JYOTI STRUCTURES LIMITED

CIN No.: L45200MH1974PLC017494
Regd. Office: Valecha Chambers, 6th Floor, New Link Road, Andheri West, Mumbai 400053
Email : investors@jsl.in; Website : www.jsl.in

NOTICE

NOTICE is hereby given that the Fortieth Annual General Meeting of the Members of the Company will be held on Saturday, the 26th September, 2015, at 3.00 p.m. at M. C. Ghia Hall, 4th Floor, Bhogilal Hargovindas Building, 18/20, Kaikhushru Dubash Marg, Mumbai 400 001 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt Audited Financial Statements including Audited Consolidated Financial Statements for the financial year ended 31st March, 2015 and the Report of Directors and Auditors thereon.
2. To confirm declaration of dividend on preference shares.
3. To appoint a Director in place of Mr. Prakash K. Thakur (DIN: 01421897), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Kalpesh Kikani (DIN: 03534772), who retires by rotation and being eligible, offers himself for re- appointment.
5. To re-appoint Auditors and in this connection, to consider and if thought fit to pass with or without modification(s) the following resolution as an **Ordinary Resolution:**

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

SPECIAL BUSINESS:

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

   "**RESOLVED THAT** Ms. Jyotsna Jamkhandi (DIN: 07091274), who was appointed as an Additional Director of the Company in a meeting of the Board of Directors held on 9th February, 2015 and who ceases to hold office at this Annual General Meeting pursuant to Section 161 of the Companies Act, 2013 (Act) and who is eligible for appointment and in respect of whom the Company has received a notice under Section 160 of the Act from a member proposing her candidature for the office of a Director, be and is hereby appointed as a Director of the Company."

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

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

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

8. 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 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration of ₹ 2,50,000 plus service tax as applicable and reimbursement of actual travel and out of pocket expenses for the financial year 31st March, 2016 as approved by the Board of Directors of the Company, to be paid to Mr. Narhar Krishnaji Nimkar, Cost Accountant, for the conduct of cost audit of the Company, be and is hereby ratified and confirmed."

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

9. 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 and any other applicable provisions of the Companies Act, 2013 (Act) read with schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to the approval of the Central Government, consent of the members of the Company be and is hereby accorded to the Board of Directors to waive the recovery of ₹ 19.12 lacs (Rupees Nineteen Lacs Twelve Thousand only), being the excess remuneration paid to Mr. Santosh V. Nayak (DIN 00001281), Managing Director of the Company, for the period from 1st April 2014 to 10th December 2014."

"**RESOLVED FURTHER THAT** the Company do file the necessary application in e-form MR-2 with the Central Government / Ministry of Corporate Affairs and the same be supported with the detailed justification with regard to the circumstances in which the excess payment was made, justification with regard to the excess payment made, efforts taken in recovering the excess payment made and such other information as may be deemed prudent."

"**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to take all such actions as may be necessary as per the directions, if any, of Central Government in the said matter and accept decision of the Central Government as they may deem fit and proper and that no further approval of shareholders of the Company be necessary to obtain for the recovery of the aforesaid excess payment of remuneration made to Mr. Santosh V. Nayak, Managing Director of the Company."

"**RESOLVED FURTHER THAT** any member of the Board of Directors (including committee of the board), be and is hereby severally authorized to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise for the purpose of giving effect to the aforesaid resolution."

10. 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 and any other applicable provisions of the Companies Act, 2013 (Act) read with schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to the approval of the Central Government, consent of the members of the Company be and is hereby accorded to the Board of Directors to waive the recovery of ₹ 23.91 lacs (Rupees Twenty-Three Lacs Ninety One Thousand only), being the excess remuneration paid to Mr. K. R. Thakur (DIN 00001270), Whole-time Director of the Company, for the financial year ended 31st March , 2015."

"**RESOLVED FURTHER THAT** the company do file the necessary application in e-form MR-2 with the Central Government / Ministry of Corporate Affairs and the same be supported with the detailed justification with regard to the circumstances in which the excess payment was made, justification with regard to the excess payment made, efforts taken in recovering the excess payment made and such other information as may be deemed prudent."

"**RESOLVED FURTHER THAT** any member of the Board of Directors (including committee of the board), be and is hereby severally authorized to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise for the purpose of giving effect to the aforesaid resolution."

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

"**RESOLVED THAT** in continuation of the resolution passed by the Shareholders of the Company at their 38th Annual General Meeting held on 27th July, 2013 and pursuant to the provisions of Section 196, 197 and 203 and all other applicable provisions, if

any, of the Companies Act, 2013, (Act) read with Schedule V to the said Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactments thereof, for time being in force) and as per the Articles of Association of the Company and subject to such other approvals, consents, permissions and sanctions of appropriate and / or concerned authorities and subject to such other conditions and modifications, as may be prescribed, imposed or suggested by any of appropriate and or concerned authorities while granting such approvals, consents, permissions and sanctions and as are agreed to by the Board of Directors (including committee of the board), approval of members of the Company be and is hereby accorded for the revision in remuneration payable to Mr. K. R. Thakur (DIN 00001270), Whole-time Director of the Company for the unexpired period of contract commencing from 1st April, 2015, save and except other terms and conditions of existing contract remaining same, as under:

Basic Salary:

₹ 8,00,000 (Rupees Eight lacs only) per month.

Variable Remuneration:

Upto a maximum of ₹ 1,50,00,000 (Rupees One Crore Fifty Lacs only) per annum, based on performance evaluation guidelines formulated and approved by Nomination and Remuneration Committee and by the Board.

Perquisites:

The Whole-time Director shall be entitled to perquisites consisting of, inter alia, free furnished accommodation (Company owned or leased / rented) or house rent allowance, gas, electricity, water, furnishings, medical reimbursement and leave travel concession for self and family, club fees, medical and personal accident insurance, benefit applicable to other employees, etc. in accordance with the rules of the Company.

The aforesaid perquisites may be in the form of reimbursement or allowance but will be restricted to ₹ 96,00,000 (Rupees Ninety Six Lacs only) per annum.

For the purpose of calculating the above ceiling, the perquisites shall be evaluated as per Income Tax Rules, 1962, wherever applicable.

The Whole-time Director shall be entitled to Company's contribution to Provident Fund, benefits of Gratuity, earned leave and encashment of earned leave at the end of the tenure. These shall not be included in the computation of perquisites.

Company car with driver (owned/leased or hired) for use on Company's business, telephone and other communication facilities at residence will not be considered as perquisites.

In the event of loss or inadequacy of profits in any financial year the Whole-time Director shall be paid remuneration as provided hereinabove.

"**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors (including committee of the board), be and is hereby authorized to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard."

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

"**RESOLVED THAT** in accordance with the provisions of the Companies Act, 2013 (read with the rules made thereunder), the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and the Listing Agreement and other applicable laws, if any, and subject to such other approvals as may be required, approval of the members be and is hereby accorded for amendment to 'JSL Employees Stock Option Scheme 2011' in the following manner:-

The existing clause(s) 12, 14.1 and 15.1 be substituted by the following:

i. ***Clause 12 Merger and Amalgamation***

The Options Granted hereunder shall not be affected by any takeover, merger, amalgamation of any other entity with the Company.

ii. ***Clause 14 Exercise of Options***

14.1. Save and except as mentioned in Clause 11(iv), Option Grantees may Exercise Vested Options, in one or more instances before the expiry of 6 years from the respective date(s) of Vesting of the Options.

iii. ***Clause 15 Lapse of Options and Granting thereof***

15.1. Without prejudice to the provisions of Clause 11, the Options Vested in an Option Grantee shall lapse upon the expiry of 6 years from the date of such Vesting. If the Options are not exercised by the Option Grantees concerned within a period of 6 years from the Date of Vesting of such Options, the right of the Option Grantees to apply for Equity Shares, shall stand forfeited and such Options shall forthwith lapse.

"**RESOLVED FURTHER THAT** the Board of Directors of the Company (herein after referred to as 'Board' which term shall be deemed to include any Committee which the Board may have constituted or herein after constitute to exercise the powers conferred by this resolution) be and is hereby authorized on behalf of the Company to comply with the applicable regulations and to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary or expedient in the interest of the Company and to settle questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company".

By order of the Board
For **Jyoti Structures Limited**

L. H. Khilnani
Company Secretary

Mumbai; 13th August, 2015

NOTES:

1) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING ("THE MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the meeting.

2) A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

3) Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of board resolution authorizing their representative to attend and vote on their behalf at the meeting.

4) A Statement pursuant to Section 102 (1) of the Companies Act, 2013 (Act), relating to the Special Business to be transacted at the meeting is annexed hereto.

5) In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.

6) The Register of Members and Share Transfer Registers of the Company will remain closed from Saturday, the 19th September, 2015 to Saturday, the 26th September, 2015, both days inclusive.

7) Members are requested to notify immediately any change in their addresses and / or Bank Mandate details to the Company's Registrar and Share Transfer Agents, Bigshare Services Pvt. Ltd., for shares held in physical form and to their respective Depository Participants (DP) for shares held in electronic form.

8) Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses, in respect of electronic holdings with the Depository through their concerned DP and with Bigshare Services Pvt. Ltd., Registrar and Share Transfer Agent for shares held in physical form.

9) Pursuant to Section 205A of the Companies Act, 1956, all unclaimed / unpaid dividends upto and including the financial year ended on 31st March, 2008 have been transferred to the Investor Education and Protection Fund of the Central Government. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of Information regarding unpaid and unclaimed amounts lying with Companies) Rules, 2012, the Company has uploaded the details of unclaimed and unpaid amounts of dividend lying with the Company as on 22nd September, 2014 (date of last Annual General Meeting) on the website of the Company (www.jsl.in), as also on the Ministry of Corporate Affairs website.

10) Pursuant to Section 205C of the Companies Act, 1956, the amount of dividend, debentures and interest thereon remaining unpaid or unclaimed for a period of seven years from the date of transfer to the Company's Unpaid Dividend Account, will be transferred, to the Investor Education and Protection Fund (the Fund) set up by the Government of India and no payments shall be made in respect of any such claims by the Fund.

11) Those Members who have not received the dividends for the financial year 2008-09 and / or 2009-10 and / or 2010-11 and / or 2011-12 and / or 2012-13 declared and paid by the Company, are requested to write to the Company's Registrar and Share Transfer Agents, Bigshare Services Private Limited.

12) As the equity shares of the Company are compulsorily traded in demat form, members holding equity shares in physical form are requested to get the shares converted in demat form.

13) Any member seeking further information on the Accounts at the meeting is requested to send their queries in writing to the Company so as to reach at least one week in advance to enable the Management to keep the information ready. Replies will be provided only at the meeting.

14) Members are requested to make use of Nomination facility by filing Form SH-13. In case of shares held in demat mode, 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.

15) Members are requested to note that in case of transfers, deletion of name of deceased shareholder, transmission and transposition of names in respect of shares held in physical form, submission of photocopy of PAN Card of the transferee(s), surviving holder(s), legal heir(s) and joint holder(s) respectively, along with necessary documents at the time of lodgement of request for these transactions, is mandatory.

16) Members are requested to bring their attendance slip along with their copy of Annual Report to the meeting.

17) Members may also note that the Notice of the 40th Annual General Meeting of the Company and the Annual Report 2014-15 will also be available on the Company's website www.jsl.in for download.

18) Electronic copy of the Annual Report for Financial Year 2014-2015 is being sent to all members whose email IDs are registered with the Registrars and Share Transfer Agent/Depository Participants for communication purposes. Hard copy of the same is being sent to all the members.

19) Electronic copy of the Notice of the 40th Annual General Meeting of the Company, inter alia, indicating the process and manner of remote e-voting along with ballot paper, attendance slip and proxy form is being sent to all the members whose email IDs are registered with the Registrars and Share Transfer Agent/Depository Participants for communication purposes. Hard copy of the same is being sent to all the members.

20) In compliance with the provisions of Section 108 of the Act and the Rules framed thereunder, the members are provided with the facility to cast their vote electronically through the remote e-voting services provided by Central Depository Services Limited (CDSL), on all resolutions set forth in the notice.

21) Members attending the meeting who have not cast their vote by remote e-voting or by ballot form shall be able to exercise their right at the meeting. The members who have cast their vote by remote e-voting or by ballot form prior to the Annual General Meeting may also attend the meeting but shall not be entitled to cast their vote again.

Instructions, process and manner for remote e-voting are as under:

(i) The shareholders should log on to the e-voting website www.evotingindia.com.

(ii) Click on Shareholders.

(iii) Now Enter your User ID

a. For CDSL: 16 digits beneficiary ID,

b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

(iv) Next enter the Image Verification as displayed and Click on Login.

(v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(vi) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iii).

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

(vii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login

password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

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

(ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

(x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

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

(xii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

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

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

(xv) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvi) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates;
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com;
- After receiving the login details a compliance user should be created using the admin login and password. The compliance user would be able to link the account(s) for which they wish to vote on;
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xvii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

Other Instructions:

a. The e-voting period commences on Wednesday, the 23rd September, 2015 (9.00 a.m) IST and ends on Friday, the 25th September, 2015 (5.00 p.m) IST. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Saturday, the 19th September, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after 5.00 p.m. on 25th September, 2015. Once the vote on a resolution is cast and confirmed by the member, he shall not be allowed to change it subsequently.

b. The voting rights of members shall be in proportion to the shares held by them in the paid up equity share capital of the Company as on the cut-off date of 19th September, 2015.

c. A person whose name is recorded in the register of members as on the cut-off date only shall be entitled to avail the remote e-voting facility, voting through ballot form as well as voting at the Annual General Meeting through polling paper.

d. M/s. S. S. Rauthan & Associates, Practicing Company Secretaries (Membership No. FCS 4807), has been appointed as the

Scrutinizer to conduct the remote e-voting process (including the ballot form received from the members who do not have access to the remote e-voting process) in a fair and transparent manner.

e. Members who do not have access to remote e-voting facility may send duly completed ballot forms, enclosed with the Annual Report, so as to reach the Scrutinizer, at Bigshare Services Limited, E-2, Ansa Industrial Estate, Sakivihar Road, Sakinaka, Andheri East, Mumbai 400 072, in the enclosed postage pre-paid self-addressed envelope, not later than Monday, the 21st September, 2015 (5.00 p.m. IST). Ballot forms deposited in person or sent by post or courier at the expense of the member will also be accepted. Ballot forms received after this date will be treated as invalid.

f. The members would be able to cast their votes at the meeting through polling paper if they have not availed the remote e-voting facility or ballot form. If the vote is cast through remote e-voting facility or ballot form then the members would not be permitted to exercise their voting right at the general meeting. If a member casts votes by remote e-voting and ballot paper, then voting done through remote e-voting shall prevail and ballot form shall be treated as invalid.

g. At the meeting, at the end of discussion on resolutions on which voting is to be held, the Chairman shall with the assistance of the Scrutinizer order voting for all those members who are present but have not cast their vote electronically using remote e-voting facility or ballot form.

h. The Scrutinizer shall immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of atleast two witnesses not in the employment of the Company and make, not later than three days of conclusion of the meeting a consolidated scrutinizer's report of the votes cast in favour or against, to the Chairman or to any Director or Officer who may be authorized by the Chairman for this purpose.

i. The results shall be declared on or after the Annual General Meeting. The results declared along with the Scrutinizers Report shall be placed on the Company's website www.jsl.in and on the website of CDSL and communicated to the Stock Exchanges.

STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013 (ACT)

ITEM NO. 6

The Board of Directors of the Company appointed Ms. Jyotsna Jamkhandi (DIN: 07091274) as an Additional Director of the Company with effect from 9th February, 2015.

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

Ms. Jyotsna Jamkhandi is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director.

Brief particulars of Ms. Jyotsna Jamkhandi are given in Corporate Governance Report.

Except Ms. Jyotsna Jamkhandi, being an appointee, none of the directors and / or key managerial personnel and their relatives is concerned or interested, financially or otherwise, in the resolution set out in this item of the accompanying Notice.

The Board of Directors recommends the resolution at item no.6 for your approval.

ITEM NO. 7

The Company operates in the Engineering Procurement Construction (EPC) business in power transmission, distribution and substation sectors in India as well as outside India.

To enable the Directors to appoint Branch Auditors for the purpose of auditing the accounts of the Company's Branch Offices in India and abroad (whether now existing or as may be established), the necessary authorization of the Members of the Company is being obtained in accordance with the provisions of Section 143 of the Act, in terms of the Resolution at Item No.7 of the accompanying Notice.

None of the directors and key managerial personnel and their relatives is concerned or interested, financially or otherwise, in the resolution set out in this item of the accompanying Notice.

The Board of Directors recommends the resolution at item no.7 for your approval.

ITEM NO. 8

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of Mr. Narhar Krishnaji Nimkar, Cost Accountant (Membership No. 6493) (Cost Auditors) to conduct the audit of the cost records of the Company for the financial year ending 31st March 2016 at a remuneration of ₹ 2,50,000/- (Rupees Two Lacs Fifty Thousand only) plus applicable taxes and reimbursement of out of pocket expenses.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company. Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 8 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March 2016.

None of the directors and key managerial personnel and their relatives is concerned or interested, financially or otherwise, in the resolution set out in this item of the accompanying Notice.

The Board of Directors recommends the resolution at item no.8 for your approval.

ITEM NOS. 9 & 10

At the meeting of Shareholders of the Company held on 15th September, 2010 and 27th July, 2013, members of the Company, had by way of Special resolutions, approved the appointment as whole time directors and payment of remuneration of Mr. Santosh V. Nayak (DIN 00001281) and Mr. Kanayo R. Thakur (DIN 00001270) respectively on the terms and conditions as mentioned therein:

Sno.	Name	Term	Date of expiration of term
1.	Mr. Santosh V. Nayak	5 years	31st March, 2015
2.	Mr. Kanayo R. Thakur	5 years	31st March, 2018

As per the approved terms of appointment, the remuneration was paid to the said Managerial personnel, the details of which are as under:

Name	Designation	Period	Remuneration
Mr. Santosh V. Nayak*	Managing Director	01.04.2014 to 10.12.2014	₹ 124.75 Lacs
Mr. Kanayo R. Thakur	Whole-time Director	01.04.2014 to 31.03.2015	₹ 175.70 Lacs

* Mr. Santosh V. Nayak resigned with effect from 10th December 2014

Due to inadequate profit, the remuneration paid to the executive directors was in excess of the remuneration permissible under the Companies Act, 2013, as per details given below:

(₹ in lacs)

Name	Remuneration		
	Paid(A)	Maximum permissible limit(B)	Excess paid(A-B)
Mr. Santosh V. Nayak	124.75	105.63	19.12
Mr. Kanayo R. Thakur	175.70	151.79	23.91
Total	**300.45**	**257.41**	**43.04**

Without prejudice, the management of your Company believes that the aggregate amount paid to the aforesaid Directors was justified in terms of the key role played by them during their respective tenure. In these circumstances, it is proposed to apply to Central Government with detailed facts of the case for its approval to waive the recovery of excess remuneration paid to Mr. Santosh V. Nayak and Mr. Kanayo R. Thakur.

The Nomination and Remuneration Committee and the Board of Directors have, subject to approval of the shareholders and the Central Government approved the waiver of recovery of excess managerial remuneration paid to the aforesaid Directors.

Accordingly, it is proposed to seek consent of the members by way of special resolutions as set out at Item Nos. 9 & 10 of the Notice for waiver of recovery of excess remuneration. The resolutions proposed inter alia also seek to obtain the irrevocable no objection of the shareholders to waive the recovery of the excess payments made to Mr. Santosh V. Nayak and Mr. Kanayo R. Thakur. The proposed application shall be made only if majority of the Shareholders convey their assent to the same along with No Objection to waive the recovery of the excess payment of Managerial remuneration paid to the said personnel.

Except Mr. Kanayo R. Thakur and Mr. Prakash Thakur, none of the directors and key managerial personnel and their relatives is concerned or interested, financially or otherwise in the resolutions set out at Item Nos. 9 & 10 of the Notice.

The Board of Directors recommends the resolutions as per item Nos. 9 & 10 for your approval.

The Information as required under second proviso (iv) of Paragraph B of Section II of Part II of Schedule V of the Companies Act, 2013, is given in the Annexure to the Notice.

ITEM NO.11:

At the Annual General Meeting held on 27th July, 2013, the members approved the re-appointment of Mr. K. R. Thakur as a Whole-time Director of the Company for a period of five years commencing from 1st April, 2013 on a salary of ₹ 7,00,000/- per month, in the scale of ₹ 7,00,000 – 75,000 – 10,00,000 together with such perquisites and allowances more particularly specified in the statement annexed to the notice of that meeting.

Since then, there has been a considerable increase in the duties and responsibilities performed by the Whole-time Director and after considering the prevailing managerial remuneration in the industry, the Board of Directors at its meeting held on 30th May, 2015, on the recommendation made by the Nomination and Remuneration Committee, has approved the proposal to increase the remuneration payable to Mr. K. R. Thakur, Whole-time Director of the Company, as set out in the special resolution at item no. 11 of the accompanying Notice.

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

Except Mr. K. R. Thakur and Mr. P. K. Thakur, none of the directors and key managerial personnel and their relatives is concerned or interested, financially or otherwise, in the resolution set out in this item of the accompanying Notice.

The Board of Directors recommends the resolution as set out at item no. 11 for the approval of members as a special resolution.

The Information as required under second proviso (iv) of Paragraph B of Section II of Part II of Schedule V of the Companies Act, 2013, is given in the Annexure to the Notice.

ITEM NO. 12

The Company had launched JSL Employee Stock Option Scheme – 2011 (ESOS 2011) in accordance with SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 (SEBI Guidelines) for which approval of the shareholders by way of a special resolution was obtained at a general meeting held on 25th July, 2011.

With a view to provide the employees of the Company a share in the growth of the Company over the period of time, to attract, retain and motivate the best available talent in the Company, the exercise period within which the Options Vested in an Option Grantee shall be increased from 12 months to 6 years. Employees who are granted options under the scheme will be beneficiary of the variation proposed pursuant to the resolution at item no. 12 of the accompanying notice.

The amendment to ESOS 2011 i.e. the increase in the exercise period would not be detrimental to the interests of the option holders as it gives a much longer period of time for exercise of the options.

Directors, key managerial personnel (other than promoter directors, executive directors, independent directors and their relatives) may be deemed to be concerned or interested, financially or otherwise, in the special resolution set out in this item of the accompanying Notice.

The Board of Directors recommends the resolution at item no. 12 for the approval of members as a special resolution.

By Order of the Board
For **Jyoti Structures Limited**

L. H. Khilnani
Company Secretary

Mumbai; 13th August, 2015

Annexure to the Notice

Statement pursuant to the provisions of Part II Section II (B) (iv) of Schedule V of the Companies Act, 2013 in respect of item nos. 9 to 11 of the Notice

<table>
<tr><td>Particulars</td><td colspan="3">Mr. Santosh V. Nayak</td><td colspan="3">Mr. K. R. Thakur</td></tr>
<tr><td>General Information</td><td colspan="6">The Company is primarily engaged in manufacture of transmission line towers and undertakes engineering procurement construction contracts in the power transmission, distribution and substation sectors. The Company offers end-to-end services from design and construction to commissioning of extra high voltage power transmission lines. The Company is an existing Company and commenced its operations in the year April, 1979.</td></tr>
<tr><td>Key financials for last three years</td><td colspan="6">₹ in lacs
<table><tr><th>Financial year</th><th>Gross Turnover</th><th>Profit (Loss) before Tax</th><th>Profit (Loss) after Tax</th><th>Dividend (%)</th><th>Dividend Amount</th></tr><tr><td>31.03.2015</td><td>2,79,789</td><td>(26,967)</td><td>(26998)</td><td>-</td><td>-</td></tr><tr><td>31.03.2014</td><td>3,38,268</td><td>5,231</td><td>3,232</td><td>-</td><td>-</td></tr><tr><td>31.03.2013</td><td>2,84,219</td><td>9,793</td><td>6,488</td><td>40</td><td>658</td></tr></table></td></tr>
<tr><td>Foreign Investments or collaborations</td><td colspan="6">There is no foreign collaboration and direct capital investment in the Company. Foreign Investors, mainly comprising FIIs, NRIs, are investors in the Company on account of past issuances of securities/secondary market purchases.</td></tr>
<tr><td>Information about the appointee, Job profile and his suitability</td><td colspan="3">Mr. Santosh V. Nayak, Managing Director, holds a Post Graduate Degree in Commerce from the University of Mumbai. He is also an MBA (Finance) from the Jamnalal Bajaj Institute of Management Studies, Mumbai. Before he was elevated to the position of a Board member in the year 2010, he held the position of Chief Executive Officer of our Company. He has experience spanning over 3 (three) decades in various facets of corporate management such as finance, accounting, audit, taxation and corporate affairs and also has rich experience in marketing in India as well as overseas and knowledge in areas of corporate governance and project control.</td><td colspan="3">Mr. Kanayo R. Thakur, Whole-time Director, holds a Bachelor's Degree in Mechanical Engineering with an experience of working in companies such as Engineers India Limited and Nuclear Power Corporation of India Limited. He was our Company's Managing Director from the years 1989 to 2010. He has been associated with the transmission industry since the year 1980.
He has held several leadership positions in various turnkey EHV transmission projects, in India and abroad, including design, engineering, procurement and quality management have been implemented and commissioned. His experience also covers design, engineering, implementation and establishment of state-of-the-art manufacturing facilities and tower testing centre, for the transmission industry.</td></tr>
<tr><td>Recognition or awards</td><td colspan="3">NIL</td><td colspan="3">NIL</td></tr>
<tr><td rowspan="6">Past remuneration</td><td>Year</td><td colspan="2">Amount (₹ in lacs)</td><td>Year</td><td colspan="2">Amount (₹ in lacs)</td></tr>
<tr><td>2014-2015</td><td colspan="2">124.74</td><td>2014-2015</td><td colspan="2">175.70</td></tr>
<tr><td>2013-2014</td><td colspan="2">168.62</td><td>2013-2014</td><td colspan="2">159.31</td></tr>
<tr><td>2012-2013</td><td colspan="2">171.37</td><td>2012-2013</td><td colspan="2">146.89</td></tr>
<tr><td>2011-2012</td><td colspan="2">224.99</td><td>2011-2012</td><td colspan="2">192.85</td></tr>
<tr><td>2010-2011</td><td colspan="2">292.88</td><td>2010-2011</td><td colspan="2">251.04</td></tr>
<tr><td>Remuneration proposed</td><td colspan="6">As provided herein above.</td></tr>
<tr><td>Comparative remuneration</td><td colspan="6">The proposed remuneration is comparable and competitive, considering the industry, size of the company, the managerial position and the credentials of the appointees.</td></tr>
</table>

Pecuniary relationship	Except the remuneration and perquisites as stated above, Mr. Santosh Nayak holds 1,16,926 equity shares and Mr. K. R. Thakur holds 1,70,00,751 equity shares (directly or indirectly) in the Company. They have no other direct or indirect pecuniary relationship with the Company. Mr. K. R. Thakur is related to Mr. Prakash Thakur, a non-executive Director of the Company.
Reasons for loss or inadequate profits	Present times are challenging for transmission & distribution segment. Overall, business environment is expected to remain challenging in the near future with pricing pressure on margins. Project execution and completion is another area of concern as most of the transmission projects face delay because of developer's inability to get right of way and get timely clearances from authorities like forest and railway. The Company has been facing significant lag in sanction and release of assessed working capital facilities which resulted in stress in cashflow, delay in project execution, delays in realization leading to enlargement of debtors.
Steps to be taken for improvement	To overcome these challenges, the Company has concentrated its efforts on completing its projects speedily by mobilizing required resources with focus on speedy recovery of dues, revamping the entire execution system of projects and strengthening senior management team. In addition to this, the Company has resorted to proper selection process at the bidding stage, increasing the share of international business and lastly, aligning the culture of the organization to the Company's nature of business.
Expected increase in productivity and profits in measurable terms	The Company has taken all out measures and will be in a position not only to correct the present scenario but be ready to address growth opportunities in the near future and is expected to turnaround sooner than later.
Disclosures	All the elements of the managerial remuneration have been disclosed in the Corporate Governance Report forming part of the Annual Report.