

# JOTINDRA INFRASTRUCTURE LIMITED

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

CIN: L27104HR1970PLC005240

Registered Office-14/3 Mathura Road, Sector 45, Faridabad 121010, (Haryana) India

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

## POSTAL BALLOT NOTICE

Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014

Dear Members,

**NOTICE** is hereby given that pursuant to the provisions of Section 108, 110 of the Companies Act, 2013 (**"the Act"**), and other applicable provisions of the Act read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (**"the Rules"**), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"Listing Regulations"**), Secretarial Standard on General Meetings (**"SS-2"**) issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification or re-enactment thereof for the time being in force and as amended from time to time), guidelines prescribed by the Ministry of Corporate affairs (**"MCA"**), Government of India, for holding general meeting / conducting postal ballot process through electronic voting (**remote e-voting**) vide General Circular Nos. 14/2020 dated 08.04.2020 and 17/2020 dated 13.04.2020 read with other relevant circulars, including General Circular No.20/2021 dated 08.12.2021, issued by the MCA (**"MCA Circulars"**), the following items of special business are proposed to be passed by the Members of JOTINDRA INFRASTRUCTURE LIMITED (FORMERLY KNOWN AS JOTINDRA STEEL AND TUBES LIMITED) (**"the Company"**) by means of Postal Ballot through remote e-voting (**"e-voting"**).

An Explanatory Statement pursuant to Section 102, 110 and other applicable provisions, if any, of the Act, pertaining to the said resolutions setting out the material facts and the reasons thereof is annexed to the Postal Ballot Notice (**"Notice"**), for your consideration.

Pursuant to Rule 22(5) of the Management Rules, Mrs. Sanmeet Kaur (Company Secretary, in Whole-time Practice) (Membership No. – A54115), has been appointed as the **"Scrutinizer"**, to scrutinize the e-voting process in a fair and transparent manner.

The remote e-voting period commences from 09.00 a.m. (IST) on Saturday, January 18, 2025 and ends at 05.00 p.m. (IST) on Sunday, February 16, 2025. Members are requested to peruse the proposed resolution along with the explanatory statement, carefully read the instructions in the Notes to this Notice and cast their vote electronically by indicating Assent (For) or Dissent (Against) for the said Resolution not later than 05:00 p.m. (IST) on Sunday, February 16, 2025 (the last day to cast vote electronically).

Upon completion of the scrutiny of e-voting, the Scrutinizer will submit a report to the Managing

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Director or to any other person of the Company duly authorised by the Managing Director in this regard, who shall countersign the same. The result of e-voting shall be intimated to Metropolitan Stock Exchange within a period of 2 working days (not exceeding 3 days) from the conclusion of the e-voting. The results would also be uploaded on the websites of the Company at <https://jotindra.com/> the stock exchanges and at the National Securities Depository Limited (“NSDL”) at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

The resolution, if passed by the requisite majority, shall be deemed to have been passed on Sunday, February 16, 2025 i.e. the last date specified for e-voting.

## **SPECIAL BUSINESS**

### PROPOSED RESOLUTIONS

#### **1. Increase in Authorised Share Capital and consequent alteration to the Capital Clause of the Memorandum of Association**

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

**“RESOLVED THAT** in accordance with the provisions of Sections 13, 61, 64 and all other applicable provisions of the Companies Act, 2013 and rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company, approval of the members be and is hereby accorded to increase the Authorised Share Capital of the Company from Rs. 10,00,00,000/- (Rupees Ten Crore Only) divided into 1,00,00,000 (One Crore) equity shares of Rs. 10 each/- (Rupees 10 each) each to Rs. 30,00,00,000/- (Rupees Thirty Crore Only) divided into 3,00,00,000 (Three Crore) equity shares of Rs. 10 each/- (Rupees 10 each) by the creation of additional Capital of Rs. 20,00,00,000/- (Rupees Twenty Crore Only) divided into 2,00,00,000 (Two Crore) equity shares of Rs. 10 each/- (Rupees 10) each and consequently, the existing Clause V of the Memorandum of Association of the Company be and is hereby altered and substituted by the following as new Clause V:

**V. The Authorized Share Capital of the Company is Rs. 30,00,00,000/- (Rupees Thirty Crore) divided into 3,00,00,000 (Three Crore) Shares of Rs. 10/- (Rupees Ten) each**

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as ‘Board’) be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects..”



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## 2. To approve the requests received from person belonging to the promoter and promoter group of the Company, for re-classification from the 'promoter and promoter group' category to 'public' category shareholder-

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

**“RESOLVED THAT** pursuant to Regulation 31A and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory amendments made thereto) and other applicable laws and subject to necessary approvals from the stock exchanges where the equity shares of the Company are listed namely Metropolitan Stock Exchange of India Limited (“Stock Exchange”), and other appropriate statutory authorities as may be required, approval of the members of the Company be and is hereby accorded for re-classification of the following persons from the ‘promoter and promoter group’ category to the ‘public’ category shareholder:

Sr. No	Name	Category	No. of Shares Held	% Percentage
1.	Navneet Kumar Sureka	Promoter	391987	4.85
2.	Quality Synthetic Industries Limited	Promoter	130208	1.61
3.	Sureka Tubes Industries Private Limited	Promoter Group	202621	2.5

**RESOLVED FURTHER THAT** upon receipt of the necessary approval(s) from the Stock Exchange(s) for reclassification of the above persons, the Company shall effect such re-classification in the statement of shareholding pattern from the immediate succeeding quarter under Regulation 31 of the Listing Regulations, and shall ensure necessary compliance under Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and other laws, as may be applicable.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the foregoing resolution, Mr. Akhil Kumar Sureka Managing Director and Mr. Nimanshu Singh, Company Secretary, be and are hereby severally authorized on behalf of the Company to do, either by themselves or through delegation to any person, as they may in their absolute discretion deem fit, all such acts, deeds, matters and things as they may at their discretion deem necessary or expedient for such purpose, and make all necessary filings including but not limited to making applications to the Stock Exchanges to seek their approval for the re-

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classification in accordance with the Listing Regulations and other applicable laws, if any, and to execute all such deeds, documents or writings as are necessary or expedient, to settle any questions, difficulties or doubt that may arise in this behalf.”

### 3. Appointment of Mr. VISHNU KUMAR SUREKA (DIN: 00060160) 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 Section 150 and Section 152 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s), Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or re-enactment thereof for the time being in force) and 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, Mr. VISHNU KUMAR SUREKA (DIN: 00060160) who was appointed by the Board of Directors as an Additional (Non-executive, Non-Independent) Director of the Company, with effect from **THURSDAY, 5<sup>TH</sup> DECEMBER, 2024** 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 under Section 160 of the Act proposing his candidature for the office of Director, and who has submitted his consent in the prescribed format in support thereof be and is hereby appointed as a Director of the Company, 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 of  
Jotindra Infrastructure Limited  
Sd/-  
Nimanshu Singh  
Company Secretary & Compliance Officer  
Membership No.: 68281

Date: 16<sup>th</sup> January, 2025

Place: Faridabad

CIN: L27104HR1970PLC005240

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

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## Notes:

1. The Explanatory Statement pursuant to Section 102 read with Section 110 of the Act setting out material facts pertaining to the resolution, is annexed hereto for your consideration and forms part of this Notice.
2. The relevant details, pursuant to the provisions of SEBI LODR and SS-2, in respect of Director seeking appointment are also annexed hereto.
3. The Notice is being sent to all the members, whose names appear on the Register of Members/ List of Beneficial Owners as on 10<sup>th</sup> January, 2025. In compliance with MCA Circulars, the Notice is being sent to members only in electronic form to the e-mail addresses registered with their Depository Participants (in case of electronic shareholding)/the Company's Registrar and Transfer Agent (in case of physical shareholding). Physical copies of the Notice are not being sent to the members for this Postal Ballot. Therefore, those members who have not yet registered their e-mail addresses are requested to get their e-mail addresses registered by following the procedure given below in e- voting instructions.
4. The Notice is also available on the website of the Company at <https://jotindra.com/> on the website of stock exchange i.e. Metropolitan Stock Exchange <https://www.msei.in/> respectively and on the website of the NSDL i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
5. In compliance with the provisions of Sections 108 and 110 of the Act, read with the Management Rules and Regulation 44 of SEBI LODR, the Company is offering e-voting facility to all the members of the Company to enable them to cast their votes electronically. The Company has engaged the services of NSDL to provide e-voting facility to its members. The instructions for e-voting are annexed to this Notice.
6. The voting rights of the members shall be in proportion to their holding of Equity Shares with the paid-up equity share capital of the Company as on **Friday, January 10, 2025** ("Cut-Off date"). Only those members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-Off date will be entitled to cast their votes by e-voting. A person who is not a member as on the Cut-Off date should treat this Notice for information purposes only.
7. Facility to exercise vote by Postal Ballot by voting through electronic means will be available during the following period:
  - Commencement of voting: 09.00 a.m. (IST) on Saturday, January 18, 2025 and ends at 05.00 p.m. (IST) on Sunday, February 16, 2025 (both days inclusive).
  - The facility for voting through electronic means will be disabled for voting by NSDL upon expiry of the aforesaid voting period.



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8. All the relevant documents referred to in this Notice and explanatory statement shall be available for inspection by the members through electronic mode up to the last date specified for e-voting. The members may write to the Company at [jotindrasteelandtubes@gmail.com](mailto:jotindrasteelandtubes@gmail.com) in this regard.

9. A member cannot exercise his/her vote through proxy on postal ballot. However, corporate and institutional members shall be entitled to vote through their authorized representatives. Corporate and institutional members are requested to provide a proof of authorization (board resolution/authority letter/power attorney, etc.) in favour of their authorised representatives to the scrutinizer through e-mail to [cssanmeetkaur@gmail.com](mailto:cssanmeetkaur@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

10. Further, SEBI vide notification dated January 24, 2022 has amended Regulation 40 of SEBI LODR and has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, members are therefore advised to dematerialize the shares held by them in physical form.

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

Date: 16<sup>th</sup> January, 2025

Place: Faridabad

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## INSTRUCTIONS FOR ELECTRONIC VOTING BY MEMBERS-

### 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	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.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.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon</li> </ol>



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	<p>“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 <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.</p> <p>4. 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> <p><b>NSDL Mobile App is available on</b></p> <p> <b>App Store</b>       <b>Google Play</b></p> <div style="display: flex; justify-content: space-around;">   </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 e voting 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</li> </ol>





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	<p>system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>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.</p> <p>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.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	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.

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
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



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	<a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

## B) Login Method 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*****.



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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 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**

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.



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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.
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.
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 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.



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# JOTINDRA INFRASTRUCTURE LIMITED

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

CIN: L27104HR1970PLC005240

Registered Office-14/3 Mathura Road, Sector 45, Faridabad 121010, (Haryana) India

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

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 : 022 - 4886 7000 and 022 - 2499 7000 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 [Jotindrasteelandtubes@gmail.com](mailto: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](mailto: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](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.](#)



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## EXPLANATORY STATEMENT

[Pursuant to the provisions of Section 102 of the Act and SEBI LODR]

### Item No.-1

Presently, the Authorised Share Capital of the Company is Rs. 10,00,00,000/- (Rupees Ten Crore Only) divided into 1,00,00,000 (One Crore) equity shares of Rs. 10 each/- (Rupees 10 each).

Considering the size and operations of the Company and in order to facilitate any further capital issuances, the Board of Directors at its meeting held on FRIDAY, 10<sup>th</sup> JANUARY, 2025, have recommended to increase the Authorised Share Capital to Rs. 30,00,00,000/- (Rupees Thirty Crore Only) divided into 3,00,00,000 (Three Crore) equity shares of Rs. 10 each/- (Rupees 10 each) by the creation of additional Capital of Rs. 20,00,00,000/- (Rupees Twenty Crore Only) divided into 2,00,00,000 (Two Crore) equity shares of Rs. 10 each/- (Rupees 10 each).

The increase in the Authorised Share Capital as aforesaid would require consequential alteration to the existing Clause V of the Memorandum of Association of the Company. The increase in the Authorised Share Capital and consequential alteration to Clause V of the Memorandum of Association of the Company requires members' approval in terms of Sections 13 and 61 of the Companies Act, 2013.

Accordingly, approval of members is sought for passing the ordinary resolution set out at Item No. 1 of this Postal Ballot Notice.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of this Postal Ballot Notice.

The Board of Directors of the Company recommends the resolution as set out in item No. 1 of the Notice for the approval of the members of the Company as an ordinary resolution.

### Item No.2-

The Company had received a request letter dated 7<sup>th</sup> January, 2025 from the person belonging to the promoter and promoter group of the Company for re-classification from the 'promoter and promoter group' category to 'public' category shareholder in accordance with Regulation 31A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations"):



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Sr. No.	Name	Category	No. of Shares Held	% Percentage
1.	Navneet Kumar Sureka	Promoter	391987	4.85
2.	Quality Synthetic Industries Limited	Promoter	130208	1.61
3.	Sureka Tubes Industries Private Limited	Promoter Group	202621	2.5

Each of the aforesaid promoters are neither a part of the Board of Directors of the Company nor hold any Key Managerial Position in the Company. Further, in the letter so received from promoter it was confirmed the aforesaid promoters do not participate in the management of the Company in any manner or capacity and do not have any special rights in the Company through formal or informal arrangements, including any shareholder agreement.

In view of the above, and on the basis of the rationale, the Board of Directors of the Company, at its meeting held on 10.01.2025, analyzed the requests and in compliance with Regulation 31A of the Listing Regulations, approved the request for re-classification, inter alia subject to approval by the members, the stock exchange where the shares of the Company are listed namely Metropolitan Stock Exchange of India Limited ( "Stock Exchange"), and/or such other approval, if any as may be necessary in this regard.

As required under Regulation 31A(8) of the Listing Regulations, the Company has intimated the Stock Exchanges of receipt of reclassification request on 8<sup>th</sup> January, 2025 and the extract of the minutes of the meeting of the Board of Directors of the Company approving the re-classification was submitted to the Stock Exchange on 10<sup>th</sup> January 2025.

In accordance with Regulation 31A(3)(a)(iii) of the Listing Regulations, the reclassification of status of a shareholder holding more than one percent of the total voting rights in the Company, from the 'promoter and promoter group' category to the 'public' category, inter alia requires approval of the members of the Company by way of an ordinary resolution. Therefore, the aforesaid request for re-classification is being placed before the members of the Company for approval by way of an ordinary resolution.

The Company is in compliance with the requirement for minimum public shareholding as required under Regulation 38 of the Listing Regulations, does not have trading in its shares suspended by the Stock Exchanges and does not have any outstanding dues to the Securities and Exchange Board of India, the Stock Exchanges or the depositories.

Further, the promoter(s) seeking reclassification and persons related to them shall not vote to approve such reclassification request.

The Board of Directors of the Company recommends the resolution as set out in item No. 2 of the Notice

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for the approval of the members of the Company as an ordinary resolution.

## **Item No.-3**

Mr. VISHNU KUMAR SUREKA (DIN: 00060160) who was appointed as the Additional Director by the Board of Directors of the Company in their meeting held on 05.12.2024 as per the provisions of Section 161 of the Companies Act, 2013, Mr. VISHNU KUMAR SUREKA 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 Mr. VISHNU KUMAR SUREKA

The Company has received, inter alia, the following consents, declarations and confirmations from Mr. VISHNU KUMAR SUREKA 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 He 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, Mr. VISHNU KUMAR SUREKA possess the requisite skills and capabilities required for the role of a Director of the Company, considering his qualifications, rich experience and expertise. A brief profile of Mr. VISHNU KUMAR SUREKA, alongwith additional details as required under Regulation 36 of SEBI LODR and SS-2, are given in Annexure to this Notice.

Mr. VISHNU KUMAR SUREKA is the Father of Mr. Akhil Kumar Sureka who is the Managing Director of the Company.

Except Mr. VISHNU KUMAR SUREKA and his relatives, none of the other Directors, Key Managerial Personnel other than Mr. Akhil Kumar Sureka 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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For any queries, clarifications or grievances related to the postal ballot process, electronic voting process, etc. Members may contact the following:

Nimanshu Singh  
Company Secretary  
Tel.: +91 9953923350  
Email: [CS1@SARVOME.COM](mailto:CS1@SARVOME.COM)

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

Date: 16<sup>th</sup> January, 2025

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/>

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## ADDITIONAL INFORMATION ON DIRECTOR SEEKING APPOINTMENT

Details of Director seeking appointment pursuant to Regulation 36 of SEBI LODR

Name	Mr. VISHNU KUMAR SUREKA
Director Identification Number	00060160
Age	74 years
Qualification	Mr. VISHNU KUMAR SUREKA is a Graduate.
Experience	More than 42 years
Nature of expertise in specific functional areas	<ul style="list-style-type: none"> <li>• Digital Skills</li> <li>• Brand Building</li> <li>• Retail &amp; GTM</li> <li>• Leadership</li> <li>• Entrepreneurship</li> <li>• Corporate Strategy &amp; Planning</li> <li>• M&amp;A, Strategy &amp; Investment Management</li> <li>• Global business &amp; Consumer Understanding</li> <li>• Corporate Governance, Risk &amp; Compliance</li> </ul>
Brief resume of the Director	Mr. Vishnu Kumar Sureka is having a rich experience of more than 42 years in the Management division of businesses. He has highly effective leadership quality with proven ability to drive complex strategic initiatives that align with corporate vision.

Date of first appointment	05.12.2024
Terms and conditions of appointment	<p>It is proposed to appoint Mr. VISHNU KUMAR SUREKA as a Non-Executive (Non-Independent) Director of the Company, liable to retire by rotation.</p> <p>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. <a href="https://jotindra.com/">https://jotindra.com/</a></p>
Remuneration last drawn	Not applicable



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Remuneration proposed to be given	The Non-Executive Director shall be entitled to receive remuneration by way of sitting fees for attending the meetings of the Board and Committees thereof, the sitting fees 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	1. SRI NARAYAN RAJKUMAR MERCHANTS LIMITED 2. BIHARIJI ISPAT UDYOG LIMITED
Directorships held in other Companies/Branches	1. JST ENGINEERING SERVICES PRIVATE LIMITED 2. EUROSPA TOWELS PRIVATE LIMITED
Memberships/Chairmanships of committees of other Companies	→ Member in Stakeholders Relationship Committee of SRI NARAYAN RAJKUMAR MERCHANTS LIMITED → Chairman in Stakeholders Relationship Committee of BIHARIJI ISPAT UDYOG LIMITED → Member in Nomination and Remuneration Committee of BIHARIJI ISPAT UDYOG LIMITED
Number of shares held in the Company	908293 shares
Relationship with other Directors and Key Managerial Personnel or their respective relatives	He is a Father of Akhil Kumar Sureka who is a Managing Director of the Company.