



JOTINDRA STEEL & TUBES LIMITED

Regd. Office & Works: 14/3, Mathura Road, Faridabad- 121 003 (Haryana) India

Phone :+95-129-2477800,2477806, Fax : +95-129-. CIN:L27104HR1970PLC005240

E-mail :jotindra@jotindra.com;Web-site:www.jstltd.com

NOTICE

Notice is hereby given that the **Extra- ordinary General Meeting (“EGM”)** of the members of **JOTINDRA STEEL & TUBES LIMITED** (the “Company”) is scheduled to be held on **Saturday, 20th January, 2024 at 12:30 P.M.** at registered office of the company at **14/3, Mathura Road, Faridabad, Haryana, 121003 IN**, to transact the following business:

ITEM NO. 1: APPROVAL FOR CHANGE OF NAME OF THE COMPANY FROM JOTINDRA STEEL & TUBES LIMITED TO JOTINDRA INFRASTRUCTURE LIMITED AND CONSEQUENTIAL ALTERATION OF THE MEMORANDUM OF ASSOCIATION AND ARTICLES OF ASSOCIATION OF THE COMPANY.

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

“RESOLVED THAT pursuant to provisions of Section 4, 5, 13, 14, 15 and all other applicable provisions, if any, of the Companies Act, 2013, read with applicable Rules and Regulations framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Regulations 44 and 45 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“SEBI LODR”**) as applicable, provisions of the Memorandum of Association and Articles of Association of the Company and subject to any other applicable law, regulation, guidelines, and subject to such other approvals, consents, permissions and sanctions of Central Government / Ministry of Corporate Affairs / Stock Exchange(s) / appropriate regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by any regulatory or other authorities while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company (the **“Board”**), and subject to all other necessary approvals, consents, permissions and sanctions as may be required under any other law, rules and regulations, the consent of the members of the Company be and is hereby accorded for changing the name of the Company from “Jotindra Steel and Tubes Limited” to “Jotindra Infrastructure Limited” and consequent alteration in the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT Clause I i.e. Name Clause of the Memorandum of Association of the Company be altered accordingly and substituted by the following clause:

“I. The name of the Company is Jotindra Infrastructure Limited.

RESOLVED FURTHER THAT the name Jotindra Steel and Tubes Limited wherever it appears in the Memorandum of Association and Articles of Association be substituted with the new name “Jotindra Infrastructure Limited” and be deemed substituted in all other necessary documents including agreements and contracts entered into by the Company, name boards, letter heads and at all other places wherever appearing.



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RESOLVED FURTHER THAT any of the Director of the Company or the Company Secretary of the Company be and are hereby severally authorized to make, sign, execute and file necessary applications, e-forms, returns, and documents as may be considered necessary or expedient including appointing attorney(s) or authorized representatives under appropriate Letter(s) of Authority, to appear before the Central Government, Ministry of Corporate Affairs, Stock Exchanges where shares of the Company are listed, and such other Regulatory or Statutory Authorities, as may be required from time to time and to do all such acts, deeds and things including settling and finalizing all issues that may arise in this regard in order to give effect to this resolution and to delegate all or any of the powers conferred herein as they may, in their absolute discretion, deem fit.”

ITEM NO. 2: APPOINTMENT OF MISS. SHIKHA MALHOTRA (DIN: 07041083) AS A DIRECTOR OF THE COMPANY.

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

“**RESOLVED THAT** pursuant to the provisions of Sections 150, 152 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), and the Rules made thereunder, applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI LODR”), (including any statutory modification(s) or re- enactment(s) thereof for the time being in force), in accordance with the Articles of Association and the Nomination and Remuneration Policy of the Company, and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Miss. SHIKHA MALHOTRA (DIN: 07041083), who was appointed by the Board of Directors as an Additional Director of the Company, with effect from WEDNESDAY, 11th OCTOBER, 2023 in terms of Section 161 of the Act, in respect of whom the Company has received a notice in writing from a Nomination and Remuneration Committee proposing her candidature for the office of Director, and who has given her consent for such appointment and being eligible for appointment under the provisions of the Act and the Rules framed thereunder and the SEBI LODR, be and is hereby appointed as a Director of the Company, and is liable to retire by rotation.

RESOLVED FURTHER THAT any one Director, and the Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be usual and expedient to implement this decision.”

By Order of the Board of Directors

Sd/-

Mr. Nimanshu Singh

Company Secretary & Compliance Officer

DATE: 28.12.2023

PLACE: Faridabad



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Notes:

- a. **Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”) and Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India for business under Item No.1 and 2 of the Notice is annexed hereto.**
- b. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE GENERAL MEETING (HEREIN AFTER REFERRED AS“THE MEETING”/“EGM”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

A blank form of proxy is enclosed herewith and if intended to be used, it should be deposited duly filled-up at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.

- c. Only registered members of the Company holding shares as on the Cut-off date decided for the purpose, being 13TH January, 2024 or any proxy appointed by such registered member may attend and vote at the General Meeting as provided under the provisions of the **Companies Act, 2013**.
- d. Additional information, pursuant to Regulation 36 of the Listing Regulations, in respect of directors seeking appointment/re-appointment at the AGM, forms part of the Notice.
- e. In terms of section 101 of the Companies Act 2013, read together with the rules & Circulars made thereunder as updated from time to time, the Company forwarded soft copies of all the documents to be sent to the shareholders including the General Meeting notices along with other related Documents to all those members who have registered their e-mail ids with their respective DPs or with the Share Transfer Agent of the Company. Please note that these documents are also available on the Company’s Website at <https://www.jstltd.com/>. All the members are requested to ensure to keep their e-mail addresses updated with the Depository Participants or by writing to the Company at jotindrasteelandtubes@gmail.com quoting their folio number(s) or their DP/ CLIENT IDs.
- f. All the documents referred to in the notice will be available for inspection at the Company’s registered office during normal business hours on all working days upto the date of EGM. The Register of Directors and Key managerial Personnel and their shareholding, maintained under section 170 of the Companies Act 2013(Act), and the Register of Contracts or Arrangements in



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which directors are interested, maintained under section 189 of the Act, will be available for inspection by the members at the EGM.

- g. The Register of members and share transfer books of the Company will remain closed 14TH January, 2024 to 20th January, 2024 (both days inclusive).
- h. Members seeking any information/ clarification with regard to any matter to be dealt at the EGM, are requested to write at jotindrasteelandtubes@gmail.com on or before 14TH January, 2024.
- i. (A) Members holding shares in physical mode are:
- i) Required to submit/ update their Bank Account details, E-mail ID and PAN to the Company/ RTA;
 - ii) requested to opt for the Electronic Clearing System (ECS) mode for instant and secured receipt of dividend in future;
 - iii) advised to make nomination in respect of their shareholding in Form SH13;
 - iv) requested to send their share certificates to RTA for consolidation, in case shares are held under two or more folios;
 - v) informed that the transfer of shares in physical form is restricted and therefore it is advised to convert their holdings into dematerialized form.
- (B) Members holding shares in electronic mode are requested to submit their address, Bank Account Details, E-mail id and PAN to respective DPs with whom they are maintaining their demat accounts including the change, if any, as mandated by SEBI and advised to contact their respective DPs for availing the nomination facility.
- j. **E-Voting:**
1. Pursuant to the provisions of Section 108 of the Companies Act, 2013 and the Rules made thereunder and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a member of the Company holding shares either in physical form or in dematerialized form may exercise his right to vote by electronic means in respect of the resolution(s) contained in this notice.
 2. The Company is providing facility for voting by electronic means to its members to enable them to cast their votes through such voting. The Company has engaged the services of National Securities Depository Limited (NSDL) to provide remote e-voting facility (i.e. the facility of casting votes by a member by using an electronic voting system from a place other than the venue of a general meeting).
 3. The Company shall also provide facility for voting through Ballot/polling paper which shall be available at the meeting and members attending the meeting who have not already casted their vote by remote e-voting shall be able to exercise their right to vote at the meeting.



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4. The members who have exercised their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
5. The Board of Directors have appointed **Ms. Jyoti Arya, Practicing Company Secretary (M.No.-A48050/COP-17651) of M/s. Jyoti Arya & Associates** as the Scrutinizer, for conducting the voting poll and remote e-voting process in a fair and transparent manner.
6. The cut-off date for the purpose of voting (including remote e-voting) in the meeting is 13TH January, 2024.
7. Members are requested to carefully read the instructions for remote e-voting before casting their vote.
8. The remote e-voting facility will be available during the following period after which the portal shall forthwith be blocked and shall not be available:

Commencement of E-Voting facility	17 th January , 2024
End of E-Voting facility	19 th January , 2024

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on 17th January 2024 at 10:00A.M. and ends on 19th January 2024 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 13th January, 2024 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 13th January, 2024

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 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.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	of	Login Method
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Individual Shareholders holding securities in demat mode with NSDL.

1. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. <https://eservices.nsd.com> either on a Personal Computer or on a mobile. On the e-Services home page click on the “**Beneficial Owner**” icon under “**Login**” which is available under ‘**IDeAS**’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsd.com>. Select “**Register Online for IDeAS Portal**” or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>
2. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.com/> 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 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 i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
3. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on





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<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none">1. Users who have opted for CDSL 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 Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting 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. 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.3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<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. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</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 abovementioned website.



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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33



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B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.



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- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.



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5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.



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General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csjyotiarya@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms Sarita Mote, Assistant Manager at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide 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 jotindrasteelandtubes@gmail.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to (jotindrasteelandtubes@gmail.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.



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EXPLANATORY STATEMENT

(Pursuant to Section 102 (1) of the Companies Act, 2013("the Act"), attached to the Notice-

Item No. 1

The Company was incorporated on 16/03/1970 under the provisions of the Companies Act, 1956 and was previously engaged in the business of manufacturing of Steel and Tubes pipes but as the company has diversified itself into the Business of Real Estate and in order to bring the name in conformity with the operations of the Company it intends to change its name which resembles with the Real estate business.

Considering the above facts Members of the Company may note that the Board of Directors of the Company on 11th october, 2023 had approved the proposal for change of name of the Company from "Jotindra Steel and Tubes Limited" to "Jotindra Infrastructure limited", in order to reflect its business activities in the name of the Company, subject to the approval of Ministry of Corporate Affairs ('MCA'), the members of the Company and other relevant Statutory and Regulatory authorities.

Government of India, Ministry of Corporate Affairs, Office of the Registrar of Companies, Central Registration Centre, Gurgaon has given its no objection in the availability of the changed name "Jotindra Infrastructure Limited" on 27th December, 2023.

Accordingly, the Board of Directors vide resolution passed on 28th December 2023, adopted the new name and approved change of name of the Company, subject to necessary approvals.

During the last five years, there has been no change in the name and registered office of the Company. The equity shares of the Company are listed on the Metropolitan Stock Exchnage(MSEI)

The proposed change of name of the Company as aforesaid would not result in change of the legal status or constitution or operations or activities of the Company, nor would it affect any rights or obligations of the Company or the Members/ stakeholders and would be subject to approval of Ministry of Corporate Affairs. As per the provisions of Companies Act, 2013 ("the Act"), approval of the shareholders is required for changing the name of the Company and consequent alteration in the Memorandum of Association and Articles of Association by way of passing a Special Resolution.

The Company is in compliance with the conditions provided under Regulation 45(1) of Securities and Exchange Board of India (Listing obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), with respect to change of name of the listed entity, to the extent they are applicable.

None of the Directors / Key Managerial Personnel of the Company and/or their relatives is / are, in any way, concerned or interested in the said resolution, except to the extent of their shareholding in the Company, if any.

The Board recommends passing of this resolution as a Special Resolution.

Item No. 2



JOTINDRA STEEL & TUBES LIMITED

Regd. Office & Works: 14/3, Mathura Road, Faridabad- 121 003 (Haryana) India

Phone :+95-129-2477800,2477806, Fax : +95-129-. CIN:L27104HR1970PLC005240

E-mail :jotindra@jotindra.com;Web-site:www.jstltd.com

Miss. SHIKHA MALHOTRA (DIN: 07041083) who was appointed as the Additional Director by the Board of Directors of the Company in their meeting held on 11.10.2023 as per the provisions of Section 161 of the Companies Act, 2013, Miss. SHIKHA MALHOTRA will hold office upto the date of the ensuing Annual General Meeting. However, in terms of Regulation 17(1)(c) of SEBI LODR, approval of members of the Company is required to be obtained for appointment of a Director, at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Therefore, the approval of members is being sought for the aforesaid appointment of Miss. SHIKHA MALHOTRA.

The Company has received, inter alia, the following consents, declarations and confirmations from Miss. SHIKHA MALHOTRA with regard to the proposed appointment:

- a. Consent to act as Director of the Company, in Form DIR-2, in terms of Section 152 of the Act.
- b. Declaration that She is not disqualified from being appointed as Director in terms of Section 164 of the Act.
- c. Declaration that he is not debarred from holding the office of Director by virtue of any order of the SEBI or any other such authority.

Further, in the opinion of the NRC and the Board, Miss. SHIKHA MALHOTRA possess the requisite skills and capabilities required for the role of a Director of the Company, considering her qualifications, rich experience and expertise. A brief profile of Miss. SHIKHA MALHOTRA, alongwith additional details as required under Regulation 36 of SEBI LODR and SS-2, are given in Annexure to this Notice.

In conformity with the Company's Nomination and Remuneration Policy, Miss. SHIKHA MALHOTRA will be entitled to receive remuneration as may be recommended by the NRC and approved by the Board, subject to the overall limits as specified under the Act and the Rules framed thereunder. The terms and conditions of Miss. SHIKHA MALHOTRA appointment are available for inspection by the members in the manner provided in the Notes to this Notice.

Miss. SHIKHA MALHOTRA is not related to any other Director or Key Managerial Personnel of the Company or relatives of the Directors or Key Managerial Personnel.

Except Miss. SHIKHA MALHOTRA and his relatives, none of the other Directors, Key Managerial Personnel or any of their respective relatives are, in any way, concerned or interested, whether financially or otherwise, in this resolution.

The Board recommends the Ordinary Resolution as set out in this Notice, for approval of members of the Company.



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By Order of the Board

Jotindra Steel and Tubes Limited

SD/-

(Nimanshu Singh)

Company Secretary/ Compliance Officer

DATE: 28.12.2023

PLACE: Faridabad



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PURSUANT TO REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD – 2

Name	Miss. SHIKHA MALHOTRA
Director Identification Number	07041083
Age	40 years
Qualification	Bachelor's degree.
Experience	More than 10 years
Nature of expertise in specific functional areas	<ul style="list-style-type: none">• Digital Skills• Brand Building• Retail & GTM• Leadership• Entrepreneurship• Corporate Strategy & Planning• M&A, Strategy & Investment Management• Global business & Consumer Understanding• Corporate Governance, Risk & Compliance
Brief resume of the Director	Miss. SHIKHA MALHOTRA is into business from more than 10 years having a rich experience and knowledge of the Market.



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Date of first appointment	11.10.2023
Terms and conditions of appointment	Terms and conditions of appointment are in accordance with the Nomination and Remuneration Policy. The same is available for inspection by the members and is also provided on the Company's website i.e. https://www.jstltd.com/ .
Remuneration last drawn	Not applicable
Remuneration proposed to be given	The Director shall be entitled to receive remuneration as may be recommended by the NRC and approved by the Board, subject to the overall limits as specified under the Act and the Rules framed thereunder.
Number of Board meetings of the Company attended during the year	Not applicable
Listed entities in which the person holds the directorship and the membership of Committees of the board along with listed entities from which the person has resigned in the past three years	NIL
Directorships held in other Companies/Branches	NIL
Memberships/Chairmanships of committees of other Companies	Nil
Number of shares held in the Company	Nil
Relationship with other Directors and Key Managerial Personnel or their respective relatives	Nil



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NOTES/INSTRUCTIONS

For Members opting for e-voting

The Company is pleased to announce that it is offering remote e-voting facility as an alternate, for Members to enable them to cast their vote electronically instead of voting at the venue of EGM through physical ballot paper. For the procedure to be followed for remote e-voting by Members, kindly refer to Notes of the Notice of EGM.

Last date for remote e-voting is the close of working hours (05:00 P.M.) on 19th January, 2024.

For Members opting to vote by Physical Ballot paper

A shareholder desiring to exercise his/her vote by physical ballot are required to be physically present at the venue of the EGM and can give his/her assent or dissent in the ballot paper as annexed hereunder. At the time of physical voting at the venue of the EGM, the ballot paper shall be duly filled and completed and be dropped in the ballot box kept at the EGM venue. Company has appointed a scrutinizer for confirming that the voting through physical ballot paper is being done in a fair and transparent manner. Shareholder can send proxy as well instead of attending the EGM personally and the proxy can vote on his/her behalf. Proxy can vote only after submitting duly filled and signed Proxy Forms. Shareholder/Proxy are requested to bring along with them, the attendance slip, Proxy Form (only in case Proxy attends meeting).

Voting rights shall be reckoned on the number of shares registered in the name of members as on 13TH January, 2024.

Kindly note that the members can opt only one mode for voting i.e. either by Physical Ballot at the venue of EGM or Remote E-Voting. If you are opting for remote e-voting, then do not vote by Physical Ballot also and vice versa. However, in case member(s) cast their vote both by Physical Ballot and e-voting, then voting done through e-voting shall prevail.

The results declared along with Scrutinizer's Report, shall be placed on the Company's Web-site www.JSTLtd.com and on the web-site of the NSDL within two days of the passing of the Resolutions at EGM of the Company held on 20TH January, 2024 and communicated to the MSEI where the shares of the company are listed.



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Proxy Form

(FormNo.MGT-11)

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration Rules, 2014)

Name of the Member(s)
Registered Address:
E-mail Id:
Folio No./Client Id:
DPID:

I/We, being the member(s) of and holding shares of the above named company, here by appoint

1. Name:..... of (Address).....having Email Id:.....

Signature:,

2. Name:..... of (Address).....having Email Id:.....

Signature:,

3. Name:..... of (Address).....having Email Id:.....

Signature:,

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 53rdAnnual General Meeting of the Company, to be held on Saturday the 30th day of September, 2023 at 12:30 Pm at the Registered Office of the Company and at any adjournment thereof in respect of such resolutions as are indicated below:

I wish my above Proxy to vote in the manner as indicated in the box below:



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Sl. No.	Resolutions	For	Against
1.	APPROVAL FOR CHANGE OF NAME OF THE COMPANY FROM JOTINDRA STEEL & TUBES LIMITED TO JOTINDRA INFRASTRUCTURE LIMITED AND CONSEQUENTIAL ALTERATION OF THE MEMORANDUM OF ASSOCIATION AND ARTICLES OF ASSOCIATION OF THE COMPANY.		
2.	APPOINTMENT OF MISS. SHIKHA MALHOTRA (DIN: 07041083) AS A DIRECTOR OF THE COMPANY.		

Signed this..... day of 2024

Signature of shareholder

Affix Revenue Stamp

Signature of first proxy holder signature of second proxy holder signature of third proxy holder

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

2. It is optional to indicate your preference. If you leave the "For" or "Against" column blank against any or all of the resolutions, your proxy will be titled to vote in the manner as he/she may deem appropriate.



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Attendance Slip

Please fill attendance slip and hand it over at the entrance of the meeting hall.

I hereby record my presence at the Extra-ordinary General Meeting held at 14/3, Mathura Road, Faridabad, Haryana, 121003 IN on 20th January, 2024 at 12:30 Pm.

Member's/proxy's Name_____

Member's/proxy's Signature _____ No. Of Shares: _____

Folio No./DP Id No*/Client Id Number*_____

*Applicable for investors holding shares in electronic form.

(FOR INSTRUCTION SEE AS UNDER)

NOTICE

1. Shareholders/Proxy holders are requested to bring the admission slips with them when they come to the meeting and hand over at the gate after affixing their signatures on them.
2. Shareholders intending to require any information to be explained in the meeting are requested to inform the company at least 7 days in advance of their intention to do so, so that the papers relating thereto may be made available if the Chairman permits such information to be furnished.
3. Shareholders are requested to advise indicating their account numbers, the change in their address, if any to the company.



To,
The Secretary,
Metropolitan Stock Exchange of India Limited,
Building A, Unit 205A, 2nd Floor,
Piramal Agastya Corporate Park,
L.B.S Road, Kurla West, Mumbai - 400070

Dear Sir/Madam,

Sub: Certificate stating compliance with the sub-regulation (1) of Regulation 45 of SEBI (Listing Obligations and Disclosure Requirement), Regulation, 2015.

On the basis of the relevant records and documents of Jotindra Steel and Tubes Limited ("the Company") with respect to the change of name, we confirm that:

1. The Board of Directors of M/s Jotindra Steels and Tubes Limited, (CIN:L27104HR1970PLC005240) at their meeting held on October 11, 2023 have approved the proposal for change of name of the Company from "**Jotindra Steel and Tubes Limited**" to "**Jotindra Infrastructure Limited**", subject to the approval of the members of the company and such other authorities as may be required. The company has received the confirmation from the Registrar of Companies for the availability of new name which will be valid for 60 days from the date of approval.
2. The Company:
 - a) has not changed its name in the last one-year,
 - b) hundred percent of the total revenue in the preceding one-year period has been accounted for by the new activity (Housing Project) suggested by the new name, which are as follows:

(Rs. in Lakhs)

Quarter Ended	Revenue
September 30, 2023	Rs. 1,759.90
June 30, 2023	Rs. 1,673.61
March 31, 2023	Rs. 5,199.40
December 31, 2022	Rs. 9,612.02

Further, we confirm that the company is compliant with all the provisions/sub regulations of regulation 45 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

This confirmation is being given on specific request of the Company and is to be submitted to the Metropolitan Stock Exchange of India Limited and in compliance with the sub-regulation (3) of Regulation 45 of SEBI (Listing Obligations and Disclosure Requirement), Regulation, 2015 to be attached with the explanatory statement to the notice seeking shareholders' approval and shall not be used for any other purpose without Prior permission.

FOR H U M S & ASSOCIATES
Chartered Accountants
FRN: 022230N

(H.P. JOSHI)
PARTNER
Membership No. 505140
Place: New Delhi
Date: January 02, 2024
UDIN: 24505140BKBHFR6062

