JYOTI STRUCTURES LIMITED

Regd. Office: Valecha Chambers, 6th Floor, New Link Road, Andheri (W), Mumbai 400 053

POSTAL BALLOT NOTICE

NOTICE is hereby given pursuant to Section 192A of the Companies Act, 1956, (Act) read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, as amended from time to time, to transact the following special business by the Members of Jyoti Structures Limited by passing the Resolution through Postal Ballot.

Your consideration and approval is sought for the Resolution annexed herewith. The Explanatory Statement under Section 173(2) of the Act setting out the material facts and reasons for the Resolution is also appended herewith and is being sent to you along with a Postal Ballot Form for your consideration. M/s. S. S. Rauthan & Associates, Company Secretaries has been appointed by the Board of Directors of your Company as the Scrutinizer.

You are requested to carefully read the instructions printed on the Postal Ballot Form and the Notice and return the completed Form in the enclosed self-addressed postage pre-paid envelope (if posted in India), so as to reach the Scrutinizer on or before the close of business hours on 31st December, 2012, the last date for receipt of the completed Postal Ballot Forms. The postage on the enclosed self-addressed postage pre-paid envelope shall be borne and paid by the Company.

E-Voting Option

We are pleased to offer e-voting facility also as an alternate for our Members which would enable you to cast your votes electronically, instead of physical postal ballot form. E-voting is optional. Please carefully read and follow the instructions on e-voting printed in this notice.

The Scrutinizer will submit his report to the Chairman / Managing Director of the Company, upon completion of scrutiny of postal ballots in a fair and transparent manner and the result of the postal ballot will be announced on 7th January, 2013 at the Registered Office of the Company. The result of the postal ballot will be posted on the Company's website www.jsl.in besides communicating to the National Stock Exchange of India Limited and Bombay Stock Exchange Limited. The result of the postal ballot shall also be announced through newspaper advertisement.

Special Business:

1. **ISSUE OF REDEEMABLE PREFERENCE SHARES BY WAY OF PREFERENTIAL ALLOTMENT**

   To consider, and if thought fit, to pass the following resolution as a Special Resolution:

   "**RESOLVED THAT** in accordance with the provisions of Section 81(1A) and all other applicable provisions, if any, of the Companies Act, 1956, (including any amendment thereto or re-enactment thereof for the time being in force), the regulations, guidelines, if any, issued by the Government of India, Reserve Bank of India and any other applicable laws, rules and regulations and the relevant provisions of the Memorandum and Articles of Association of the Company and the Listing Agreement entered into by the Company with the stock exchanges where the shares of the Company are listed, and subject to such approvals, consents,

permissions and sanctions as may be required from the Government of India, the Securities Exchange Board of India, the Reserve Bank of India and any other relevant statutory, governmental authorities or departments, institutions or bodies (Concerned Authorities) in this regard and further subject to such terms and conditions or modifications thereto as may be prescribed or imposed by any of the Concerned Authorities while granting such approvals and permissions as may be necessary or which may be agreed to by the Board of Directors of the Company (Board) (which term shall be deemed to include any committee which the Board may have constituted or hereafter constitute for the time being exercising the powers conferred on the Board by this resolution) and subject to such terms and conditions and modifications as the Board may in its discretion impose or agree to, the consent of the Company be and is hereby accorded to the Board and the Board be and is hereby authorised to create, offer, issue and allot 5,000,000 Redeemable Preference Shares (RPS) at a price of ₹ 100 per RPS, on a preferential basis in one or more tranches, on such terms and conditions and in such manners as the Board may deem fit, to any person including incorporated bodies, institutions or funds (hereinafter referred to as Investors), through private placement(s) at such time or times, at such price or prices, in such manner and on such terms and conditions including rate of dividend, as may be decided by and deemed appropriate by the Board in its absolute discretion including the discretion to determine the categories of Investors to whom the offer, issue and allotment shall be made to the exclusion of all other categories of Investors at the time of such issue and allotment considering the prevailing market conditions and other relevant factors wherever necessary, as the Board in its absolute discretion may deem fit and appropriate.

RESOLVED FURTHER THAT for the purpose of giving effect to the issue or allotment of RPS of the Company, the Board be and is hereby authorised on behalf of the Company to take all such actions and do all such deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient and to settle any question, difficulties or doubts that may arise in this regard including but not limited to the offering, issue and allotment of the RPS of the Company as it may in its absolute discretion deem fit and proper without being required to seek any further consent or approval of the Company to the end and intent that the Company shall be deemed to have given its approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred herein by this resolution to any director or directors or to any committee of directors or to any officer or officers of the Company to give effect to this resolution."

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

L. H. KHILNANI
Company Secretary

Mumbai; 22nd November, 2012

NOTES:

1. An Explanatory Statement pursuant to Section 173(2) read with Section 192A of the Companies Act, 1956 in respect of the business set out above is annexed hereto.
2. In terms of Section 192A of the Companies Act, 1956 read with Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, the items of business set out in the Notice above are sought to be passed by Postal Ballot.
3. The Board of Directors has appointed M/s. S. S. Rauthan & Associates, Company Secretaries, as the Scrutinizer for conducting the Postal Ballot voting process in accordance with law and in a fair and transparent manner.
4. The Postal Ballot Form together with the self-addressed business reply envelope is enclosed for use by members.
5. The Notice is being sent to all the Members by post (and electronically by email to those Members who have registered their email IDs with the Company), whose names appear in the Register of Members/Record of Depositories as on 16th November, 2012.
6. A member desiring to exercise vote by Postal Ballot shall complete the enclosed Postal Ballot Form with assent (for) or dissent (against) and send it to the Scrutinizer in the enclosed self-addressed Business Reply Envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballots, if sent by courier or by Registered Post at the expense of the Registered Member will also be accepted. The envelopes may also be deposited personally at the address given thereon. The Postal Ballot Form, duly completed and signed should be returned in the enclosed self-addressed postage prepaid envelope directly to the Scrutinizer so as to reach the Scrutinizer before the close of working hours on or before 31st December, 2012. Any Postal Ballot Form received after 30 days of issuance of this notice shall be treated as if the reply from the shareholders has not been received.
7. The Company is pleased to offer e-voting facility for the members to enable them to cast their votes electronically. Members have option to vote either through e-voting or through Ballot Form. If a member has opted for e-voting, then he/she should not vote by Postal Ballot also and vice-a-versa. However, in case members cast their vote both via physical ballot and e-voting, then voting through physical ballot shall prevail and voting done by e-voting shall be treated as invalid. The instructions for members for e-voting are as under:
   i. Open your web browser during the voting period and log on to the e-voting website www.evotingindia.com.
   ii. Now click on "Shareholders" tab to cast your votes.
   iii. Now, select the Electronic Voting Sequence Number (EVSN) alongwith "JYOTI STRUCTURES LIMITED" from the drop down menu and click on SUBMIT.
   iv. Now, fill up the following details in the appropriate boxes:

Enter	For Members holding shares In Demat Form	For Members holding shares In Physical Form
User-ID	For NSDL – 8 Character DP ID + 8 digits Client ID. For CDSL – 16 digits Beneficiary ID.	Registered Folio Number with the Company
Password	Your Unique Password has been printed on the Postal Ballot form	For seeking the Password if it is not printed on the Postal Ballot form, members are requested to send a written and signed request, to the Company/Registrar & Share Transfer Agent, stating the email id at which the "Password & Default Number" would be sent by the Company. Alternatively, a scanned copy of such request can also be emailed at evote@bigshareonline.com
PAN or Default Number	Enter your 10 digit alphanumeric Permanent Account Number issued by Income Tax Department	Enter the Default Number sent to you by the Company (along with the Password) on your email id as provided by you

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

v. After logging in the details of "User id, Password, PAN or Default Number", the members holding shares in physical form will reach directly to the voting screen. However, Members holding shares in DEMAT form will now be required to mandatorily change their password in the new Password field and may enter their demographic details i.e. mobile number and email id. The same email id can be used in case the Member forgets the password and the same needs to be reset. The new password has to be minimum eight characters consisting of atleast one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. Kindly remember that this password can be used by the demat shareholders for voting of resolution of any other Company in which they are eligible to vote, provided that company opts for e-voting through CDSL e-Voting platform.

vi. If you are a shareholder, holding shares in Demat form and had logged on to www.evotingindia.com and cast your vote for an earlier EVSN of any other company or changed your password then you may continue to use your existing login id and password

vii. On the voting page, you will see Resolution Description and against the same the option 'YES/NO' for voting. Enter the number of shares under YES/NO or alternatively you may partially enter any number in YES and partially in NO, but the total number in YES and NO taken together should not exceed your total shareholding. The Options YES implies that you assent to the Resolution and NO implies that you dissent to the Resolution.

viii. Click on the Resolution File Link if you wish to view the entire resolution file.

ix. 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.

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

xi. In case you have any queries or issues regarding e-voting, please contact on the helpdesk.evoting@cdslindia.com or on investor@jsl.in.

xii. Institutional members (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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail at jslscrutinizer@jsl.in with a copy marked to helpdesk.evoting@cdslindia.com.

8. The Scrutinizer will submit the report to the Chairman/Managing Director of the Company after completion of scrutiny.
9. The results of the Postal Ballot will be announced by the Chairman of the Company or by the Managing Director or any other Director on Monday, the 7th January, 2013 at the Registered Office of the Company.
10. The result of Postal Ballot shall also be informed to the stock exchanges, hosted on the Company's website www.jsl.in and published in newspapers.
11. The shareholders are requested to carefully read the instructions printed on the backside of the attached Postal Ballot Form before exercising their vote.
12. Shareholders who do not receive the Postal Ballot Form may apply to the Company and obtain a duplicate thereof.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) READ WITH SECTION 192A(2)OF THE ACT

With a view to augment the long term resources of the Company, to meet its fund requirements for growth plans, to supplement the working capital resources and for general corporate purposes, the Company proposes to issue and allot 5,000,000 Redeemable Preference Shares (RPS) of ₹ 100 each, on a preferential basis, to investors keen on investing in the Company.

The Board of Directors recommends the Resolution for your approval as a Special Resolution.

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

L. H. KHILNANI
Company Secretary

Mumbai; 22nd November, 2012