



JYOTI STRUCTURES LIMITED

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

POSTAL BALLOT NOTICE

NOTICE is hereby given that the appended Ordinary Resolutions for increasing the borrowing powers and creation/providing security under Section 293 (1) (d) and 293 (1) (a) of the Companies Act, 1956 [Act] circulated amongst the Members of the Company for their approval, to be accorded by way of Postal Ballot in accordance with provisions of Section 192A of the Act read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011. Explanatory Statement pertaining to the said Resolutions setting out the material facts and the reasons thereof is annexed hereto along with a Postal Ballot Form.

1. BORROWING POWERS OF THE BOARD OF DIRECTORS

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

“**RESOLVED** that in supersession of the earlier resolutions passed, the consent of the Company be and is hereby accorded in terms of Section 293(1)(d) and other applicable provisions, if any, of the Companies Act, 1956 to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee thereof) for borrowing from time to time any sum or sums of monies which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total amount so borrowed by the Board shall not at any time exceed ₹ 10,000 crore.”

2. CREATION OF CHARGES

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

“RESOLVED that pursuant to Section 293(1)(a) and other applicable provisions, if any, of the Companies Act, 1956, consent of the Company be and is hereby given to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee thereof) to create such charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company, on such movable and immovable properties, both present and future, and in such manner as the Board may deem fit, together with power to take over the substantial assets of the Company in certain events in favour of banks/financial institutions, other investing agencies and trustees for the holders of debentures/bonds/other instruments to secure rupee/foreign currency loans and/or the issue of debentures whether partly/fully convertible or non-convertible and/or securities linked to equity shares and/or rupee/foreign currency convertible bonds and/or bonds with share warrants attached (hereinafter collectively referred to as “Loans”) provided that the total amount of Loans together with interest thereon, additional interest, compound interest, liquidated damages, commitment charges, premia on pre-payment or on redemption, costs, charges, expenses and all other monies payable by the Company in respect of the said Loans, shall not, at any time exceed ₹ 10,000 crore.”

“RESOLVED FURTHER that for the purpose of giving effect to this resolution, the Board or any Committee thereof be and is hereby authorized to finalize, settle and execute such documents / deeds / writings / papers / agreements as may be required and 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 regard to creating mortgage / charge as aforesaid.”

By order of the Board
For Jyoti Structures Limited

Mumbai; 30th July, 2012

L. H. KHILNANI
Company Secretary

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 shareholders are requested to carefully read the instructions printed in the attached Postal Ballot Form. 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 4th October, 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.
5. The shareholders are requested to exercise their voting rights by using the attached Postal Ballot Form only. No other form or photocopy of the form is permitted. Shareholders who do not receive the Postal Ballot Form may apply to the Company and obtain a duplicate thereof. Facility of voting through electronic mode is not being provided by the Company.
6. The Scrutinizer will submit the report to the Chairman/Managing Director of the Company after completion of scrutiny of the Postal Ballot Forms.
7. 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 or before 8th October, 2012 at the Registered Office of the Company at Valecha Chambers, 6th Floor, New Link Road, Andheri (West), Mumbai – 400 053 and will also be informed to the stock exchanges, hosted on the Company's website www.jsl.in and published in newspapers.
8. The Ordinary Resolutions mentioned above shall be declared as passed if the number of votes cast in its favour exceeds the votes, if any, against the said Resolutions.

EXPLANATORY STATEMENT

ITEM NO. 1 & 2

Your Company operates in the Engineering, Procurement and Construction (EPC) business in power transmission, distribution and sub-station sectors. Your Company undertakes turnkey projects on global scale, offering a complete range of services from design, engineering, tower testing, manufacturing, construction and project management and has worked on projects in 40 countries either as EPC Contractor or for supply of towers.

The increasing business operations and future growth plans may necessitate borrowings by your Company in excess of limits approved by the members. In view of this, it is felt appropriate to enhance the authority of the Board of Directors, under Section 293(1) (d) of the Companies Act, 1956, to borrow funds in excess of the paid up capital and free reserves of the Company to the extent of ₹ 10,000 crore.

The proposed borrowings of the Company may, if necessary, be secured by way of charge/mortgage/hypothecation on the Company's assets in favour of the lenders/holders of securities/trustees for the holders of the said securities as mentioned in the Resolution at Item No.2. As the documents to be executed between the lenders/security holders/trustees for the holders of the said securities and the Company may contain provisions to take over substantial assets of the Company in certain events, it is necessary to pass a resolution under Section 293(1)(a) of the Act, for creation of charges / mortgages / hypothecations for an amount not exceeding ₹ 10,000 crore.

The above proposals are in the interest of the Company and the Directors commend the Resolutions at Item Nos. 1 & 2 of the Notice for approval by the Members.

Notice of the Directors is interested in the Resolutions at Item Nos. 1 & 2 of the accompanying notice.

By order of the Board
For Jyoti Structures Limited

L. H. KHILNANI
Company Secretary

Mumbai; 30th July, 2012