



ISO : 9001

JYOTI STRUCTURES LIMITED

Registered & Corporate Office :

Valecha Chambers, 6th Floor, New Link Road,
Oshiwara, Andheri (West), Mumbai – 400 053
Tel. : (91-22) 4091 5000 Fax : (91-22) 40915014 / 15

E-mail : contact@jsl.in

Web site : www.jsl.in

The Manager
Listing Department
National Stock Exchange of India Ltd
Exchange Plaza, C-1, Block G,
Bandra – Kurla Complex,
Bandra (East), Mumbai – 400 051

28th May, 2010
LHK : RR

Dear Sir,

Scrip ID: JYOTISTRUC

Sub: Declaration of Postal Ballot Results

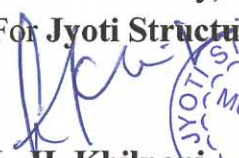
We would like to inform you that the shareholders of the Company, by way of Postal Ballot, have approved and passed the Ordinary Resolutions under Section 293 (1) (d) and Section 293 (1) (a) of the Companies Act, 1956.

Certified copy of the Ordinary Resolutions passed, is enclosed.

Thanking You.

Yours faithfully,

For **Jyoti Structures Limited**


L. H. Khilnani
Company Secretary

Encl: As above



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CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY WAY OF POSTAL BALLOT BY THE SHAREHOLDERS OF THE COMPANY ON FRIDAY, 28TH MAY, 2010

“**RESOLVED THAT** in supersession to the earlier resolutions and pursuant to the provisions of section 293 (1) (d) and all other applicable provisions, if any, of the Companies Act, 1956 including any statutory modification(s) or re-enactment thereof and the Articles of Association of the company, the consent of the company be and is hereby accorded to the Board of Directors of the company (hereinafter referred to as the “Board” which term shall be deemed to include duly authorised Committee thereof, for the time being exercising the powers conferred by the Board) for borrowing any sum or sums of money together with the monies already borrowed by the company (apart from temporary loans obtained from the Company’s Bankers in the ordinary course of business) shall not exceed in the aggregate at anytime Rs.50,000 million (Rupees Fifty Thousand Million only) irrespective of the fact that such aggregate amount of borrowings outstanding at anyone time may exceed the aggregate for the time being of the paid-up share capital of the company and its free reserves, that is to say, reserves not set apart for any specific purpose.”

**CERTIFIED TRUE COPY
For Jyoti Structures Limited**

Company Secretary



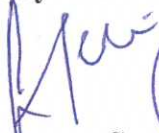
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POSTAL BALLOT BY THE SHAREHOLDERS OF THE COMPANY ON
FRIDAY, 28TH MAY, 2010**

“RESOLVED THAT in supersession to the earlier resolutions and pursuant to the provisions of section 293 (1) (a) and all other applicable provisions, if any, of the Companies Act, 1956 including any statutory modification(s) or re-enactment thereof and the Articles of Association of the company, the consent of the company be and is hereby accorded to the Board of Directors of the company to mortgage and / or create charge on all or anyone or more of the moveable / immovable properties or such other assets of the company, wheresoever situated, both present and future, on such terms and conditions and at such time or times and in such form or manner as it may deem fit, to or in favour of the Financial Institution(s), Mutual Fund(s), Bank(s), Lender(s), Agent(s), Trustee(s) to secure Term Loans, Foreign Currency Loans and /or for securing the debentures, secured premium notes with or without detachable warrants or any other debt instruments or any other securities or borrowing(s) together with interest thereon at the respective agreed rates, compound interest, additional interest, liquidated damages, premia on pre-payment, cost, charges, expenses and monies payable by the company to the lenders not exceeding Rs.50,000 million (Rupees Fifty Thousand Million only).

“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.”

**CERTIFIED TRUE COPY
For Jyoti Structures Limited**


Company Secretary





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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 Rs. 50,000 million.

For borrowing the funds, the company shall have to provide security to the lenders, therefore, it is also proposed to authorize the Board of Directors under section 293(1) (a) of the Companies Act, 1956 to create security by way of mortgage / charge / hypothecation or otherwise on the movable, immovable properties, the whole or substantially the whole of the undertaking(s) or any other assets of the company, both present and future, in favour of the Financial Institution(s), Mutual Fund(s), Bank(s), Lender(s), Agent(s), Trustee(s) to the extent of Rs.50,000 million.

The secured borrowings by way of mortgage/charge over all or any part of the movable and / or immovable properties of the company attracts provisions of Section 293(1) (a) of the Companies Act, 1956, as the mortgage / charge on all or any part of the movable and / or immovable properties of the company, may be deemed as the disposal of the whole, or substantially the whole, of the undertaking of the company and hence requires approval of the shareholders by way of Ordinary Resolution to be passed by way of Postal Ballot as per the requirements of Section 192 A of the Act read with The





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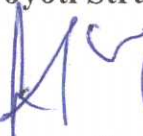
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Companies (Passing of the Resolution by Postal Ballot) Rules, 2001. Therefore, approval of the members of the company is being sought by way of Postal Ballot.

None of the Directors of the company are concerned or interested in the resolution except to the extent of their shareholding in the company.

Your Directors recommend the resolutions at item no.1 & 2 for your approval through postal ballot.

CERTIFIED TRUE COPY
For Jyoti Structures Limited


Company Secretary*

