

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

8th October, 2012
LHK : RR

Dear Sir

Scrip ID: JYOTISTRUC

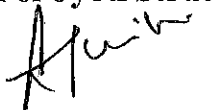
Sub: Declaration of Postal Ballot Results

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.

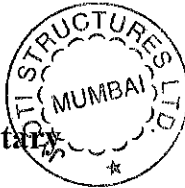
Certified copy of the Ordinary Resolutions passed, is enclosed.

Thanking you,

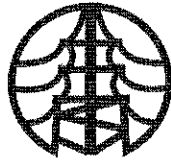
Yours faithfully,
For Jyoti Structures Limited



L. H. Khilnani
Company Secretary



Encl: As above



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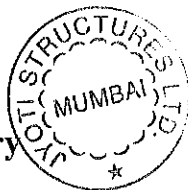
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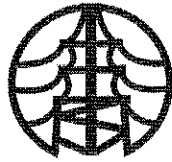
**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY WAY OF
POSTAL BALLOT BY THE SHAREHOLDERS OF THE COMPANY ON
MONDAY, 8TH OCTOBER, 2012**

“**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 Rs. 10,000 crore.”

**CERTIFIED TRUE COPY
For Jyoti Structures Limited**

Company Secretary





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MONDAY, 8TH OCTOBER, 2012**

“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 Rs. 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.”

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EXPLANATORY STATEMENT

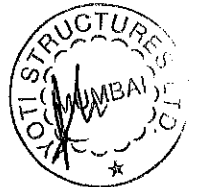
ITEM NO. 1 & 2

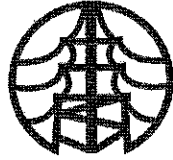
Your Company operates in the Engineering, Procurement and Construction (EPC) business in power transmission, distribution and sub-station sectors. Your Company undertakes turnkey projects on global scale, offering a complete range of services from design, engineering, tower testing, manufacturing, construction 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.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 Rs.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.





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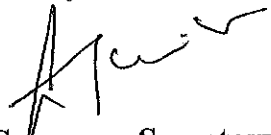
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None of the Directors is interested in the Resolutions at Item Nos. 1 & 2 of the accompanying Notice.

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Company Secretary

