



# JOTINDRA INFRASTRUCTURE LIMITED

(Formerly Known as: Jotindra Steel & Tubes Ltd.)

CIN: L27104HR1970PLC005240

Registered Office-14/3 Mathura Road, Sector45, Faridabad 121010, (Haryana) India

Phone : +91-129-2477888 E-mail: jotindra@jotindra.com

## NOTICE OF 1/2024-25 EXTRA-ORDINARY GENERAL MEETING

NOTICE is hereby given that the 1/2024-25 Extra-Ordinary General Meeting (“EGM”) of the Members of Jotindra Infrastructure Limited (Formerly Known as Jotindra Steel and Tubes Limited) will be held on **Wednesday, the 6<sup>th</sup> day of November, 2024** at 11:30 A.M. at registered office of the company situated at 14/3, Mathura Road, Faridabad, Haryana, 121010 IN, to transact the following business:

### **SPECIAL BUSINESSES:**

#### **Item No. 1**

#### **1. ISSUE OF EQUITY SHARES TO PERSON(S) BELONGING TO PROMOTER CATEGORY AND TO PERSON(S) BELONGING TO NON-PROMOTER CATEGORY ON PREFERENTIAL BASIS**

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

“**RESOLVED THAT** pursuant to and in terms of the provisions of Sections 23, 42 and 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Companies (Share Capital and Debentures) Rules, 2014 (hereinafter referred to as “**the Act**”), Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, from time to time, to the extent applicable (“**ICDR Regulations**” or “**SEBI ICDR Regulations**”) (each including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force) and any other rules/regulations/guidelines, if any, prescribed by the Securities and Exchange Board of India (“**SEBI**”), Reserve Bank of India (“**RBI**”), Foreign Exchange Management Act, 1999, as amended, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended, and the rules, regulations, guidelines, notifications and circulars, if any, issued by the Government of India, Metropolitan Stock Exchange of India Limited (“**Stock Exchange**”) where the equity shares of the Company are listed, and/ or any other statutory/ regulatory authority; and the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 as amended from time to time (“**Listing Regulations**”) and the Memorandum and Articles of Association of the Company; and subject to the approval(s), consent(s), permission(s) and/ or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions and modifications, as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/ or sanction(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “**Board**” which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the consent of the Members of the Company be and is hereby accorded to create, offer, issue and allot on preferential basis up to maximum of 32,00,000 (Thirty Two Lakhs Only) equity



# JOTINDRA INFRASTRUCTURE LIMITED

(Formerly Known as: Jotindra Steel & Tubes Ltd.)

CIN: L27104HR1970PLC005240

Registered Office-14/3 Mathura Road, Sector45, Faridabad 121010, (Haryana) India

Phone : +91-129-2477888 E-mail: jotindra@jotindra.com

shares of the company of the face value of Rs. 10/- (Rupees Ten Only) each (“**Equity Shares**”) at an price of Rs. 10/- (Rupees Ten Only) per equity share (**hereinafter referred to as the “Issue Price**”), calculated after taking in to consideration and in compliance with the provisions of Regulation 164(1) of SEBI ICDR Regulations, 2018 or such other higher prices if any, determined in accordance with the relevant provisions of Chapter V of SEBI ICDR Regulations, 2018, in such manner and on such other terms and conditions, as may be approved or finalized

by the Board, to the following “Proposed Allottees” on preferential basis as detailed herein below:

Sr. No	Name of Proposed Allottee	Maximum Number of Equity Shares proposed to be allotted	Category
1	BIHARIJI INFOTECH PRIVATE LIMITED	400000	Promoter
2	SHUBHAM AHUJA	400000	Non-Promoter
3	ASHISH MUTNEJA	400000	Non-Promoter
4	SATISH KUMAR MALHOTRA	400000	Non-Promoter
5	KAPIL GUPTA	400000	Non-Promoter
6	VIKAS GUPTA	400000	Non-Promoter
7	MUNISH HEMRAJANI HUF	400000	Non-Promoter
8	ILANGHOVAN KRISHNASWAMY RAMAJAYAM	400000	Non-Promoter
<b>Grand Total</b>		<b>3200000</b>	

**RESOLVED FURTHER THAT** in terms of the provisions of SEBI ICDR Regulations, the “**Relevant Date**” pursuant to Regulation 161 of the SEBI (ICDR) Regulations in relation to the above-mentioned Preferential Issue of Equity Shares is **Monday, 7<sup>th</sup> October, 2024**, being the date, which is 30 days prior to the date on which the resolution will be deemed to be passed, i.e., **Wednesday, 6<sup>th</sup> November, 2024**.

**RESOLVED FURTHER THAT** without prejudice to the generality of the above, the issue of Equity Shares shall be subject to following terms:

a) That the said equity shares shall be issued and allotted by the company to the proposed allottees within a period of 15 (Fifteen) days from the date of passing of this resolution, provided that where the allotment of the said equity shares is pending on account of delay of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of such approval;

b) The equity shares to be so allotted shall be in dematerialized form and shall be subject



# JOTINDRA INFRASTRUCTURE LIMITED

(Formerly Known as: Jotindra Steel & Tubes Ltd.)

CIN: L27104HR1970PLC005240

Registered Office-14/3 Mathura Road, Sector45, Faridabad 121010, (Haryana) India

Phone : +91-129-2477888 E-mail: jotindra@jotindra.com

to the provisions of the Memorandum of Association and Articles of Association of the Company and shall rank pari- passu in all respects including dividend, with the existing equity shares of the Company;

- c) The equity shares allotted shall be subject to a lock-in for such period as specified under relevant regulations of Chapter V of ICDR Regulations relating to Preferential Issues.
- d) Each Proposed Allottee shall be required to bring in 100% of the consideration for the proposed issuance of equity shares on or before the date of allotment thereof.
- e) The consideration for allotment of the relevant issuance of equity shares shall be paid to the Company from the bank account of each Proposed Allottee, respectively.

**RESOLVED FURTHER THAT** the Board be and is hereby also authorized to make an offer to the Proposed Allottees whose names has been recorded in Form PAS-5 through Private Placement Offer Letter in Form No. PAS-4 or any other form/document as prescribed under the Act.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above, the Board be and is hereby authorized to do all such acts, matters, deeds and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose, including without limitation, issuing clarifications on the offer, issue and allotment of the equity shares and listing of equity shares at the Stock Exchanges as per the terms and conditions of ICDR Regulations and other applicable Guidelines, Rules and Regulations, to execute the necessary documents and enter into contracts, arrangements, agreements, documents (including appointment of agencies, intermediaries and advisors for the Preferential Issue), resolving all questions or doubt that may arise with respect to the offer, issue and allotment of equity shares, and to authorize all such persons as may be deemed necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the shareholders of the Company and that the decision of the Board shall be final and conclusive.

**RESOLVED FURTHER THAT** subject to applicable SEBI Regulations and other applicable laws, the Board be and is hereby authorized to decide and approve terms and conditions of the issue of above-mentioned equity shares and to vary, modify or alter any of the terms and conditions, including size/issue price of the issue, as it may deem expedient.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) of the Company and to generally do all such acts, deeds and things as may be required in connection with the aforesaid resolutions, including making necessary filings with the Stock Exchanges and Regulatory Authorities and execution of any documents including approval of Form PAS-4 on behalf of the Company and to represent the Company before any governmental authorities and to appoint any Merchant Bankers or other Professional Advisors, Consultants and Legal Advisors to give effect to the aforesaid resolution.



# JOTINDRA INFRASTRUCTURE LIMITED

(Formerly Known as: Jotindra Steel & Tubes Ltd.)

CIN: L27104HR1970PLC005240

Registered Office-14/3 Mathura Road, Sector45, Faridabad 121010, (Haryana) India

Phone : +91-129-2477888 E-mail: jotindra@jotindra.com

**RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.

By Order of the Board of Directors of  
Jotindra Infrastructure Limited  
Sd/-  
Nimanshu Singh  
Company Secretary & Compliance Officer  
Membership No.: 68281

Date: 9<sup>th</sup> October, 2024

Place: Faridabad

CIN: L27104HR1970PLC005240

Regd. Office: 14/3 Mathura Road, Sector 45, Faridabad 121010, (Haryana) India

E-mail: [jotindrasteelandtubes@gmail.com](mailto:jotindrasteelandtubes@gmail.com)

Website: <https://jotindra.com/>

## 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 special business under Item No.1 of the Notice is annexed hereto.
- b. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRA ORDINARY 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 30<sup>TH</sup> October, 2024 or any proxy appointed by such registered member may attend and vote at the Extra-ordinary 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 EGM, 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



# JOTINDRA INFRASTRUCTURE LIMITED

(Formerly Known as: Jotindra Steel & Tubes Ltd.)

CIN: L27104HR1970PLC005240

Registered Office-14/3 Mathura Road, Sector45, Faridabad 121010, (Haryana) India

Phone : +91-129-2477888 E-mail: jotindra@jotindra.com

forwarded soft copies of all the documents to be sent to the shareholders including the General Meeting notice 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://jotindra.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](mailto: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 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 from 31<sup>st</sup> October, 2024 to 06<sup>th</sup> November, 2024 (both days inclusive).
- h. Members seeking any information/ clarification with regard to the accounts or any matter to be dealt at the EGM, are requested to write at [jotindrasteelandtubes@gmail.com](mailto:jotindrasteelandtubes@gmail.com) on or before 31<sup>st</sup> October, 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



# JOTINDRA INFRASTRUCTURE LIMITED

(Formerly Known as: Jotindra Steel & Tubes Ltd.)

CIN: L27104HR1970PLC005240

Registered Office-14/3 Mathura Road, Sector45, Faridabad 121010, (Haryana) India

Phone : +91-129-2477888 E-mail: jotindra@jotindra.com

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.
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 Mrs. Sanmeet Kaur (Company Secretary, in Whole-time Practice) 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 30<sup>th</sup> October, 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	3 <sup>rd</sup> November , 2024
End of E-Voting facility	5 <sup>th</sup> November , 2024

## THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING EXTRA-ORDINARY GENERAL MEETING ARE AS UNDER: -

### THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

- i. The voting period begins on **3<sup>rd</sup> November, 2024 at 9:00 AM IST and ends on 5<sup>th</sup> November, 2024 at 5:00 PM IST**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **30<sup>th</sup> October, 2024** may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. 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 **Wednesday, 30<sup>th</sup> October, 2024**.

- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, 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 shareholders' 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.

- iv. In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

### **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 and joining virtual meeting 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.



# JOTINDRA INFRASTRUCTURE LIMITED

(Formerly Known as: Jotindra Steel & Tubes Ltd.)

CIN: L27104HR1970PLC005240

Registered Office-14/3 Mathura Road, Sector45, Faridabad 121010, (Haryana) India

Phone : +91-129-2477888 E-mail: jotindra@jotindra.com

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:

Particulars	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<p>1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ 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 “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a> Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.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 “<b>Login</b>” which is available under ‘<b>Shareholder/Member</b>’ 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>3. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p>







# JOTINDRA INFRASTRUCTURE LIMITED

(Formerly Known as: Jotindra Steel & Tubes Ltd.)

CIN: L27104HR1970PLC005240

Registered Office-14/3 Mathura Road, Sector45, Faridabad 121010, (Haryana) India

Phone : +91-129-2477888 E-mail: jotindra@jotindra.com

	<p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p><b>App Store</b></p> </div> <div style="text-align: center;">  <p><b>Google Play</b></p> </div> </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li>   <li>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 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 a 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 evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>



# JOTINDRA INFRASTRUCTURE LIMITED

(Formerly Known as: Jotindra Steel & Tubes Ltd.)

CIN: L27104HR1970PLC005240

Registered Office-14/3 Mathura Road, Sector45, Faridabad 121010, (Haryana) India

Phone : +91-129-2477888 E-mail: jotindra@jotindra.com

<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 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 abovementioned website.

**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
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>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.: 1800 1020 990 and 1800 22 44 30</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>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 22 55 33</p>

B) Login Method for e-Voting and joining virtual meeting 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*



# JOTINDRA INFRASTRUCTURE LIMITED

(Formerly Known as: Jotindra Steel & Tubes Ltd.)

CIN: L27104HR1970PLC005240

Registered Office-14/3 Mathura Road, Sector45, Faridabad 121010, (Haryana) India

Phone : +91-129-2477888 E-mail: jotindra@jotindra.com

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 and the EVEN for EGM is 129443

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 129443 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 use your existing password to login and cast your vote.
- 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.



# JOTINDRA INFRASTRUCTURE LIMITED

(Formerly Known as: Jotindra Steel & Tubes Ltd.)

CIN: L27104HR1970PLC005240

Registered Office-14/3 Mathura Road, Sector45, Faridabad 121010, (Haryana) India

Phone : +91-129-2477888 E-mail: jotindra@jotindra.com

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](http://www.evoting.nsdl.com).
  - b) Physical User Reset Password?” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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.co.in](mailto:evoting@nsdl.co.in) 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 and join General Meeting 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 and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
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.
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.

## **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



# JOTINDRA INFRASTRUCTURE LIMITED

(Formerly Known as: Jotindra Steel & Tubes Ltd.)

CIN: L27104HR1970PLC005240

Registered Office-14/3 Mathura Road, Sector45, Faridabad 121010, (Haryana) India

Phone : +91-129-2477888 E-mail: jotindra@jotindra.com

are authorized to vote, to the Scrutinizer by e-mail to [cssanmeetkaur@gmail.com](mailto:cssanmeetkaur@gmail.com), with a copy marked to [evoting@nsdl.co.in](mailto: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](http://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](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Mr. Amit Vishal, Asst. Vice President, NSDL at [evoting@nsdl.co.in](mailto: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 [beetalrta@gmail.com](mailto:beetalrta@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 [beetalrta@gmail.com](mailto:beetalrta@gmail.com) . If you are an Individual shareholder 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 and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to [evoting@nsdl.co.in](mailto: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.



# JOTINDRA INFRASTRUCTURE LIMITED

(Formerly Known as: Jotindra Steel & Tubes Ltd.)

CIN: L27104HR1970PLC005240

Registered Office-14/3 Mathura Road, Sector45, Faridabad 121010, (Haryana) India

Phone : +91-129-2477888 E-mail: jotindra@jotindra.com

## 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 05<sup>th</sup> October, 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 30<sup>th</sup> October, 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 <https://jotindra.com/> and on the web-site of the NSDL within two days of the passing of the Resolution at EGM of the Company held on 6<sup>TH</sup> November, 2024 and communicated to the MSEI where the shares of the company are listed

By Order of the Board of Directors of  
Jotindra Infrastructure Limited  
Sd/-  
Nimanshu Singh  
Company Secretary & Compliance Officer  
Membership No.: 68281

Date: 9<sup>th</sup> October, 2024

Place: Faridabad

CIN: L27104HR1970PLC005240

Regd. Office: 14/3 Mathura Road, Sector 45, Faridabad 121010, (Haryana) India

E-mail: [jotindrasteelandtubes@gmail.com](mailto:jotindrasteelandtubes@gmail.com)

Website: <https://jotindra.com/>



# JOTINDRA INFRASTRUCTURE LIMITED

(Formerly Known as: Jotindra Steel & Tubes Ltd.)

CIN: L27104HR1970PLC005240

Registered Office-14/3 Mathura Road, Sector45, Faridabad 121010, (Haryana) India

Phone : +91-129-2477888 E-mail: jotindra@jotindra.com

## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, SETTING OUT MATERIAL FACTS OF SPECIAL BUSINESSES AS SET OUT IN ITEM NO. 1.

### ITEM NO. 1:

In accordance with Sections 23, 42 and 62 and other applicable provisions of the Companies Act, 2013 (the “Act”) and the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “SEBI (ICDR) Regulations”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”), as amended from time to time, approval of Members of the Company by way of Special Resolution is required to issue of equity shares to the proposed allottees, on a preferential basis in compliance with applicable provisions of the SEBI (ICDR) Regulations.

### The details in relation to the preferential issue as required under the SEBI (ICDR) Regulations and the Act read with the rules issued thereunder, are set forth below:

1. The allotment of the equity shares is subject to the Proposed Allottee(s) not having sold any equity shares of the Company during the 90 Trading Days preceding the Relevant Date. The Proposed Allottee(s) have represented that the allottee(s) have not sold any equity shares of the Company during 90 Trading Days preceding the Relevant Date.
2. The relevant disclosures as required under Regulation 163(1) of Chapter V of the SEBI (ICDR) Regulations are set out below:

#### **(i) Particulars of the Preferential Issue including date of passing of Board Resolution**

The Board of Directors in its meeting held on 9<sup>th</sup> October, 2024, had approved the issue of equity shares and accordingly proposes to issue and allot in aggregate up-to maximum of 32,00,000 (Thirty Two Lakhs Only) equity shares at a price of Rs. 10/- (Rupees Ten Only) each, to the entities belonging to Promoter Group and Non-Promoter, on a preferential basis in compliance with applicable provisions of the SEBI (ICDR) Regulations and other provisions of applicable laws.

#### **(ii) Objects of the Preferential Issue and aggregate amount proposed to be raised**

The amount proposed to be raised by way of present preferential allotment shall be utilized as under:

Sr. No.	Particulars	Amount (Rs. In Crore)
1	To Repayment of Loan	3.20
	<b>TOTAL</b>	<b>3.20</b>



# JOTINDRA INFRASTRUCTURE LIMITED

(Formerly Known as: Jotindra Steel & Tubes Ltd.)

CIN: L27104HR1970PLC005240

Registered Office-14/3 Mathura Road, Sector45, Faridabad 121010, (Haryana) India

Phone : +91-129-2477888 E-mail: jotindra@jotindra.com

Till the time the issue proceeds are not fully utilized, the same shall be kept under interest bearing instruments, if applicable.

### (iii) Maximum number of specified securities to be issued:

The resolutions set out in this notice authorize the Board to issue up to maximum of 32,00,000 (Thirty Two Lakh Only) equity shares at a price of Rs. 10/- as per the table specified below:

Sr. No	Name of Proposed Allottee	Maximum Number of Equity Shares proposed to be allotted	Category
1	BIHARIJI INFOTECH PRIVATE LIMITED	400000	Promoter
2	SHUBHAM AHUJA	400000	Non-Promoter
3	ASHISH MUTNEJA	400000	Non-Promoter
4	SATISH KUMAR MALHOTRA	400000	Non-Promoter
5	KAPIL GUPTA	400000	Non-Promoter
6	VIKAS GUPTA	400000	Non-Promoter
7	MUNISH HEMRAJANI HUF	400000	Non-Promoter
8	ILANGHOVAN KRISHNASWAMY RAMAJAYAM	400000	Non-Promoter
<b>Grand Total</b>		<b>3200000</b>	

### (iv) Relevant Date

In terms of the provisions of Chapter V of the SEBI (ICDR) Regulations, Relevant Date for determining the minimum issue price for the Preferential Allotment of the Equity Shares and Convertible Warrants is **Monday, 7<sup>th</sup> October, 2024**, being the date 30 days prior to the date on which the resolution is deemed to be passed.

### (v) Basis on which the Price has been arrived

In terms of Regulation 164(1) of the SEBI ICDR Regulations, 2018, the shares of the company are listed on Metropolitan Stock Exchange of India Limited ("MSEI") for a period of 90 Trading Days or more on Relevant Date; therefore, the aforesaid equity shares shall be allotted in accordance with the price determined in terms of Regulation 164(1) of the SEBI (ICDR) Regulations, 2018. As per the said Regulation, if the shares are frequently traded, the price is required to be determined by taking into account following parameters:





# JOTINDRA INFRASTRUCTURE LIMITED

(Formerly Known as: Jotindra Steel & Tubes Ltd.)

CIN: L27104HR1970PLC005240

Registered Office-14/3 Mathura Road, Sector45, Faridabad 121010, (Haryana) India

Phone : +91-129-2477888 E-mail: jotindra@jotindra.com

Provided that if the Articles of Association of the issuer provide for a method of determination, which results in a floor price higher than that determined under these regulations, then the same shall be considered as the floor price for equity shares to be allotted pursuant to the preferential issue.

Articles of Association of the Company does not provide for any particular method of determination which results in a floor price higher than that determined under SEBI ICDR Regulations.

If the equity shares of the issuer have been listed on a recognized stock exchange for a period of 90 Trading Days or more as on the relevant date, the price of the equity shares to be allotted pursuant to the preferential issue shall be not less than higher of the following:

- a) the 90 Trading Days Volume Weighted Average Price of the related equity shares quoted on the recognized stock exchange preceding the Relevant Date.
- b) the 10 Trading Days Volume Weighted Average Price of the related equity shares quoted on the recognized stock exchange preceding the Relevant Date.

“**Stock Exchange**” for this purpose shall mean any of the recognized stock exchanges in which the equity shares are listed and in which the highest trading volume in respect of the equity shares of the Company has been recorded during the preceding 90 Trading Days prior to the relevant date.

“**Frequently traded shares**” means the shares of the issuer, in which the traded turnover on any recognized stock exchange during the 240 trading days preceding the relevant date, is at least ten per cent of the total number of shares of such class of shares of the issuer.

Provided that where the share capital of a particular class of the issuer company is not identical throughout such period, the weighted average number of total shares of such class of the issuer company shall represent the total number of shares.

Equity Shares of the Company are listed on Metropolitan Stock Exchange of India Limited (“MSEI”) and are most frequently traded at MSEI in terms of Regulation 164(5) of SEBI ICDR Regulations, 2018. Accordingly, the minimum issue price has been calculated on the basis of trading at MSEI at which highest trading volume in respect of equity shares of the company has been recorded during the 240 Trading Days preceding the relevant date. Therefore, in terms of Regulation 164(1) of the SEBI ICDR Regulations, the minimum Issue Price has been computed as Rs. 2.67 per equity shares.

Therefore, in terms of Regulation 164(1) of the SEBI ICDR Regulations and after taking in to consideration minimum price as calculated above, the Issue Price has been fixed as Rs. 10/- per equity shares.

A Certificate regarding arriving at Minimum Price in terms of Regulation 164(1) of SEBI (ICDR) Regulations, 2018 as amended has been taken from Mr. Sanjeet Kumar Sharma, Independent Registered Valuer, IBBI Registration No. IBBI/RV/02/2020/13091 dated 9<sup>th</sup>



# JOTINDRA INFRASTRUCTURE LIMITED

(Formerly Known as: Jotindra Steel & Tubes Ltd.)

CIN: L27104HR1970PLC005240

Registered Office-14/3 Mathura Road, Sector45, Faridabad 121010, (Haryana) India

Phone : +91-129-2477888 E-mail: jotindra@jotindra.com

October, 2024, confirming the minimum price for the preferential issue as per Chapter V of SEBI (ICDR) Regulations, 2018 and the report is made available and published on the website of the Company i.e. <https://jotindra.com>.

- The allotment of warrants are subject to the Investor(s) not having sold any Equity Shares during the 90 trading days preceding the Relevant Date.
- The Company, its Promoters and Directors and Proposed allottees are not declared as wilful defaulter by Reserve Bank of India or not declared as fraudulent borrower and also not declared as fugitive economic offender.

Since the equity shares of the Company have been listed on the recognized Stock Exchanges for a period of more than 90 trading days prior to the Relevant Date, it is not required to re-compute the price per equity share to be issued and therefore, the Company is not required to submit the undertakings specified under Regulations 163(1) (g) and (h) of the SEBI (ICDR) Regulations.

If the Company is required to re-compute the price, then it shall undertake such re-computation and if the amount payable on account of the re-computation of price is not paid by the Proposed Allottees within the time stipulated in the SEBI ICDR Regulations, the equity shares and warrants proposed to be issued pursuant to this resolution would have been continued to be locked in till the time such amount would have paid by the Proposed Allottees\*.

#### **(vi) Amount which the Company intends to raise by way of such equity shares.**

Up to a maximum of Rs. 3,20,00,000/- (Rupees Three Crore Twenty Lakhs Only).

#### **(vii) Intent of the Promoters, Directors or Key Managerial Personnel of the Company to subscribe to the Preferential Allotment**

The following person(s) belonging to Promoter and Promoter Group have shown their intention to subscribe to the proposed issue:

Sr. No.	Name of Proposed Allottees	Category	Maximum Number of equity shares proposed to be allotted
1	BIHARIJI INFOTECH PRIVATE LIMITED	Promoter	400000
	<b>TOTAL</b>		<b>400000</b>

Apart from above, none of the Promoters, Directors or Key Managerial Personnel of the Company intent to subscribe to the present preferential allotment.



# JOTINDRA INFRASTRUCTURE LIMITED

(Formerly Known as: Jotindra Steel & Tubes Ltd.)

CIN: L27104HR1970PLC005240

Registered Office-14/3 Mathura Road, Sector45, Faridabad 121010, (Haryana) India

Phone : +91-129-2477888 E-mail: jotindra@jotindra.com

## (viii) Time frame within which the Preferential Allotment shall be completed

Pursuant to the provisions of Regulation 170 of SEBI (ICDR) Regulations, the allotment of equity shares shall be made by the company within a period of Fifteen (15) days from the date of passing of this resolution provided that where the issue and allotment of the said equity shares is pending on account of pendency of any regulatory approval, then such issue and allotment shall be completed within a period of Fifteen (15) days from the date of receipt of last of such approvals.

## (ix) Principal terms of assets charged as securities

Not applicable.

## (x) Shareholding pattern of the Company before and after the Preferential Allotment of warrants on fully diluted basis is given as under.

Sr. No.	Category	Pre -Issue		Post Issue	
		No. of Shares Held	% of shareholding	No. of Shares Held	Percentage of Shareholding Post Preferential/ Fully Diluted Capital#
<b>A</b>	<b>Promoter's holding:</b>				
1	<b>Indian</b>				
	Individuals/ HUF	1824346	37.4398	1824346	22.60
	<b>TOTAL</b>	<b>1824346</b>	<b>37.4398</b>	<b>1824346</b>	<b>22.60</b>
	Bodies Corporate	795354	16.3225	1195354	14.81
	Trust	0	0	0	0
2	<b>Foreign Promoters</b>	0	0	0	0
	<b>Sub Total (A)</b>	<b>2619700</b>	<b>53.7623</b>	<b>3019700</b>	<b>37.41</b>
<b>B</b>	<b>Non-Promoters' holding:</b>				
1	<b>Institutional Investors</b>	0	0	0	0
	Mutual Funds	0	0	0	0
	Venture Capital Funds	0	0	0	0
	Alternate Investment Funds	0	0	0	0
	Foreign Venture Capital Investors	0	0	0	0
	Foreign Portfolio Investors	0	0	0	0



# JOTINDRA INFRASTRUCTURE LIMITED

(Formerly Known as: Jotindra Steel & Tubes Ltd.)

CIN: L27104HR1970PLC005240

Registered Office-14/3 Mathura Road, Sector45, Faridabad 121010, (Haryana) India

Phone : +91-129-2477888 E-mail: jotindra@jotindra.com

delivering value

	Financial Institutions/Banks	950	0.0195	950	0.01
	Insurance Companies	0	0	0	0
	Provident Funds/Pension Funds	0	0	0	0
	Any Other (Specify)	0	0	0	0
	Trust	0	0	0	0
2	Central Government/State Government(s)/ President of India	0	0	0	0
3	Non-Institution Investors	0	0	0	0
	Directors and their relatives (excluding independent directors and nominee directors)	0	0	0	0
	Relatives of promoters (other than immediate relatives of promoters disclosed under 'Promoter and Promoter Group' category)	0	0	0	0
	Individual shareholders holding nominal share capital up to Rs.2 Lakhs	349262	7.1677	349262	4.33
	Individual shareholders holding nominal share capital in excess of Rs. 2 Lakhs	1893430	38.8575	4293430	53.18
	NBFCs Registered with RBI	0	0	0	0
	Employee Trusts	0	0	0	0
	Any Other	240	0.0049	240	0.003
	Non- Resident Indians	1023	0.021	1023	0.01



# JOTINDRA INFRASTRUCTURE LIMITED

(Formerly Known as: Jotindra Steel & Tubes Ltd.)

CIN: L27104HR1970PLC005240

Registered Office-14/3 Mathura Road, Sector45, Faridabad 121010, (Haryana) India

Phone : +91-129-2477888 E-mail: jotindra@jotindra.com

delivering value

	HUF	300	0.0062	400300	4.96
	Bodies Corporate	7844	0.161	7844	0.10
	Clearing Member	0	0	0	0
	Trust	0	0	0	0
	<b>Sub Total (B)</b>	<b>2253049</b>	<b>46.2377</b>	<b>5053049</b>	<b>62.59</b>
	<b>TOTAL (A+B)</b>	<b>4872749</b>	<b>100</b>	<b>8072509</b>	<b>100.00</b>
C.	Employee Stock Grant Scheme (ESGS) Grant Outstanding	0	0	0	0
	<b>Sub Total (C)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
	<b>GRAND TOTAL (A+B+C)</b>	<b>4872749</b>	<b>100%</b>	<b>8072749</b>	<b>100.00</b>

### Notes:

- The above mentioned post preferential issue shareholding pattern of the Company is calculated on basis of assuming full subscription of equity shares to be allotted under the present issue.
- The pre-preferential shareholding pattern is prepared on the basis of 04<sup>th</sup> October, 2024.

(xi) Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any

The details of natural persons is given only for the purpose to know natural persons. However, the aforesaid proposed allottee will be beneficially shareholder of the equity shares that may be allotted.

S. No.	Name of the Proposed Allottee	Natural persons who are the ultimate beneficial owners <sup>1</sup>	Pre-Issue Shareholding <sup>2</sup>		No. of equity shares to be allotted	Post Preferential issue/Fully Diluted Capital Shareholding <sup>3</sup>	
			No. of equity shares	% age		No. of equity shares	% age <sup>4</sup>
A	<b>Promoter Group</b>						
1	BIHARIJI INFOTECH PRIVATE LIMITED	Mr. Akhil Kumar Surekha	Nil	NA	400000	400000	4.95
B	<b>Non-Promoter</b>						



# JOTINDRA INFRASTRUCTURE LIMITED

(Formerly Known as: Jotindra Steel & Tubes Ltd.)

CIN: L27104HR1970PLC005240

Registered Office-14/3 Mathura Road, Sector45, Faridabad 121010, (Haryana) India

Phone : +91-129-2477888 E-mail: jotindra@jotindra.com

2	SHUBHAM AHUJA	NA	Nil	NA	400000	400000	4.95
3	ASHISH MUTNEJA	NA	Nil	NA	400000	400000	4.95
4	SATISH KUMAR MALHOTRA	NA	Nil	NA	400000	400000	4.95
5	KAPIL GUPTA	NA	Nil	NA	400000	400000	4.95
6	VIKAS GUPTA	NA	5	0.0001	400000	400005	4.95
7	MUNISH HEMRAJANI HUF	Munish Hemrajani	NIL	NA	400000	400000	4.95
8	ILANGHOVAN KRISHNASWAMY RAMAJAYAM	NA	Nil	NA	400000	400000	4.95

**Note:**

1. The details of natural persons are given only for the purpose to know natural persons. However, the aforesaid proposed allottee will be beneficially shareholder of the equity shares that may be allotted.
2. Pre issue shareholding is as on 04<sup>th</sup> October, 2024.
3. Post Preferential Shareholding/Diluted Capital and percentage has been calculated assuming full subscription of equity shares to be issued under the said issue.
4. There shall not be any change in control consequent to the present preferential issue of equity shares and convertible warrants.

**(xii) Lock-in Period**

The equity shares to be issued and allotted and equity shares to be issued and allotted pursuant to conversion of warrants on preferential basis shall be subject to lock-in as provided in the applicable provisions of the Regulation 167 of the SEBI (ICDR) Regulations.

The entire pre-preferential allotment shareholding of the allottees, if any, shall be locked-in from the relevant date up to a period of 90 trading days from the date of trading approval.

Provided that in case of convertible securities or warrants which are not listed on stock exchanges, the entire pre-preferential allotment shareholding of the allottees, if any, shall be locked-in from the relevant date up to a period of 90 trading days from the date of allotment of such securities.

**(xiii) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer.**

This is not applicable in the present case since the Company, being a listed Company, the pricing is in terms of the SEBI (ICDR) Regulations. Further, the proposed allotment is for cash consideration.

**(xiv) The Current and proposed Status of the allottee (s) post the preferential issues are as under:**

Sr. No.	Name of Proposed Allottee(s)	Current Status of proposed allottee	Proposed Status of allottees
<b>A</b>	<b>Promoter Group</b>		
1	BIHARIJI INFOTECH PRIVATE LIMITED	Not holding any shares	Promoter Group
<b>B</b>	<b>Non-Promoter Group</b>		
2	SHUBHAM AHUJA	Not holding any shares	Non-Promoter
3	ASHISH MUTNEJA	Not holding any shares	Non-Promoter
4	SATISH KUMAR MALHOTRA	Not holding any shares	Non-Promoter
5	KAPIL GUPTA	Not holding any shares	Non-Promoter
6	VIKAS GUPTA	Is holding 5 shares	Non-Promoter
7	MUNISH HEMRAJANI HUF	Not holding any shares	Non-Promoter
8	ILANGHOVAN KRISHNASWAMY RAMAJAYAM	Not holding any shares	Non-Promoter

**(xv) Undertakings**

- a) None of the Company, its Promoters and Directors is declared as wilful defaulter and fraudulent borrowers by Reserve Bank of India and also not declared as fugitive economic offender as defined under the SEBI (ICDR) Regulations.
- b) The Company is eligible to make the Preferential Allotment to its Promoter and Non-Promoter under Chapter V of the SEBI (ICDR) Regulations.
- c) As the equity shares have been listed for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(2) of the SEBI (ICDR) Regulations governing re-computation of the price of shares shall not be applicable.
- d) The Company hereby undertakes that it shall re-compute the price of the Equity Shares in terms of the provisions of the SEBI (ICDR) Regulations where it is required to do so, until the amount so payable is not paid within the time stipulated under SEBI (ICDR) Regulations, the Equity Shares and Warrants shall continue to be locked -in till the time such amount is paid by the proposed allottees.
- e) The Equity Shares held by the proposed allottees if any in the Company are in dematerialized form only.



# JOTINDRA INFRASTRUCTURE LIMITED

(Formerly Known as: Jotindra Steel & Tubes Ltd.)

CIN: L27104HR1970PLC005240

Registered Office-14/3 Mathura Road, Sector45, Faridabad 121010, (Haryana) India

Phone : +91-129-2477888 E-mail: jotindra@jotindra.com

- f) The allotment of equity shares does not require making of a public offer as it is below the prescribed threshold limit for making of a public offer in terms of the SEBI (ICDR) Regulations.
- g) Due to above preferential allotment of the equity shares no change in management control is contemplated. The aforesaid allottee(s) shall be required to comply with the relevant provisions of the SEBI (ICDR) Regulations.
- h) The company has complied with the requirement of listing obligation i.e., maintaining a minimum of 25% of the paid-up capital in the hands of the public.
- i) **Report of Independent Registered Valuer:** As the said Preferential Issue is not being made for consideration other than cash, valuation report from Independent Valuer is not required for the said Preferential Issue. However valuation report from Independent Registered Valuer has been taken in terms of Regulation 164(1) of SEBI ICDR Regulations, 2018.

## (xvi) Practicing Company Secretary's Certificate

The Certificate from Mr. Pawan Kumar Mishra, Company Secretary in Practice (Membership No. FCS 4305), certifying that the Preferential Allotment is being made in accordance with the requirements of Regulation 163 (2) of Chapter V of the SEBI (ICDR) Regulations, has been obtained and the same shall be available for inspection at our website at [www.pgil.com](http://www.pgil.com)

## (xvii) Approval under the Companies Act:

Section 62 of the Companies Act, 2013 provides inter-alia, that when it is proposed to increase the issued capital of a company by allotment of further shares or specified securities etc., such further shares/specified securities shall be offered to the existing member(s) of the company in the manner laid down in the section unless the Members in general meeting decide otherwise by passing a special resolution. Therefore, the consent of the shareholders is being sought pursuant to the provisions of section 62(1)(c) of the Companies Act, 2013 and all other applicable provisions, SEBI Guidelines or regulations and the provisions of the Listing Agreement with the Stock Exchange(s) for authorizing the Board to offer, issue and allot equity shares as stated in the resolution, which would result in a further issuance of securities of the Company to the promoters and non-promoters on a preferential allotment basis, in such form, manner and upon such terms and conditions as the Board may in its absolute discretion deem fit.

In accordance with the provisions of Sections 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI (ICDR) Regulations, approval of the Members for issue and allotment of equity shares to entities belonging to the Promoter Group and Non-Promoter Group, is being sought by way of a "Special Resolution" as set out





delivering value

# JOTINDRA INFRASTRUCTURE LIMITED

(Formerly Known as: Jotindra Steel & Tubes Ltd.)

CIN: L27104HR1970PLC005240

Registered Office-14/3 Mathura Road, Sector45, Faridabad 121010, (Haryana) India

Phone : +91-129-2477888 E-mail: jotindra@jotindra.com

in the said Item No. 1 of the Notice. Provided that the aforesaid preferential issues would be within the Authorized Share Capital of the Company.

None of the Directors and KMPs except those mentioned above are concerned or interested financially or otherwise in this resolution.

By Order of the Board of Directors of  
Jotindra Infrastructure Limited  
Sd/-  
Nimanshu Singh  
Company Secretary & Compliance Officer  
Membership No.: 68281

Date: 9<sup>th</sup> October, 2024

Place: Faridabad

CIN: L27104HR1970PLC005240

Regd. Office: 14/3 Mathura Road, Sector 45, Faridabad 121010, (Haryana) India

E-mail: [jotindrasteelandtubes@gmail.com](mailto:jotindrasteelandtubes@gmail.com)

Website: <https://jotindra.com/>



# JOTINDRA INFRASTRUCTURE LIMITED

(Formerly Known as: Jotindra Steel & Tubes Ltd.)

CIN: L27104HR1970PLC005240

Registered Office-14/3 Mathura Road, Sector45, Faridabad 121010, (Haryana) India

Phone : +91-129-2477888 E-mail: jotindra@jotindra.com

delivering value

## 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 1/2024-25 Extra-Ordinary General Meeting (“EGM”) of the Members of Jotindra Infrastructure Limited(Formerly Known as Jotindra Steel and Tubes Limited) be held on **Wednesday, the 6<sup>th</sup> day of November, 2024** at 11:30 A.M at the Registered Office of the Company and at any adjournment thereof in respect of such resolution as is indicated below:

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

Sl. No.	Resolution	For	Against
1.	Special Business:: ISSUE OF EQUITY SHARES TO PERSON(S) BELONGING TO PROMOTER CATEGORY AND TO PERSON(S) BELONGING TO NON-PROMOTER CATEGORY ON PREFERENTIAL BASIS, AND FOR THAT PURPOSE TO CONSIDER AND PASS THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION:-		

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.



# JOTINDRA INFRASTRUCTURE LIMITED

(Formerly Known as: Jotindra Steel & Tubes Ltd.)

CIN: L27104HR1970PLC005240

Registered Office-14/3 Mathura Road, Sector45, Faridabad 121010, (Haryana) India

Phone : +91-129-2477888 E-mail: jotindra@jotindra.com

## Attendance Slip

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

I hereby record my presence at the 1/2024-25 Extra-Ordinary General Meeting (“EGM”) held at 14/3, Mathura Road, Faridabad, Haryana, 121010 IN on Wednesday, the 6th day of November, 2024 at 11:30 Am.

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.

**Form No. MGT- 12**

**Polling Paper**

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1) (c) of the Companies (Management and Administration) Rules, 2014]

Name of the Company: Jotindra Infrastructure Limited (Formerly Known as Jotindra Steel and Tubes Limited).

Registered Office: 14/3, Mathura Road, Faridabad, Haryana, 121003 IN

CIN: L27104HR1970PLC005240

BALLOTPAPER- 1/2024-25 Extra-Ordinary General Meeting (“EGM”)

S. No	Particulars	Details
1	Name of the first named Shareholder(In Block Letters)	
2	Postal address	
3	Registered Folio No./*Client ID No. (*applicable to investors holding shares in dematerialized form)	
4	Class of Share	Equity Shares of Rs. 10/- each

I hereby exercise my vote in respect of Ordinary/Special Resolutions enumerated below by recording my assent or dissent to the said resolutions in the following manner:

Item Sl. No.	Item No.	No. Of Shares held by me	I assent to the resolution	I dissent From the resolution
	SPECIAL BUSINESS Special Resolution			
1	ISSUE OF EQUITY SHARES TO PERSON(S) BELONGING TO PROMOTER CATEGORY AND TO PERSON(S) BELONGING TO NON-PROMOTER CATEGORY ON PREFERENTIAL BASIS, AND FOR THAT PURPOSE TO CONSIDER AND PASS THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION:-			

Place:

Date:

(Signature of the shareholder)



# JOTINDRA INFRASTRUCTURE LIMITED

(Formerly Known as: Jotindra Steel & Tubes Ltd.)

CIN: L27104HR1970PLC005240

Registered Office-14/3 Mathura Road, Sector45, Faridabad 121010, (Haryana) India

Phone : +91-129-2477888 E-mail: jotindra@jotindra.com

Route map of Venue of 1/2024-25 EXTRA-ORDINARY GENERAL MEETING of the members of JOTINDRA INFRASTRUCTURELIMITED( Formerly Known as JOTINDRA STEEL AND TUBES LIMITED) to be held on 06.11.2024 is attached herewith-

