid circular provisions of appointment of proxy by the member(s) of the Company are not applicable to General meeting convened through VC/OAVM. Accordingly, members cannot appoint a proxy and have to attend the meeting through Video Conferencing personally.
- 5) Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) who are intending to appoint their Authorised Representative pursuant too section 112 or 113 of the Act, as the case may be to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/ Authorization etc., by email through its registered email address to investor@jstl.co.in.
- 6) Pursuant to the provisions of section 91 of the Act, the Register of Members and Share Transfer Registers of the Company will remain closed from Thursday, August 6, 2026 to Thursday, August 13, 2026 both days inclusive. Members holding shares either in physical form or in dematerialized form, as on Thursday, August 6, 2026 i.e. cut-off date, may cast their vote electronically.
- 7) SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 03, 2021 and clarification issued vide Circular No. SEBI/HO/MIRSD/ MIRSD_RTAMB/P/CIR/2021/687 dated December 14, 2021 has mandated all listed Companies to record/ update the KYC details i.e. PAN, Nomination and Bank Account details of the first holder for the shares held in physical mode.
- 8) The Company has sent a letter to all the Members holding shares in physical mode whose details are yet to be updated seeking the aforesaid information. Detailed information in this regard is available at the Company’s website [https:// www.jyotisttructures.in/update_kyc.html](https://www.jyotisttructures.in/update_kyc.html). Members holding shares in physical form are requested to ensure the aforesaid KYC details are updated with the Company’s Registrar and Share Transfer Agents, M/s. Bigshare Services Pvt. Ltd. (“RTA”).
- 9) As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities.

In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form.
- 10) In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.



- 11) Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- 12) Members who have not registered their e-mail addresses are requested to register their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participant and with Bigshare Services Pvt. Ltd., Registrar and Share Transfer Agent for shares held in physical form.
- 13) Members are requested to notify immediately any change in their addresses and / or bank mandate details to the Company's Registrar and Share Transfer Agents, Bigshare Services Pvt. Ltd., at S6 – 2 Pinnacle Business Park, Mahakali Caves Road, Next to Ahura Centre, Andheri (E) , Mumbai 400093, for shares held in physical form and to their respective Depository Participants (DP) for shares held in electronic form.
- 14) With a view to serving the members better and for administrative convenience, an attempt would be made to consolidate multiple folios. Members who hold shares in identical names and in the same order of names in more than one folio are requested to write to the Company to consolidate their holdings in one folio.
- 15) As the equity shares of the Company are compulsorily traded in demat form, members holding equity shares in physical form are requested to get the shares converted in demat form.
- 16) Members are requested to make use of Nomination facility by filing Form SH-13. In case of shares held in demat mode Form SH-13 has to be lodged with the respective DP and in case of the shares held in physical mode the same has to be lodged with the Company or its Share Transfer Agents.
- 17) Members are requested to note that in case of transfers, deletion of name of deceased shareholder, transmission and transposition of names in respect of shares held in physical form, submission of photocopy of PAN Card of the transferee(s), surviving holder(s), legal heir(s) and joint holder(s) respectively, along with necessary documents at the time of lodgement of request for these transactions, is mandatory.
- 18) As per the MCA circular dated April 13, 2020, Members may also note that Poll will be not applicable, hence ballot paper is not required. Poll through email, procedure prescribed in Section 109 read with Rules to be followed is not applicable.
- 19) The manner in which the members who are holding shares in physical form or who have not registered their email addresses with the company can cast their vote through remote e-voting or through the e-voting system during the meeting;
- 20) The members who have cast their vote by remote-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again;
- 21) The remote e-voting period commences on Monday, August 10, 2026 at 9:00 a.m. (IST) and ends on Wednesday, August 12, 2026 (5:00 p.m. IST)
- 22) Any member seeking further information or queries on the Financial Data and any other matter mentioned in the notice are requested to send their queries in writing to the investor@jstl.co.in so as to reach at least one week in advance to enable the Management to keep the information ready. The same will be replied by the Company suitably.
- 23) The Board of Directors has appointed M/s. VLA & Associates, Practicing Company Secretaries as the Scrutinizer to scrutinize the voting during the AGM and remote e-voting process in a fair and transparent manner.
- 24) 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.

Since the AGM 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) Pursuant to the General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (MCA) and circular issued by SEBI vide circular no. SEBI/ HO/ CFD/ CFDPoD-2/ P/ CIR/ 2024/ 133 dated October 3, 2024 ("SEBI Circular") and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, companies are allowed to hold AGM through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of members at a common venue. In compliance with the said Circulars, AGM shall be conducted 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 AGM . However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
- 3) The Members can join the AGM 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 AGM through VC/OAVM 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 AGM without restriction on account of first come first served basis.
- 4) The attendance of the Members attending the AGM 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) the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from

time to time the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM . 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 e-voting on the date of the AGM 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 AGM 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 AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
- 7) AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular issued from time to time.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -

The remote e-voting period begins on Monday, August 10, 2026 at 9:00 a.m. (IST) and ends on Wednesday, August 12, 2026 at 05:00 P.M. 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. Thursday, August 6, 2026, 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 Thursday, August 6, 2026.

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.	- For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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. - Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.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 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. - 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 - 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. - 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  App Store  Google Play  



Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	- Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. - After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. - If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. - Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
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.

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.com or call at 022 - 4886 7000
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 toll free no. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting 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?

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

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

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

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join 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 specimen signature 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.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
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.: 022 - 4886 7000 or send a request to Sagar S. Gudhate, Senior Manager at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to investor@jsl.co.in.



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@jisl.co.in. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**.
3. Alternatively, shareholder/member may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM 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 AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
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 AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM 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" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join 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@jisl.co.in). The same will be replied by the company suitably.

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

ITEM NO. 3: INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY AND CONSEQUENTIAL AMENDMENT IN MEMORANDUM OF ASSOCIATION OF THE COMPANY

In order to provide the Company with adequate flexibility for its future corporate requirements and to ensure sufficient authorised capital is available as and when required, the Board of Directors has approved, subject to the approval of the Members of the Company, the increase in the Authorised Share Capital of the Company from ₹2,56,30,00,000/- (Rupees Two Hundred Fifty-Six Crore Thirty Lakh Only) divided into 1,28,15,00,000 (One Hundred Twenty-Eight Crore Fifteen Lakh) Equity Shares of ₹2/- (Rupees Two Only) each to ₹3,20,00,00,000/- (Rupees Three Hundred Twenty Crore Only) divided into 1,60,00,00,000 (One Hundred Sixty Crore) Equity Shares of ₹2/- (Rupees Two Only) each by the creation of 31,85,00,000 (Thirty-One Crore Eighty-Five Lakh) additional Equity Shares of ₹2/- (Rupees Two Only) each which shall rank pari passu in all respects with the existing Equity Shares of the Company."

Consequent upon the proposed increase in the Authorised Share Capital, Clause V (Capital Clause) of the Memorandum of Association of the Company is required to be altered to reflect the revised Authorised Share Capital.

Pursuant to the provisions of Sections 13, 61 and other applicable provisions of the Companies Act, 2013, the proposed increase in the Authorised Share Capital and the consequential alteration of Clause V of the Memorandum of Association are subject to the approval of the Members of the Company at the General Meeting.

A copy of the Memorandum of Association of the Company incorporating the proposed amendment will be available for inspection by the Members at the Registered Office/Corporate Office of the Company during business hours on all working days (except Saturdays, Sundays and public holidays) between 11:00 a.m. and 5:00 p.m. up to the date of the Annual General Meeting.

The Board of Directors recommends the resolution set out at Item No. 3 of the Notice for approval by the Members.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution except to the extent of their respective shareholding, if any, in the Company.

ITEM NO. 4: APPOINTMENT OF BRANCH AUDITORS

The Company is engaged in the business of Engineering, Procurement and Construction (EPC) and undertakes large infrastructure and industrial projects across multiple jurisdictions through its branch offices, project offices and other establishments located in India and overseas.

Considering the size, complexity and geographical spread of the Company's operations, the maintenance and audit of branch accounts require specialized knowledge of local accounting standards, tax laws, labour regulations and other statutory requirements prevailing in the respective jurisdictions. Further, certain overseas jurisdictions require audit and certification of branch financial statements by locally registered audit firms in accordance with applicable local laws and regulations.

Accordingly, pursuant to the provisions of Section 143(8) and other applicable provisions, if any, of the Companies Act, 2013, approval of the Members is sought to authorize the Board of Directors of the Company (including any Committee thereof) to appoint Branch Auditors for the Company's branch offices situated in or outside India, whether existing or as may be established from time to time, and to determine their terms of appointment and remuneration in consultation with the Statutory Auditors of the Company.

The appointment of Branch Auditors will facilitate timely completion of branch audits, ensure compliance with local statutory and regulatory requirements, strengthen the Company's internal financial control framework and enable efficient consolidation of branch financial information with the standalone and consolidated financial statements of the Company.

For the Financial Year 2026-27, the Board, based on the recommendation of the Audit Committee, proposes the appointment of the following firms as Branch Auditors for the respective overseas branches of the Company:

Sr. No.	Country Name	Firm Name	Remuneration
1	Uganda	Sapi & Associates	1800\$
2	Kenya	JNS & Associates LLP	1000\$
3	Tunisia	Karim Rejeb & Co	824\$

The Board is of the opinion that the proposed appointment of the aforesaid Branch Auditors is in the best interests of the Company and its stakeholders and accordingly recommends the Resolution set out at Item No. 4 of the Notice for approval of the Members.

None of the Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the Resolution, except to the extent of their shareholding, if any, in the Company.

ITEM NO. 5: RATIFICATION OF REMUNERATION OF COST AUDITORS

The Company is engaged in Engineering, Procurement and Construction (EPC) activities and undertakes infrastructure and industrial projects across various sectors. In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014, the Company is required to maintain cost records and have such records audited by a Cost Auditor in respect of the applicable products, services and activities prescribed under the said Rules.

Based on the recommendation of the Audit Committee, the Board of Directors at its meeting held on April 30, 2026, appointed Dr. Narihar K. Nimkar, Cost Accountants (Membership No. F-6493), as the Cost Auditors of the Company to conduct the audit of the cost records maintained by the Company for the Financial Year 2026-27.

The Board has approved a remuneration of ₹ 1,25,000/- (Rupees One Lakh Twenty Five Thousand only), plus applicable taxes and reimbursement of out-of-pocket expenses, if any, payable to the Cost Auditors for the said financial year.

Pursuant to Section 148(3) of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors is required to be ratified by the Members of the Company.

Accordingly, the Members are requested to ratify the remuneration payable to Dr. Narihar K. Nimkar, Cost Accountants, for conducting the audit of the cost records of the Company for the Financial Year 2026-27.

The Board is of the opinion that the proposed remuneration is commensurate with the scope and nature of the cost audit to be undertaken and recommends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the Members.

None of the Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the Resolution, except to the extent of their shareholding, if any, in the Company.

For Jyoti Structures Limited

Sd/-
Sonali K. Gaikwad
Company Secretary & Compliance Officer
FCS 13908

Date : 20.07.2026

Place : Mumbai