



**By Electronic Mode**

3<sup>rd</sup> September, 2025

The General Manager  
DCS - CRD  
(Corporate Relationship Department)  
BSE Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai – 400 001

**SCRIP CODE NO.: 504076**

**Sub: Intimation of 81<sup>st</sup> Annual General Meeting**

**Ref: Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015**

Dear Sir/ Madam,

This is to inform that, pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the Company has issued Notice dated 14<sup>th</sup> August, 2025 for 81<sup>st</sup> Annual General Meeting (AGM) to be held on 30<sup>th</sup> September, 2025 (Tuesday) at 11.00 a.m. (IST) through Video Conferencing/ Other Audio Visual Means.

A Copy of the same is attached for information to the Shareholders.

Thanking you,

Yours faithfully,  
For **Jyoti Limited**

**CS S. Singhal**  
**Vice President (Legal) &**  
**Company Secretary**  
M. No. F8289

Encl: As above



## NOTICE

NOTICE is hereby given that the Eighty-First (81st) Annual General Meeting (AGM) of the Members of JYOTI LIMITED will be held on Tuesday, 30<sup>th</sup> September, 2025 at 11:00 a.m. through Video Conference (VC) / Other Audio Visual Means (OAVM), to transact the following business:

### ORDINARY BUSINESS

#### Item No.1 - Adoption of Financial Statements

To receive, consider and adopt the Audited Financial Statements (including Audited Consolidated Financial Statements) for the Financial Year ended on 31st March, 2025, including the Audited Balance Sheet as at 31st March, 2025, the Statement of Profit and Loss for the financial year ended on that date and the reports of the Board of Directors and Auditors thereon.

#### Item No.2 - Appointment of Director

To appoint a director in place of Mrs. Tejal R. Amin (DIN: 00169860) who retires by rotation and being eligible has offered herself for re-appointment.

### SPECIAL BUSINESS

#### Item No. 3 - Remuneration of Cost Auditors

To ratify the remuneration of the Cost Auditors for the financial year ending on 31st March, 2026 and in this regard to consider and, if thought fit, to pass 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(s) thereof, for the time being in force], the Cost Auditors appointed by the Board of Directors of the Company, based on the recommendation of the Audit Committee of the Board of Directors, to conduct the audit of the cost records of the Company for the financial year ending on 31st March, 2026 be paid the remuneration as mentioned herein be and is hereby ratified:

Sr. No.	Name of the Cost Auditor	Products	Audit Fees (₹)
1.	M/s. R.K. Patel & Co.	Motors and Pumps	₹ 50,000/-
2.	M/s. Y.S. Thakar & Co.	Engineering products such as Generators, Turbines and Relay	₹ 25,000/-

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

#### Item No. 4 – Regularisation of Additional Director, Ms. Shubhalakshmi R. Amin (DIN: 06469302) as the Director of the Company

To consider and if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION**:

**“RESOLVED THAT** pursuant to provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder including any statutory modification(s), or re-enactment thereof for the time being in force and pursuant to recommendation of Nomination and Remuneration Committee of the Company, Ms. Shubhalakshmi R. Amin (DIN:06469302), who was appointed as an Additional Director with effect from 28th July, 2025 on the Board of the Company, who is eligible for appointment and in respect of whom the Company

has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director, be and is hereby appointed as Director of the Company.

**RESOLVED FURTHER THAT** any one of the Directors of the Company or Company Secretary of the Company, be and are hereby severally authorised to file the necessary e-forms with the Registrar of Companies and to do all such acts, deeds, and things as may be necessary to give effect to this resolution."

**Item No. 5 – Appointment of Ms. Shubhalakshmi R. Amin (DIN: 06469302) as Executive Director of the Company**

To consider and if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION**:

**"RESOLVED THAT** pursuant to the provisions of Sections 152, 196, 197, 198, and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with Schedule V and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and pursuant to Regulation 17(6)(e), 23 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 (as amended from time to time), ("SEBI Listing Regulations, 2015"), relevant provisions of the Articles of Association of the Company, based on recommendation of the Audit Committee and Nomination and Remuneration Committee of the Board and approved by the Board of Directors and such other approval as may be required, the consent of the Members of the Company be and is hereby accorded for appointment of Ms. Shubhalakshmi R. Amin (DIN: 06469302) as Executive Director of the Company for a period of 3 (three) years with effect from 28th July, 2025, on such terms and conditions, including remuneration, as set out in the Explanatory Statement annexed to this Notice, which is hereby specifically approved and sanctioned with liberty to the Board of Directors to vary or increase the remuneration, perquisites, and allowances, etc., within such prescribed limits in terms of schedule V of the Companies Act, 2013, as amended from time to time.

**RESOLVED FURTHER THAT** any one of the Directors of the Company or Company Secretary of the Company, be and are hereby severally authorised to file the necessary e-forms with the Registrar of Companies and to do all such acts, deeds, and things as may be necessary to give effect to this resolution."

**Item No. 6 - Appointment of Mr. Shrivatsa S. Sinha (DIN: 11193108) as an Independent Director of the Company for an Initial Term of Five Years**

To consider and if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION**:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 161 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (the "Act") and rules mentioned thereunder, Regulation 16, 17, 25(2A) and other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (the "SEBI Listing Regulations"), if any [including any statutory modification, amendment, or re-enactment thereof for the time being in force] and the Articles of Association of the Company, recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mr. Shrivatsa S. Sinha (DIN: 11193108) who was appointed as an Additional Director in the capacity of Non-Executive Independent Director, who meets the criteria for independence as provided in Section 149(6) of the Act and the Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and who has submitted a declaration to that effect and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of a Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for an initial term of five years w.e.f., 28th July, 2025 to 27th July, 2030 (both days inclusive).

**RESOLVED FURTHER THAT** the Board of Directors or the Key Managerial Personnel (KMPs), be and are hereby severally authorised to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to sign and execute all such documents and papers (including appointment letter etc.) as may be required for this purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution and for matters concerned and incidental thereto."

### Item No. 7 – Re-appointment of Mr. Rahul N. Amin as Managing Director of the Company

To Consider and if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION**:

**“RESOLVED THAT** in accordance with the provisions of Sections 196, 197, 198 and 203 read with Schedule V and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force) and pursuant to Regulation 17(6)(e), 23 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 (as amended from time to time), (“SEBI Listing Regulations, 2015”), relevant provisions of the Articles of Association of the Company, based on recommendation of the Audit Committee and Nomination and Remuneration Committee and approved by the Board of Directors and such other approval as may be required, the consent of the Members of the Company be and is hereby accorded to approve the terms of re-appointment and remuneration of Mr. Rahul N. Amin, who has already attained the age of 70 years on 25th December, 2022 as Managing Director of the Company for a period of 3 (three) years with effect from 10th December, 2025 as set out in the explanatory statement annexed to this notice, which is hereby specifically approved and sanctioned, with liberty to the Board of Directors to vary or increase the remuneration, perquisites, and allowances, etc., within such prescribed limits in terms of schedule V of the Companies Act, 2013, as amended from time to time.

**RESOLVED FURTHER THAT** any one of the Directors of the Company or Company Secretary of the Company, be and are hereby severally authorised to file the necessary e-forms with the Registrar of Companies and to do all such acts, deeds, and things as may be necessary to give effect to this resolution.”

### Item No. 8 – Appointment of Secretarial Auditors

To consider and if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION**:

**“RESOLVED THAT** pursuant to the provision of Section 204(1) of the Companies Act, 2013 & Rule 9 of the Companies (Appointment and Remuneration of Personnel) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with circulars issued thereunder to the extent applicable, other applicable regulations framed by the Securities and Exchange Board of India in this regard and pursuant to the recommendation received from Audit Committee of the Company, consent of the Members be and is hereby accorded for appointment of M/s. Ravi Kapoor & Associates, Practicing Company Secretaries, as Secretarial Auditors of the Company for a period of five years i.e. from F.Y 2025-26 to F.Y 2029-30 at a remuneration to be mutually agreed upon between the Board of Directors and the Secretarial Auditors.

**RESOLVED FURTHER THAT** any one of the Directors of the Company or Company Secretary of the Company, be and are hereby severally authorised to file the necessary e-forms with the Registrar of Companies and to do all such acts, deeds and things as may be necessary to give effect to this Resolution.”

Regd. Office:  
Nanubhai Amin Marg,  
Industrial Area,  
P.O. Chemical Industries,  
Vadodara – 390 003  
CIN: L36990GJ1943PLC000363  
Place: Vadodara  
Date: 14th August, 2025

By Order of the Board  
  
**S. Singhal**  
Vice President (Legal) &  
Company Secretary  
M. No. F8289

## NOTES

1. As the AGM shall be conducted through VC / OAVM, the facility for appointment of Proxy by the Members is not available for this AGM and hence the Proxy Form and Attendance Slip including Route Map is not annexed to this Notice.
2. Institutional / Corporate Members are requested to send a scanned copy (PDF / JPEG format) of the Board Resolution authorising its representatives to attend and vote at the AGM, pursuant to Section 113 of the Companies Act, 2013 at [jyoti.chauhan@jyoti.com](mailto:jyoti.chauhan@jyoti.com)/[vaibhav@jyoti.com](mailto:vaibhav@jyoti.com).
3. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
4. In terms of Section 152 of the Companies Act, 2013, Mrs. Tejal Amin (DIN: 00169860), Director retires by rotation at the ensuing Annual General Meeting and being eligible, offers herself for re-appointment. The details of Director seeking re-appointment as required by Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India and notified by the Central Government are annexed hereto.
5. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, 24th September, 2025 to Tuesday, 30th September, 2025 (both days inclusive) for the purpose of Annual General Meeting.
6. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the Members in electronic mode.
7. The Company has appointed M/s. MCS Share Transfer Agent Limited as its Registrar and Share Transfer Agent for rendering the entire range of services to the Shareholders of the Company. Accordingly, all documents related to transfers, demat requests, change of address intimations and other communications in relation thereto with respect to shares in electronic and physical form should be addressed to the Registrars directly at their following address quoting folio no., full name and name of the Company as Unit: Jyoti Limited.

**MCS Share Transfer Agent Limited**

Address : 88, Sampatrao Colony,  
1<sup>st</sup> Floor, Neelam Apartment, Alkapuri, Vadodara – 390 007

Tel : 0265-2314757, 2350490

E-Mail : [mcsltbaroda@gmail.com](mailto:mcsltbaroda@gmail.com)

Website : [www.mcsregistrars.com](http://www.mcsregistrars.com)

8. Members are requested to send in their queries in respect of Financial Statement of Accounts of the Company for the year ended on 31st March, 2025, at least one week in advance so as to enable the information ready.
9. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company / MCS Share Transfer Agent Limited.
10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN / email to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN / email to the Company / MCS Share Transfer Agent Ltd.



11. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to MCS Share Transfer Agent Ltd., for consolidation into a single folio.

Members may also note that SEBI vide its Circular no. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/ CIR/2022/8 dated January 25, 2022, has mandated listed companies to issue securities in dematerialized form only while processing the following service requests viz. Issue of duplicate securities certificate, claim from unclaimed suspense account, renewal/exchange of securities certificate, endorsement, sub-division/splitting of securities certificate, consolidation of securities certificates/folios, transmission and transposition. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, members are advised to dematerialise the shares held by them in physical form. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR - 4.

As per the provisions of Section 72 of the Act, the facility for making Nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If any Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in ISR-3 or SH-14 as the case may be.

Relevant details and forms prescribed by SEBI are available on the website of the Company at [https://www.jyoti.com/investor/common\\_and\\_simplified\\_norms\\_for\\_processing\\_investors\\_service\\_request.aspx](https://www.jyoti.com/investor/common_and_simplified_norms_for_processing_investors_service_request.aspx) and website of RTA at <https://www.mcsregistrars.com/downloads.php> for information and use by the Shareholders. You are requested to kindly take note of the same and update your particulars timely.

12. As per the provision of Regulation 40(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, effective from April 1, 2019, transfer of shares of the Company shall not be processed unless the shares are held in the dematerialised form with a depository. Accordingly, shareholders holding equity shares in physical form are urged to have their shares dematerialised so as to be able to freely transfer them and participate in various corporate actions, if any.
13. As per Circular No. **SEBI/HO/MIRSD-PoD-1/P/CIR/2023/37** dated 16th March, 2023, issued by SEBI, on Common and Simplified Norms for processing Investor's Service Request by RTAs. SEBI vide this Circular has mandated the furnishing of PAN, Address with PIN code, Email address, Mobile No., Bank Account details, Specimen Signature & Nomination by holders of physical securities and that from 16th March, 2023, RTAs shall not process any service requests or complaints received from the holder(s)/claimant(s), till PAN, KYC and Nomination documents/details etc. are received. The Company has sent reminders to the physical holders whose mandatory details are yet to be updated.

Members holding shares in physical form shall submit mandatory details to Company's Registrar & Share Transfer Agent or to the Company Secretary at the registered office of the Company. Requisite forms are also available on website of the Company [www.jyoti.com](http://www.jyoti.com) and website of RTA [www.mcsregistrars.com](http://www.mcsregistrars.com).

14. Non-Resident Indian Members are requested to inform MCS Share Transfer Agent Ltd., immediately of:
- (a) Change in their residential status on return to India for permanent settlement.
  - (b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
15. As the Company has adopted the practice of Green Initiative, Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communications including Annual Report, Notices, Circulars, etc. from the Company electronically.

16. Relevancy of questions and the order of speakers at the Meeting will be decided by the Chairman.
17. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, and Regulation 44 of SEBI Listing Regulations, 2015, members are provided with the facility to cast their votes electronically, through the e-voting services provided by Central Depository Services (India) Limited [CDSL], on all the resolutions set forth in this notice.
18. SEBI vide its circular no. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/97 dated July 02, 2025 has opened a special six-month window from July 7, 2025, to January 6, 2026, for investors to re-lodge transfer requests for physical shares that were previously lodged before April 1, 2019, but were rejected due to documentation issues. This window is a one-time opportunity provided by SEBI. All successfully re-lodged shares will be processed in dematerialised (demat) form only.

#### **CDSL e-voting system – For Remote e-voting and e-voting during AGM**

In compliance with the provisions of Section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 as amended from time to time and subject to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Company is pleased to offer e-voting facilities to the Members to cast their votes electronically in respect of the business to be transacted at the Annual General Meeting. Necessary arrangements have been made by the Company with Central Depository Services (India) Limited (CDSL) to facilitate e-voting. The detailed process, instructions and manner for availing e-voting facility is as under:-

1. The general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 5, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 02/2022 dated May 5, 2022, and Circular No. 10/2022 dated December 28, 2022, Circular No. 09/2023 dated September 25, 2023 and Circular No. 09/2024 dated September 19, 2024 (Collectively referred to as “MCA Circulars”) read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024. The forthcoming AGM will thus be held through Video Conferencing (VC) or Other Audio Visual Means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. The Members can join the AGM in the VC / OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC / OAVM will be made available to at least 1000 Members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairperson of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc., who are allowed to attend the AGM without restriction on account of first come first served basis.
3. The attendance of the Members attending the AGM through VC / OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
4. Pursuant to MCA Circular No. 14/2020 dated April 8, 2020, the facility to appoint proxy to attend and cast vote for the Members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the Members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC / OAVM and cast their votes through e-voting.
5. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice

calling the AGM has been uploaded on the website of the Company at [www.iyoti.com](http://www.iyoti.com). The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com). The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-voting facility and e-voting system during the AGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).

6. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 5, 2020, MCA Circular No.02/2021 dated January 13, 2021, Circular No. 02/2022 dated May 5, 2022, and Circular No. 10/2022 dated December 28, 2022, Circular No. 09/2023 dated September 25, 2023 and Circular No. 09/2024 dated September 19, 2024 (Collectively referred to as "MCA Circulars").

### **THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:**

- (i) The Members whose names appear in the Register of Members/Beneficial Owners as on the cut-off date i.e., Tuesday, 23rd September, 2025 may cast their vote electronically. The voting period begins on Friday, 26th September, 2025 at 9.00 a.m. and ends on Monday, 29th September, 2025 at 5.00 p.m. During this period shareholder's of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date i.e. Tuesday, 23rd September, 2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted through remote e-voting prior to the meeting date would not be entitled to vote during Annual General Meeting.
- (iii) Pursuant to SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated 11th July, 2023, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholder's resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple E-voting Service Providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

### **Step 1: Access through Depositories CDSL/NSDL e-voting system in case of individual shareholders holding shares in demat mode.**

- (iv) In terms of SEBI Master circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated 11th July, 2023 on e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email ID in their demat accounts in order to access e-voting facility.



**A. Pursuant to above mentioned SEBI Circular, Login method for e-voting and joining virtual meetings for Individual Shareholders holding securities in Demat mode(CDSL/ NSDL) is given below:**

Type of shareholders	Login Method
<b>Individual Shareholders holding securities in Demat mode with CDSL Depository</b>	<ol style="list-style-type: none"> <li>1) Users of who have opted for CDSL's Easi / Easiest facility, can login through their existing user ID and password. Option will be made available to reach e-voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; My Easi New (Token).</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting your vote during the remote e-voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-voting Service Providers so that the user can visit the e-voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4) Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from e-voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all e-voting Service Providers.</li> </ol>
<b>Individual Shareholders holding securities in Demat mode with NSDL Depository</b>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS" Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with</li> </ol>

	<p>NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>4) For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a> You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>
<b>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</b>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

Login type	Desk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 022-4886 7000 and 022-2499 7000

**Step 2 : Access through CDSL e-voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.**

**(v) Login method for e-voting and joining virtual meeting for shareholders other than individual shareholders holding in demat form & physical shareholders.**

1. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
2. Click on "Shareholders" module.
3. 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
4. Next enter the Image Verification as displayed and Click on Login.
  5. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
  6. If you are a first time user follow the steps given below:

**For Physical shareholders and other than individual shareholders holding shares in Demat.**

PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company please enter the member ID / folio number in the Dividend Bank details field.</li> </ul>

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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 shareholders 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 <**Jyoti Limited**> 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 a print of the votes cast by clicking on “Click here to print” option on the voting page.
- (xv) If a demat account holder has forgotten the login 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) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto: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](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - It is Mandatory that, 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.
  - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorised signatory who are authorised to vote, to the Scrutinizer and to the Company at the email address viz; [jyoti.chauhan@jyoti.com](mailto:jyoti.chauhan@jyoti.com)/[vaibhav@jyoti.com](mailto:vaibhav@jyoti.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

### **INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM/E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further, shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **7days prior to meeting** mentioning their name, demat

account number/folio number, email id, mobile number at [jyoti.chauhan@jyoti.com](mailto:jyoti.chauhan@jyoti.com)/[vaibhav@jyoti.com](mailto:vaibhav@jyoti.com). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at [jyoti.chauhan@jyoti.com](mailto:jyoti.chauhan@jyoti.com)/[vaibhav@jyoti.com](mailto:vaibhav@jyoti.com). These queries will be replied to by the company suitably by email.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system available during the AGM.
10. If any votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES:**

1. For Physical shareholders - please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [jyoti.chauhan@jyoti.com](mailto:jyoti.chauhan@jyoti.com)/[mcsitdbaroda@gmail.com](mailto:mcsitdbaroda@gmail.com).
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP).
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-voting from the CDSL e-voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 21 09911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL), Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N. M. Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 21 09911.

**Other instructions:**

- i. The voting rights of the shareholders shall be in proportion to their shares of the paid-up equity.
- ii. Mr. Ravi Kapoor, Practising Company Secretary (Membership No. FCS 2587), having his office at M/s. Ravi Kapoor & Associates, Practising Company Secretaries, 4<sup>th</sup> Floor, "Shaival Plaza", Ellisbridge, Ahmedabad – 380006, has been appointed as the Scrutinizer to Scrutinize the e-voting process in a fair and transparent manner.
- iii. The Scrutinizer shall submit his report to the Chairman. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.jyoti.com](http://www.jyoti.com) and on the website of CDSL [www.cdslindia.com](http://www.cdslindia.com) immediately after declaration of results by the Chairman or a person authorised by him in this behalf. The Results also be uploaded on the BSE listing portal.

Subject to, and in compliance with, the directions/ notifications/ circulars issued by the Central/ State Government(s)/ relevant authorities, the Company will also display the results at its registered office.



**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013****ITEM NO.3 - Ratification of Remuneration of Cost Auditors**

In terms of the provisions of Section 148 of the Companies Act, 2013 and based on the recommendation of the Audit Committee, the Board of Directors had approved the appointment and remuneration of M/s. R. K. Patel & Co. and M/s. Y.S. Thakar & Co., as the Cost Auditors to carry out the audit of Cost Records for certain specific products of the Company viz. Motors & Pumps and Generators, Turbines and Relay (collectively called as "Products") respectively for the financial year ending on 31<sup>st</sup> March, 2026 as per the following details.

Sr. No.	Name of the Cost Auditor	Products	Audit Fees (₹)
1.	M/s. R.K. Patel & Co.	Motors and Pumps	₹ 50,000/-
2.	M/s. Y.S. Thakar & Co.	Engineering products such as Generators, Turbines and Relay	₹ 25,000/-

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any amendment(s) or modification(s) thereof), 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. 3 of the Notice, for ratification of the remuneration payable to the Cost Auditors of the Company for the financial year 2025-26.

The Board, therefore, recommends the ordinary resolution at item No. 3 of this Notice for your approval.

None of the Directors, Key Managerial Personnel of the Company or their relatives, is in any way concerned or interested in this resolution.

**Item No. 4 – Regularisation of Additional Director, Ms. Shubhalakshmi R. Amin (DIN: 06469302) as the Director of the Company**

Pursuant to the relevant provisions of sections 152, 161 of the Companies Act, 2013 and the rules made thereunder, read with Articles of Association of the Company and other applicable provisions (including any statutory modification(s) or re-enactment(s) thereof) and pursuant to recommendation received from Nomination and Remuneration Committee of the Company, the Board of Directors appointed Ms. Shubhalakshmi R. Amin as an Additional Director with effect from 28th July, 2025 to hold office up to the date of the next General Meeting or for a period of three months from the date of appointment by the Board of Directors, whichever is earlier.

Brief profile of Ms. Shubhalakshmi R. Amin is set-out below:

Ms. Shubhalakshmi R. Amin, aged 38 years, brings 16 years of management experience across the Software, Manufacturing, Education, and Entertainment industries spanning various technical and non-technical functions. She studied Electrical Engineering at the University of Illinois at Urbana-Champaign specializing in Power & Energy (2009) and later went on to get her MBA from INSEAD, France (2015). She practices a cross-functional approach to leadership and her areas of specialization include Strategic planning and execution, Operations optimization, and Organizational behavior.

Ms. Shubhalakshmi R. Amin began her career at Microsoft Corp, where she was a Program Manager for 3 years. Upon returning to India in 2012, she joined Jyoti Limited as General Manager of the Company with effect from 24th May, 2012 and later also became Executive Director of the Company with effect from 14th February, 2013 for a short tenure. After her MBA, she has been at JSL Industries Limited, an Associate Company, since 1st March, 2017 until recently.

The Company has received requisite disclosures and declarations from Ms. Shubhalakshmi R. Amin required under the Act and she is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given her consent to act as Director.

A notice under Section 160 of the Act has also been received from a member proposing her appointment as Director.

In the opinion of the Board of Directors of the Company, Ms. Shubhalakshmi R. Amin fulfills the conditions specified in the Act and the Rules thereunder and she is not debarred or disqualified from holding the office of Director pursuant to any order of the Securities and Exchange Board of India or any other such Authority.

All relevant documents referred hereinabove would be open for inspection by the Members at the Registered Office of the Company during the office hours on all working days, except Saturdays, Sundays and all public holidays upto the date of the Annual General Meeting.

This statement may also be regarded as appropriate disclosure under the Act and SEBI Listing Regulations.

The Board, therefore, recommends the ordinary resolution at item No. 4 of this Notice for your approval.

None of the Directors or Key Managerial Personnel of the Company or their relatives, except Mr. Rahul N. Amin, Mrs. Tejal R. Amin and Ms. Shubhalakshmi R. Amin herself, are directly/indirectly concerned or interested, financially or otherwise, in the said resolution.

#### **Item No. 5 - Appointment of Ms. Shubhalakshmi R. Amin (DIN: 06469302) as Executive Director of the Company**

In accordance with provisions of Sections 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013(" the Act") read with Schedule V and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time), ("SEBI Listing Regulations, 2015") and the relevant provisions of the Articles of Association of the Company, and upon approval and recommendation of the Audit Committee of the Company in terms of Regulation 23 of SEBI Listing Regulations, 2015 for payment of Remuneration to KMP who belongs to promoter and promoter group, the Board of Directors of the Company, pursuant to recommendation of Nomination and Remuneration Committee of the Company, at its meeting held on 28th July, 2025, subject to the approval of the Shareholders of the Company, appointed Ms. Shubhalakshmi R. Amin (DIN: 06469302) as Executive Director of the Company, for a period of 3 (three) years with effect from 28th July, 2025.

Ms. Shubhalakshmi R. Amin, aged 38 years, brings 16 years of management experience across the Software, Manufacturing, Education, and Entertainment industries spanning various technical and non-technical functions. She studied Electrical Engineering at the University of Illinois at Urbana-Champaign specializing in Power & Energy (2009) and later went on to get her MBA from INSEAD, France (2015). She practices a cross-functional approach to leadership and her areas of specialization include Strategic planning and execution, Operations optimization, and Organizational behavior.

Ms. Shubhalakshmi R. Amin began her career at Microsoft Corp, where she was a Program Manager for 3 years. Upon returning to India in 2012, she joined Jyoti Limited as General Manager of the Company with effect from 24th May, 2012 and later also became Executive Director of the Company with effect from 14th February, 2013 for a short tenure. After her MBA, she has been at JSL Industries Limited, an Associate Company, since 1st March, 2017 until recently.

Considering Ms. Shubhalakshmi's rich experience at corporate level and in other areas and looking to the financial position, the appointment and remuneration of Ms. Shubhalakshmi R. Amin as Executive Director of the Company was also approved by the Nomination and Remuneration Committee at its Meeting held on 28th July, 2025 and by the Audit Committee at its meeting held on 28th July, 2025 pursuant to Regulation 23(2)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

As per the Amended Schedule V of the Companies Act, 2013, if the Company has made any default in payment of dues to any bank or public financial institution or non-convertible debenture holders or any other secured creditors, the prior approval of the bank or public financial institution concerned or the non-convertible debenture holders or other secured creditors shall be obtained by the Company before obtaining the approval in the General Meeting.

As per Schedule V of the Companies Act, 2013, the effective paid up capital of the Company is ₹ (5684.13) lakhs and as per limits specified in Schedule V, the Company can pay maximum of ₹ 60,00,000/- (Rupees Sixty Lakhs only) per annum as remuneration to Ms. Shubhalakshmi R. Amin as Executive Director of the Company. Further as per Regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 fees or compensation payable to Executive Directors who are promoters or members of the promoter group, shall be subject to the approval of the shareholders by special resolution in the general meeting, if the aggregate annual remuneration payable to such directors exceeds 5 per cent of the net profits of the listed entity.

Accordingly in both the cases, if the Company passes the special resolution, then the Company can pay any remuneration to Executive Director.

Accordingly, the Nomination and Remuneration Committee and the Board of Directors of the Company in their respective meeting held on 28th July, 2025 approved the terms and conditions of Ms. Shubhalakshmi R. Amin as Executive Director of the Company w.e.f. 28th July, 2025 for a period of 3(three) years at a remuneration of ₹ 72,00,000/- (Rupees Seventy Two Lakhs only) per annum including perquisites and allowances excluding other perquisites.

The draft agreement to be entered by the Company with Ms. Shubhalakshmi R. Amin, contain inter-alia, the following principal terms and conditions:

**1. Duties and Powers**

The Executive Director shall perform the duties and exercise the power assigned to her or vested in her by the Board of Directors of the Company from time to time.

**2. Period of appointment**

Three years with effect from 28th July, 2025.

**3. Ms. Shubhalakshmi R. Amin as Executive Director of the Company shall be entitled to remuneration and perquisites as mentioned hereunder:**

**Salary**

₹ 5,50,000 /- (Rupees Five Lakhs Fifty Thousand only) per month.

**Perquisites and allowances**

In addition to salary, the Executive Director shall also be entitled to perquisites and allowances like accommodation (furnished or otherwise) or house rent allowance in lieu thereof, reimbursement of expenditure or allowances in respect of maintenance, utilities such as gas, electricity, furnishings and repairs of the house, medical reimbursement, medical insurance and leave travel concession for self and her family including dependents, personal accident insurance, club fees and such other perquisites, benefits and allowances in accordance with Rules of the Company. The aggregate of aforesaid perquisites and allowances will be restricted to ₹ 50,000 /- (Rupees Fifty Thousand only) per month.

“Family” mentioned above means the spouse and dependent children of the Executive Director.

For the purpose of calculating the above ceilings, perquisites shall be evaluated as per Income Tax Rules, wherever applicable. In the absence of any such Rules, perquisites shall be evaluated at actual costs.

Provision of car with driver for use for the Company's business and telephone facility at the Executive Director's residence, reimbursement of expenses including entertainment expenses will not be considered as perquisites.

**Other Perquisites**

- a) Contribution to Provident Fund, Superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income- tax Act.
- b) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service; and
- c) Encashment of leave at the end of the tenure.

**Compensation**

If before the expiry of the Agreement, the tenure of her office as Executive Director is determined, she shall be entitled to compensation for the loss of office subject to the provisions of Section 202 of the Companies Act, 2013.

**Information required under Section II, part II of Schedule V of the Companies Act, 2013:**

I. General Information		
Nature of Industry	Engineering	
Date or expected date of commencement of commercial production	The Company is in operation since the year 1943	
In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable	
Financial performance based on given indicators - As per the Audited Financial Results for the year ended on 31.03.2025	Particulars	(₹ In Lakhs)
	Revenue from Operations	24492
	Other Income	165
	Total Income	24657
	Material Cost	17367
	Staff Cost	3023
	Manufacturing & Other Expenses	2385
	Total Expenditure	22775
	Profit before Depreciation, Interest & Tax	1882
	Depreciation	522
	Profit before Interest & Tax	1360
	Interest	60
	Profit/(Loss) before Tax	1300
	Exceptional items, if any	0
	Profit/(Loss) before Tax	1300
	Deferred Tax	(52)
	Net Profit/(Loss) after tax	1352
Export Performance and net foreign exchange earned for the year ended on 31.03.2025	Particulars	(₹ In Lakhs)
	Export Sales (Including deemed export)	240
	Foreign Exchange earnings	240
Foreign investments or collaborations, if any	The Company holds 49% in M/s. Jyoti Sohar Switchgear LLC, a Joint Venture Company in Sultanate of Oman	
II Information about the appointee		
Background details	Ms. Shubhalakshmi R. Amin, aged 38 years, brings 16 years of management experience across the Software, Manufacturing, Education, and Entertainment industries spanning various technical and non-technical functions. She studied Electrical Engineering at the University of Illinois at Urbana-Champaign specializing in Power & Energy (2009) and later went on to get her MBA from INSEAD, France (2015). She practices a cross-	

	<p>functional approach to leadership and her areas of specialization include Strategic planning and execution, Operations optimization, and Organizational behavior.</p> <p>Ms. Shubhalakshmi R. Amin began her career at Microsoft Corp, where she was a Program Manager for 3 years. Upon returning to India in 2012, she joined Jyoti Limited as General Manager of the Company with effect from 24th May, 2012 and later also became Executive Director of the Company with effect from 14th February, 2013 for a short tenure. After her MBA, she has been at JSL Industries Limited, an Associate Company, since 1st March, 2017 until recently.</p>
Past remuneration	N.A.
Job profile and her suitability	Ms. Shubhalakshmi R. Amin renders services as Executive Director of the Company
Remuneration proposed	₹ 72,00,000/- per annum excluding other perquisites
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	In the present challenging business environment and looking to the growth of the Company, it is very imperative that someone who is well versed with the Companies policies and work mechanism join the Board as Executive Director of the Company. Looking to the profile of Ms. Shubhalakshmi R. Amin, the proposed remuneration package is commensurate to the prevailing levels in the industry and thereby is fit and justified for payment.
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Mr. Rahul N. Amin, Chairman & Managing Director, Mrs. Tejal R. Amin, Director of the Company are relative of Ms. Shubhalakshmi R. Amin.
<b>III Other Information</b>	
Reasons of loss or inadequate profits	<p>The business operations of the Company has witnessed continued slowdown in capital goods industry, subdued demand from the infrastructure sectors like Water, Irrigation and Power projects resulted in stagnation of turnover and decline in profitability.</p> <p>The Company had taken strategic decision to focus more on product business and less on projects which has impacted lower operations in earlier years.</p> <p>Due to blockage of large funds in unfinished projects/ cancelled projects and normal receivables, resulted in severe liquidity crunch which has further impacted operations.</p> <p>Further, non-availability of banking facilities on account of NPA with banks, the Company has witnessed lower operating margins, which has led to the Company incurring inadequate profits.</p>
Steps taken or proposed to be taken for improvement	<p>Persistent efforts are being made by the Company to collect receivables. Further, Company has taken steps to improve order book position, increase volume of business with full focus on products &amp; spares, to improve operating margins by concentrating its attention on manpower, material, financial cost and other administrative expenses.</p> <p>With the streamlining operations, expected improvement in overall business scenario and healthy order book position, the Company would definitely come out of present situation and grow in the coming years.</p>



Expected increase in productivity and profits in measurable terms	Particulars	Current Year (₹ In Lakhs)	Previous Year (₹ In Lakhs)
	Revenue From Operations	30000	24492
	Other Income	175	165
	Net Profit/(Loss)	1650	1352

The draft of the Agreement referred to above is available for inspection by Members through electronic mode.

The Board, therefore, recommends the special resolution at item No. 5 of the Notice for your approval.

None of the Directors or Key Managerial Personnel of the Company or their relatives, except Mr. Rahul N. Amin, Mrs. Tejal R. Amin and Ms. Shubhalakshmi R. Amin herself, are directly/indirectly concerned or interested, financially or otherwise, in the said resolution.

#### **ITEM NO. 6 - Appointment of Mr. Shrivatsa S. Sinha (DIN: 11193108) as an Independent Director**

Pursuant to the relevant provisions of sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (hereinafter referred to as "the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to Regulation 25(2A) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI Listing Regulations") as amended, the Board of Directors appointed Mr. Shrivatsa S. Sinha as an Additional Director (Independent) with effect from 28th July, 2025 to hold office up to the date of the next General Meeting of the Company or for a period of three months from the date of appointment by the Board of Directors, whichever is earlier. Mr. Shrivatsa S. Sinha had given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations.

The Nomination and Remuneration Committee of the Board of Directors of the Company at its meeting held on 28th July, 2025 has recommended the appointment of Mr. Shrivatsa S. Sinha as an Independent Director of the Company for a period of 5 (five) years from 28th July, 2025 to 27th July, 2030 in compliance with Section 149 read with Section 152 of the Companies Act, 2013.

Brief profile of Mr. Shrivatsa S. Sinha is set-out below:

Mr. Shrivatsa S. Sinha brings over 17 years of hands-on experience in an engineering-led business. He is the Managing Partner of Precision Pressing Manufacturers (PPM), Pune - a third-generation family enterprise. He has been closely involved in the strategic transformation of PPM into a technology-focused enterprise specializing in advanced magnetic steel stamping solutions, including Axial Flux and Slinky stator technologies- critical components for the next generation of Electric Motors.

He holds a commerce degree with a specialisation in Costing from the University of Pune and has completed executive programs at IIM Ahmedabad on "Leadership and Change Management" (2024) and "Transforming SMEs" (2015). In addition to his industrial role, he advises organisations on strategic marketing and innovation.

The Company has received requisite disclosures and declarations from Mr. Shrivatsa S. Sinha required under the Act and the SEBI Listing Regulations. Mr. Shrivatsa S. Sinha is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director.

The Company has also received notice in writing from a Member under Section 160 of the Act proposing the candidature of Mr. Shrivatsa S. Sinha for the office of Independent Director of the Company.

In the opinion of the Board of Directors of the Company, Mr. Shrivatsa S. Sinha fulfills the conditions specified in the Act and the Rules thereunder and is independent of the Management. Further, Mr. Shrivatsa S. Sinha is not debarred or disqualified from holding the office of Director pursuant to any order of the Securities and Exchange Board of India or any other such Authority.

The copy of the draft letter of appointment of the proposed appointee as an Independent Director would be available for inspection by the Members at the Registered Office of the Company. All relevant documents referred hereinabove would be open for inspection by the Members at the Registered Office of the Company during the office hours on all working days, except Saturdays, Sundays and all public holidays upto the date of the Annual General Meeting.

This statement may also be regarded as appropriate disclosure under the Act and SEBI Listing Regulations.

The Board recommends the special resolution set out at item No. 6 of the Notice for your approval.

None of the Directors or Key Managerial Personnel of the Company and their relatives, other than Mr. Shrivatsa S. Sinha, is concerned or interested, financially or otherwise, in this resolution.

### **Item No. 7 – Re-appointment of Mr. Rahul N. Amin as Managing Director**

In accordance with provisions of Sections 196, 197, 198 and 203 read together with Schedule V and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013, the Board of Directors of the Company at their meeting held on 28th July, 2025, subject to the approval of the Shareholders of the Company, re-appointed Mr. Rahul N. Amin, who has already attained the age of 70 years, as on 25th December, 2022 as Managing Director of the Company for a period of 3 (three) years with effect from 10th December, 2025.

Mr. Rahul N. Amin, 72, is B.E. (Elec.) from M. S. University, Vadodara and Master of Engineering from Cornell, U.S.A. He joined the Company in 1979 as Manager and gradually became General Manager and then Executive Director. He took charge as Managing Director of the Company in the year 1997 and has taken very pro-active efforts in the operations and management of the Company since then. He has now more than 29 years of experience in managing this Company under the overall experience of about 46 years in running large size manufacturing Company. Mr. Rahul N. Amin is also actively associated with various Professional Bodies, Education, Charitable and other Trusts. Mr. Rahul N. Amin is continuously running the operations of the Company in good as well as in difficult times.

Mr. Rahul N. Amin is a cult personality and proven performer of assorted acts including maintaining rapport and liaison with business related authorities and associates which is very much desirable in the interest of the Company.

Considering Managing Director's rich experience, subject matter expertise and immense contribution during the continuous growth of the Company, the re-appointment and remuneration of Mr. Rahul N. Amin as Managing Director of the Company was also approved by the Nomination and Remuneration Committee at its Meeting held on 28th July, 2025 and by the Audit Committee at its meeting held on 28th July, 2025 pursuant to Regulation 23(2)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

As per the Amended Schedule V of the Companies Act, 2013, if the Company has made any default in payment of dues to any bank or public financial institution or non-convertible debenture holders or any other secured creditors, the prior approval of the bank or public financial institution concerned or the non-convertible debenture holders or other secured creditors shall be obtained by the Company before obtaining the approval in the General Meeting.

As per Schedule V of the Companies Act, 2013, the effective paid up capital of the Company is ₹ (5684.13) lakhs and as per limits specified in Schedule V, the Company can pay maximum of ₹ 60,00,000/- (Rupees Sixty Lakhs only) per annum as remuneration to Mr. Rahul N. Amin as Managing Director of the Company. Further as per Regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 fees or compensation payable to executive directors who are promoters or members of the promoter group, shall be subject to the approval of the shareholders by special resolution in the general meeting, if the aggregate annual remuneration payable to such directors exceeds 5 per cent of the net profits of the listed entity. Accordingly in both the cases, if the Company passes the special resolution, then the Company can pay any remuneration to Managing Director.

Accordingly, the Nomination and Remuneration Committee and the Board of Directors of the Company in their respective meeting held on 28th July, 2025 approved the terms and conditions of Mr. Rahul N. Amin as Managing Director of the Company w.e.f. 10th December, 2025 for a period of 3 (three) years at a remuneration of ₹ 2,04,00,000/-

(Rupees Two Crores Four Lakhs only) per annum including perquisites and allowances excluding other perquisites.

Directorships held in other Companies are:

1. JSL Industries Ltd.
2. Insutech Industries Ltd.

Mr. Rahul N. Amin is a Member of Nomination and Remuneration committee of JSL Industries Limited.

The draft agreement to be entered by the Company with Mr. Rahul N. Amin, contain inter-alia, the following principal terms and conditions:

### **1. Duties and Powers**

The Managing Director shall perform the duties and exercise the powers assigned to him or vested in him by the Board of Directors of the Company from time to time.

### **2. Period of Appointment**

Three Years with effect from 10th December, 2025.

**3. Mr. Rahul N. Amin as Managing Director of the Company shall be entitled to remuneration and perquisites as mentioned hereunder:**

#### **Salary**

₹ 16,50,000/- (Rupees Sixteen Lakhs Fifty Thousand Only) per month.

#### **Perquisites and Allowances**

In addition to salary, the Managing Director shall also be entitled to perquisites and allowances like accommodation (furnished or otherwise) or house rent allowance in lieu thereof, reimbursement of expenditure or allowances in respect of maintenance, utilities such as gas, electricity, furnishings and repairs of the house, medical reimbursement, medical insurance and leave travel concession for self and his family including dependents, personal accident insurance, club fees and such other perquisites, benefits and allowances in accordance with Rules of the Company. The aggregate of aforesaid perquisites and allowances will be restricted to ₹ 50,000/- (Rupees Fifty Thousand Only) per month.

“Family” mentioned above means the spouse and dependent children of the Managing Director.

For the purpose of calculating the above ceilings, perquisites shall be evaluated as per Income Tax Rules, wherever applicable. In the absence of any such rules, perquisites shall be evaluated at actual costs.

Provision of car with driver for use for the Company's business and telephone facility at the Managing Director's residence, reimbursement of expenses including entertainment expenses will not be considered as perquisites.

#### **Other Perquisites**

- a) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service; and
- b) Encashment of leave at the end of the tenure

#### **Compensation**

If before the expiry of the Agreement, the tenure of his office as Managing Director is determined, he shall be entitled to compensation for the loss of office subject to the provisions of Section 202 of the Companies Act, 2013.

**Information required under Section II, part II of Schedule V of the Companies Act, 2013:**

I. General Information		
Nature of Industry	Engineering	
Date or expected date of commencement of commercial production	The Company is in operation since the year 1943	
In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable	
Financial performance based on given indicators - As per the Audited Financial Results for the year ended on 31.03.2025	Particulars	(₹ In Lakhs)
	Revenue from Operations	24492
	Other Income	165
	Total Income	24657
	Material Cost	17367
	Staff Cost	3023
	Manufacturing & Other Expenses	2385
	Total Expenditure	22775
	Profit before Depreciation, Interest & Tax	1882
	Depreciation	522
	Profit before Interest & Tax	1360
	Interest	60
	Profit/(Loss) before Tax	1300
	Exceptional items, if any	0
	Profit/(Loss) before Tax	1300
	Deferred Tax	(52)
	Net Profit/(Loss) after tax	1352
Export Performance and net foreign exchange earned for the year ended on 31.03.2025	Particulars	(₹ In Lakhs)
	Export Sales (Including deemed export)	240
	Foreign Exchange earnings	240
Foreign investments or collaborations, if any	The Company holds 49% in M/s. Jyoti Sohar Switchgear LLC, a Joint Venture Company in Sultanate of Oman	
II Information about the appointee		
Background details	Mr. Rahul N. Amin, 72, is B.E. (Elec.) from M. S. University, Vadodara and Master of Engineering from Cornell, U.S.A. He joined the Company in 1979 as Manager and gradually became General Manager and then Executive Director. He took charge as Managing Director of the Company in the year 1997 and has taken very pro-active efforts in the operations and management of the Company since then. He has now more than 29 years of	

	<p>experience in managing this Company under the overall experience of about 46 years in running large size manufacturing Company. Shri Rahul N. Amin is also actively associated with various Professional Bodies, Education, Charitable and other Trusts. Mr. Rahul N. Amin is continuously running the operations of the Company in good as well as in difficult times.</p> <p>Mr. Rahul N. Amin is a cult personality and proven performer of assorted acts including maintaining rapport and liaison with business related authorities and associates which is very much desirable in the interest of the Company.</p>
Past remuneration	₹ 1,34,71,710/- paid as remuneration during the year ended on 31.03.2025
Job profile and his suitability	Mr. Rahul N. Amin renders services as Chairman and Managing Director of the Company
Remuneration proposed	₹ 2,04,00,000 /- per annum excluding other perquisites
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	<p>In the present challenging business environment, there is a continuous need for formulation of competitive strategies and periodical review thereof for successful implementation and sustained overall development of the Company, which has necessitated increased focus and higher involvement of Managing Director in Company's matters. Accordingly, in the Board Meeting held on 28th July, 2025 it was decided that, it is imperative that the Company's growth strategy continues under the continued guidance and leadership of Mr. Rahul N. Amin with whose rich experiential background, the Company remains reinforced to strive through on the continuous growth chart. In view of the above, the proposed remuneration package is commensurate to the prevailing levels in the industry and thereby is fit and justified for payment.</p>
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Mrs. Tejal R. Amin, and Ms. Shubhalakshmi R. Amin, Directors of the Company are relative of Mr. Rahul N. Amin.
<b>III Other Information</b>	
Reasons of loss or inadequate profits	<p>The business operations of the Company has witnessed continued slowdown in capital goods industry, subdued demand from the infrastructure sectors like Water, Irrigation and Power projects resulted in stagnation of turnover and decline in profitability.</p> <p>The Company had taken strategic decision to focus more on product business and less on projects which has impacted lower operations in earlier years.</p> <p>Due to blockage of large funds in unfinished projects/ cancelled projects and normal receivables, resulted in severe liquidity crunch which has further impacted operations.</p> <p>Further, non-availability of banking facilities on account of NPA with banks, the Company has witnessed lower operating margins, which has led to the Company incurring inadequate profits.</p>
Steps taken or proposed to be taken for improvement	<p>Persistent efforts are being made by the Company to collect receivables. Further, Company has taken steps to improve order book position, increase volume of business with full focus on products &amp; spares, to improve operating margins by concentrating its attention on manpower, material, financial cost and other administrative expenses.</p>



	With the streamlining operations, expected improvement in overall business scenario and healthy order book position, the Company would definitely come out of present situation and grow in the coming years.		
Expected increase in productivity and profits in measurable terms	<b>Particulars</b>	<b>Current Year (₹ In Lakhs)</b>	<b>Previous Year (₹ In Lakhs)</b>
	Revenue From Operations	30000	24492
	Other Income	175	165
	Net Profit/(Loss)	1650	1352

The draft of the Agreement referred to above is available for inspection by Members through electronic mode.

This statement may also be regarded as appropriate disclosure under the Act and SEBI Listing Regulations.

The Board, therefore, recommends the special resolution at Item No. 7 of this Notice for your approval.

None of the Directors or Key Managerial Personnel of the Company or their relatives, except, Mrs. Tejal R. Amin, Ms. Shubhalakshmi R. Amin and Mr. Rahul N. Amin himself, are directly/indirectly concerned or interested, financially or otherwise, in the said resolution.

#### **Item No. 8 – Appointment of Secretarial Auditors**

Pursuant to the provision of Section 204(1) of the Companies Act, 2013 & Rule 9 of the Companies (Appointment and Remuneration of Personnel) Rules, 2014 and other applicable provisions, if any of the Companies Act, 2013 and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with circulars issued thereunder to the extent applicable, other applicable regulations framed by the Securities and Exchange Board of India in this regard, the Secretarial Auditors is required to be appointed for a period of 5 (Five) years.

The Board of Directors at its meeting held on 27th May, 2025, considering the experience and expertise, has proposed to the Members of the Company, appointment of M/s. Ravi Kapoor & Associates, Practicing Company Secretaries, as the Secretarial Auditors of the Company on payment of such remuneration as may be mutually agreed upon between the Board of Directors and the Secretarial Auditors from time to time. The appointment of proposed Secretarial Auditors shall hold office for a period of 5 (five) years, if made, will be within the limits of the various provisions of the Companies Act, 2013. They have further confirmed that they are not disqualified to be appointed as the secretarial auditors in terms of the Companies Act, 2013 and the rules made thereunder. Approval of the Members is required for appointment of the Secretarial Auditors and fixing their remuneration by means of an ordinary resolution.

DISCLOSURE UNDER REGULATION 36(5) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

#### **Proposed Secretarial audit fee payable to auditors**

₹ 1,00,000/- (Rupees one Lakh only) plus applicable taxes and other out-of-pocket expenses in connection with the Secretarial Audit for Financial Year ending March 31, 2026, and for subsequent year(s) of their term, such fee as maybe mutually agreed between / determined by the Board of Directors in consultation with the Secretarial Auditors. The fees for services in the nature of certifications and other professional work will be in addition to the secretarial audit fee as above and will be agreed between / determined by the Board of Directors in consultation with the Secretarial Auditors.

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**Terms of appointment**

M/s. Ravi Kapoor and Associates, Practicing Company Secretaries (COP No. 2407), will hold office for a period of 5 (Five) consecutive years commencing from Financial Year 2025-26 till Financial Year 2029-30.

**Basis of recommendation and Auditors Credentials**

The same has been recommended by Audit Committee and Board of Directors.

M/s. Ravi Kapoor & Associates established in 1996, is a leading firm of Practicing Company Secretary with a legacy of excellence spanning over three decades and renowned for its commitment to quality and precision. A Peer reviewed firm (No.: S1996GJ016300) registered with the Institute of Company Secretaries of India (ICSI), ensuring the highest standards in professional practices. The Firm has team of dedicated and experienced professionals with hand on experience of handling challenges and provides multidisciplinary regulatory services pertaining to Company law, SEBI, RBI, IRDAI, FEMA, etc. and serves as one stop solution for Corporate Bodies, Banks, NBFCs, Insurance Companies, Merchant Bankers, Industrialists, Entrepreneurs and Professionals.

The Board, therefore, recommends the ordinary resolution at item No. 8 of this Notice for your approval.

None of the Directors, or Key Managerial Personnel of the Company and their relatives are in any way concerned or interested in this resolution.

Regd. Office:  
Nanubhai Amin Marg,  
Industrial Area,  
P.O. Chemical Industries,  
Vadodara – 390 003  
CIN: L36990GJ1943PLC000363  
Place: Vadodara  
Date: 14th August, 2025

By Order of the Board

**S. Singhal**  
Vice President (Legal) &  
Company Secretary  
M. No. F8289

**Particulars of the Director Seeking appointment / re-appointment at the ensuing Annual General Meeting pursuant to the requirement of Regulation 36 (3) of the SEBI (LODR) Regulations, 2015 and Secretarial Standards.**

<b>Name of Director</b>	<b>Mrs. Tejal R. Amin</b>
DIN	00169860
Date of Birth	29.08.1960
Age	64 years
Nationality	Indian
Qualification	B.Com.
Experience	Mrs. Tejal R. Amin is Commerce Graduate and having total experience of 41 years in the Corporate Sector and also in running various Schools.
Expertise in Specific Functional Areas	Management & Finance
Designation of Director	Non-Executive Director
Date of Appointment/Re-appointment	31.03.2015
Relationship with other Directors and Key Managerial Personnel of the Company	Mrs. Tejal R. Amin is wife of Mr. Rahul N. Amin and Mother of Ms. Shubhalakshmi R. Amin. There is no inter-se relationship with any other Directors and Key Managerial Personnel of the Company.
Names of Listed entities in which person holds Directorship	JSL Industries Limited
Name of other Companies in which he/she holds Directorship	1. Insutech Industries Limited 2. Vadodara Marathon 3. Vupsa Foundation
Chairman/Member of the Committee(s) of the Board of the Company	Member – Audit Committee Member – Nomination and Remuneration Committee Member – Stakeholders Relationship Committee
Chairman/Member of the Committees of the Board of other Company(ies)	Chairperson – Vadodara Marathon Member - Audit Committee and Stakeholders Relationship Committee in JSL Industries Limited
Shareholding in the Company (as on 31.03.2025)	6,42,113
Terms of appointment along with details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable	Non-Executive Directors are entitled to sitting fees for attending meetings of the Audit Committee and Board.
Number of Board Meetings attended	5 in Financial Year 2024-25
Names of the Companies along with Listed Entities in which person has resigned in the past three years	None

**Particulars of the Director Seeking appointment / re-appointment at the ensuing Annual General Meeting pursuant to the requirement of Regulation 36 (3) of the SEBI (LODR) Regulations, 2015 and Secretarial Standards.**

<b>Name of Director</b>	<b>Ms. Shubhalakshmi R. Amin</b>
DIN	06469302
Date of Birth	01.06.1987
Age	38 years
Nationality	Indian
Qualification	Bachelor in Electric Engineering from University of Illinois Urbana - Champaign, U.S.A.
Experience	<p>Ms. Shubhalakshmi R. Amin, aged 38 years, brings 16 years of management experience across the Software, Manufacturing, Education, and Entertainment industries spanning various technical and non-technical functions. She studied Electrical Engineering at the University of Illinois at Urbana-Champaign specializing in Power &amp; Energy (2009) and later went on to get her MBA from INSEAD, France (2015). She practices a cross-functional approach to leadership and her areas of specialization include Strategic planning and execution, Operations optimization, and Organizational behavior.</p> <p>Ms. Shubhalakshmi R. Amin began her career at Microsoft Corp, where she was a Program Manager for 3 years. Upon returning to India in 2012, she joined Jyoti Limited as General Manager of the Company with effect from 24th May, 2012 and later also became Executive Director of the Company with effect from 14th February, 2013 for a short tenure. After her MBA, she has been at JSL Industries Limited, an Associate Company, since 1st March, 2017 until recently.</p>
Expertise in Specific Functional Areas	Engineering & Management
Designation of Director	Executive Director
Date of Appointment/Re-appointment	28.07.2025
Relationship with other Directors and Key Managerial Personnel of the Company	Ms. Shubhalakshmi R. Amin is daughter of Mr. Rahul N. Amin and Mrs. Tejal R. Amin. There is no inter-se relationship with any other Directors and Key Managerial Personnel of the Company.
Names of Listed entities in which person holds Directorship	-
Name of other Companies in which he/she holds Directorship	-
Chairman/Member of the Committee(s) of the Board of the Company	-
Chairman/Member of the Committees of the Board of other Company(ies)	-
Shareholding in the Company (as on 31.03.2025)	3,08,397
Terms of appointment along with details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable	As per Item No. 5 of the Explanatory Statement
Number of Board Meetings attended	-
Names of the Companies along with Listed Entities in which person has resigned in the past three years	None

**Particulars of the Director Seeking appointment / re-appointment at the ensuing Annual General Meeting pursuant to the requirement of Regulation 36 (3) of the SEBI (LODR) Regulations, 2015 and Secretarial Standards.**

<b>Name of Director</b>	<b>Mr. Shrivatsa S. Sinha</b>
DIN	11193108
Date of Birth	23/11/1987
Age	37 years
Nationality	Indian
Qualification	Commerce degree with a specialisation in Costing from University of Pune. Executive programs at IIM Ahmedabad on “Leadership and Change Management” (2024) and “Transforming SMEs” (2015).
Experience	Mr. Shrivatsa S. Sinha brings over 17 years of hands-on experience in an engineering-led business. He is the Managing Partner of Precision Pressing Manufacturers (PPM), Pune a third-generation family enterprise. He has been closely involved in the strategic transformation of PPM into a technology-focused enterprise specialising in advanced magnetic steel stamping solutions, including Axial Flux and Slinky stator technologies- critical components for the next generation of Electric Motors.
Expertise in Specific Functional Areas	Engineering & Management
Designation of Director	Additional Non Executive Independent Director
Date of Appointment/Re-appointment	28.07.2025
Relationship with other Directors and Key Managerial Personnel of the Company	There is no inter-se relationship with any other Directors and Key Managerial Personnel of the Company.
Names of Listed entities in which person holds directorship	-
Name of other Companies in which he/she holds Directorship	-
Chairman/Member of the Committee(s) of the Board of the Company	-
Chairman/Member of the Committees of the Board of other Company(ies)	-
Shareholding in the Company (as on 31.03.2025)	-
Terms of appointment along with details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable	Non-Executive Directors are entitled to sitting fees for attending meetings of the Audit Committee and Board.
Number of Board Meetings attended	-
Names of the Companies along with Listed Entities in which person has resigned in the past three years	None



**Particulars of the Director Seeking appointment / re-appointment at the ensuing Annual General Meeting pursuant to the requirement of Regulation 36 (3) of the SEBI (LODR) Regulations, 2015 and Secretarial Standards.**

<b>Name of Director</b>	<b>Mr. Rahul N. Amin</b>
DIN	00167987
Date of Birth	25.12.1952
Age	72 years
Nationality	Indian
Qualification	B.E. (Elect.) from M.S. University of Vadodara and Master of Engineering from Cornell, (U.S.A)
Experience	Over all 46 years of experience with 29 years as Managing Director. Extensive leadership in large-scale manufacturing.
Expertise in Specific Functional Areas	Engineering & Management
Designation of Director	Chairman & Managing Director
Date of Appointment/Re-appointment	10.12.2025
Relationship with other Directors and Key Managerial Personnel of the Company	Mr. Rahul N. Amin is husband of Mrs. Tejal R. Amin and father of Ms. Shubhalakshmi R. Amin. There is no inter-se relationship with any other Directors and Key Managerial Personnel of the Company.
Names of Listed entities in which person holds directorship	JSL Industries Limited
Name of other Companies in which he/she holds Directorship	Insutech Industries limited
Chairman/Member of the Committee(s) of the Board of the Company	-
Chairman/Member of the Committees of the Board of other Company(ies)	Chairman- JSL Industries Limited Member - Nomination and remuneration Committee in JSL Industries Limited
Shareholding in the Company (as on 31.03.2025)	10,84,467
Terms of appointment along with details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable	As per Item No. 7 of the Explanatory Statement. ₹ 1,34,71,710/-
Number of Board Meetings attended	6
Names of the Companies along with Listed Entities in which person has resigned in the past three years	None