

ANNUAL REPORT 2020-21



JYOTI STRUCTURES LIMITED

JYOTI STRUCTURES LIMITED

*BOARD OF DIRECTORS

1. Mr. Rajendra Prasad Singh, appointed as Independent (Non-Executive) Director w.e.f February 2, 2021
2. Mr. Kannan Ramamirtham, appointed as Independent (Non-Executive) Director w.e.f June 15,, 2021
3. Mr. Abhinav R Angirish, appointed as Independent (Non-Executive) Director w.e.f June 15,, 2021 and Re-designated as Director (Non-executive & Nominee) w.e.f August 6, 2021
4. Dr. Govind Prasad Saha. appointed as Additional Director (Non-executive & Independent) w.e.f August 6, 2021
5. Mrs. Monica Akhil Chaturvedi, appointed as Additional Director (Non-executive & Independent) w.e.f August 6, 2021

46th ANNUAL GENERAL MEETING

Day : Monday
Date : September 13, 2021
Time : 11.00 PM through video Conferencing

RESOLUTION PROFESSIONAL& CEO

Ms. Vandana Garg
Erstwhile Resolution Professional
IP Registration no :IBBI/PA-001/IP-P00025/2016-17/10058

CHIEF FINANCIAL OFFICER

Mr. Anil Mishra
Appointed as Interim Chief Financial Officer
by the Committee of Creditors effective from
August 12, 2017, which was later taken on record
by the Company in the Board Meeting dated June 25, 2021.

COMPANY SECRETARY& COMPLIANCE OFFICER

Ms. Sonali K. Gaikwad

STATUTORY AUDITORS

M/s G P Sharma & Co. LLP
Chartered Accountants

BANKERS

Allahabad Bank (Merged with Indian Bank w.e.f April 1, 2020)
Bank of India
Bank of Maharashtra
Canara Bank
Central Bank of India
Corporation Bank (Merged with Union Bank of India
w.e.f April 1, 2020)
Dena Bank (Merged with Bank of Baroda w.e.f April 1, 2019)
EXIM Bank
ICICI Bank
IDBI Bank
Indian Bank
Indusind Bank
Standard Chartered Bank
State Bank of India
Syndicate Bank (Merged with Canara Bank w.e.f April 1, 2020)
UCO Bank
Union Bank of India
Vijaya Bank (Merged with Bank of Baroda w.e.f April 1, 2019)
Phoenix ARC Private Limited. (South Indian Bank)
Assets Care & Reconstruction Enterprises Ltd. (DBS Bank)
DBS Bank(merged with DBS Bank India w.e.f March 1,2019)

REGISTERED OFFICE

Valecha Chambers, 6th Floor, New Link Road,
Andheri (West), Mumbai-400 053
Maharashtra State, India
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CONTENTS

	Page No.
Directors' Report	2
Corporate Governance Report	33
Management Discussions and Analysis	46
Auditors' Report	53
Balance Sheet	66
Statement of Profit and Loss	67
Cash Flow Statement	68
Notes to Financial Statements	70
Changes in Equity	75
Statement relating to subsidiary, joint venture and associate companies in Form AOC 1	114
Consolidated Financial Statements	115

REGISTRARS & SHARE TRANSFER AGENTS

Big Share Services Private Limited
1st Floor Bharat Tin Works Building, Opp.Vasant Oasis,
Makwana Road, Marol, Andheri (East), Mumbai 400059
Tel: +91 22 62638200 | Fax: +91 22 62638299
Email: info@bigshareonline.com

ANNUAL REPORT 2020-21

DIRECTORS' REPORT

Dear Members,

Jyoti Structures Limited

In exercise of powers of the Board of Directors of Jyoti Structures Limited ("**the Company**" / "**JSL**"), hereby presents the 46th Annual Report on business and operations of the Company along with Standalone and Consolidated Audited Financial Statements for the year ended March 31, 2021.

CORPORATE INSOLVENCY RESOLUTION PROCESS FOR THE COMPANY

State Bank of India had filed application under section 7 of the Code for initiation of corporate insolvency resolution process ("CIRP") of the Company before Hon'ble National Company Law Tribunal, Mumbai Bench ("Hon'ble NCLT"). Pursuant to the Order dated July 4, 2017 of Hon'ble NCLT (the "Order"), CIRP was initiated in respect of the Company, under the provisions of the Code and Ms. Vandana Garg was appointed as the interim resolution professional ("IRP") of the Company. Subsequently, on August 12, 2017, the IRP was appointed as the resolution professional ("RP") of the Company by the committee of creditors by e-voting, pursuant to the first meeting of the committee of creditors held on August 10, 2017. As per the provisions of the Code, the management of affairs of the Company and powers of the Board of Directors of the Company were vested with the RP. The ERP is being assisted in managing the day-to-day affairs of the Company by the existing erstwhile management team of the Company and Insolvency Professional Entity team of BDO Restructuring Advisory LLP.

The resolution plan submitted by the successful resolution applicant was approved by Hon'ble NCLT vide its order dated March 27, 2019. In terms of the approved resolution plan, the management of the affairs of the Company has been vested with the RP/ ERP until the date of transfer of control of the Company to the successful resolution applicant/ proposed investors. As on the date of finalization of the financials and the Annual Report for the financial year 20-21, the ERP is managing the Company and the successful resolution applicant is in the process to begin the implementation of the approved resolution plan and subsequently, to take over management and control of the Company from the RP/ ERP.

During the Financial year 20-21, the Covid-19 pandemic spread worldwide rapidly, there by forcing the government to enforce complete lock-down since March 24, 2020 for almost all economic activities except essential services, which are allowed to operate with limited staff strength. India suffered an abrupt ambush by Second wave of Covid-19 which induced yet another lockdown from March 2021 until June 2021. However, during both the lock down periods your company continued its operations by strictly adhering to the minimal staff strength requirement and maintaining social distance as well as other precautions as per government directions.

FINANCIAL RESULTS

Performance of the Company, on standalone basis, for the financial year ended March 31, 2021 is as summarized below:

(In Rs. Lacs)

Particulars	Financial Year Ended 31 st March 2021	Financial Year Ended 31 st March 2020
Income from Operations	-	207.05
Profit before Interest and Depreciation	(25,458.53)	(80,469.09)
Financial Cost	1,49,420.72	1,47,321.74
Depreciation and Amortization (Net)	967.49	,1584.12
Profit / (Loss) before tax	(1,75,846.74)	(2,30,001.63)
Tax Expenses	-	-
Profit/(Loss) after tax	(1,75,846.74)	(2,30,001.63)

Note:

1. The above figures are extracted from the audited Standalone Financial Statements as per Indian Accounting Standards (“**Ind AS**”). For the purpose of transactions to Ind AS, the Company has followed the guidance as prescribed in Ind AS 101 with the First Time Adoption of Indian Accounting Standards, with April 1, 2015 as the transition date and IGAAP as the previous GAAP.
2. The statement includes the figures / amounts for the Quarter ended on date in respect of its eleven unaudited branches at Bangladesh, Bhutan I, Bhutan II, Kenya, Tanzania, Tajikistan, Georgia, Rwanda, Tunisia, South Africa and Uganda as signed / certified by senior employees of JSL. Further the details of three branches at Egypt, Kuwait & Dubai are not available, hence the same have not been considered in the above financials.

INDIAN ACCOUNTING STANDARDS

The Ministry of Corporate Affairs (“**MCA**”), vide its notification in the Official Gazette dated February 16, 2015 notified the Indian Accounting Standards (Ind AS), according to which, certain class of companies, which, inter alia, included all listed companies whose accounting period begins on or after April 1, 2016, are required to comply with the Ind AS. The Ind AS has replaced the existing Indian GAAP prescribed under Section 133 of the Companies Act, 2013 (“**Act**”), read with Rule 7 of the Companies (Accounts) Rules, 2014. For the Company, the Ind AS is applicable from April 1, 2016, with a transition date of April 1, 2015 and IGAAP as the previous GAAP.

Accordingly, Standalone and Consolidated Financial Statements of the Company for the Financial Year 20-21 have been prepared as per the IND AS.

The following are the area which had an impact on account of transition to Ind AS:

Business combinations including recording of intangibles and deferred taxes and accounting for common control transactions.

- Fair Valuation of certain financial instruments
- Employee costs pertaining to defined benefit obligations
- Discounting of certain long-term liabilities
- Share-based payments

The reconciliations and descriptions of the effect of the transition from IGAAP to Ind AS have been provided in the notes of accounts in the standalone and consolidated financial statements.

FUTURE PROSPECTS

India aspires to become a world leading economy, wherein power, energy and electricity sector could help catalyze the process. Undeniably Indian electricity generation as well as distribution quantifies to be the third largest in Asia which persistently grows by the passing day. This creates a huge demand and its corresponding supply for electricity, which warrants huge infrastructural development in the field. The constraints which lead towards energy loss in transmission and distribution needs to be refurbished and necessitates crucial instantaneous up gradation.

Ambitious budget allocation of government of India:

Finance Minister of India Nirmala Sitharaman has allocated INR 3.05 trillion outlay in a parliamentary session for the upgradation of electricity distribution and transmission. As has been stated by the Finance Minister, consequent to the economic development, India is in a dire need of a mechanism that can contribute to support of the rising demand and meeting its supply requirements, hence this would prove to provide the framework to curb down lacunae in the distribution and transmission system. This would help stimulating the efficiency and effectiveness of the transmission and distribution of electricity supply chain management to curtail the transmission loss of India, which is more than twice the world average, amounting to 20% of the loss of generation thereof.

Proposed innovative technologies and vital advancement in the sector:

ANNUAL REPORT 2020-21

1. Revamping the transmission line in Indian electricity ecosystem with following advancements:

- Reconductoring
- Dynamic Line Rating
- Power Flow Controller
- Live Line Reconductoring
- Protective Tower Coating

2. Voltage upgradation:

Indian electricity infrastructure supports hitherto 400 KV line transfer, which has its restrictions in megawatt transfer, while the aspired scale of 1200 KV will allow 6000-8000 MW, which combat the challenges put up with the transmission loss and lack of sound transmission system.

3. Substation:

Electrical and electronic sector in Indian parlance is moving forth gradually with departure from AIS technology of Substation towards GIS technology, which has an ever-rising demand and global impact. Progressive transformation from AIS to GIS can be attributed to various factors in GIS technology such as maintenance, life span, operation, construction, compactness, and installation, which hereby has edge over AIS, when it comes to value addition and performance demarcation.

4. Transitioning from conventional AC transmission system to High-voltage direct current (HVDC) technology:
HVDC extends several merits weighed against the alternating current transmission systems, which primarily entails the liberty for more efficient bulk power transfer over long distances and a reduced amount of transmission loss.

5. New age of solar and wind energy:

Despite of the fact that solar and wind energy provides for a sustainable growth and environmental development; it also provides in diminishing the transmission loss by using Direct Current. Paucity of transmission infrastructure has been alarmingly concerning and need of the hour is to formulate policies to have effective operating mechanism as well as framework in India.

A proposal to seek the Cabinet approval for the Electricity (Amendment) Bill 2021 was circulated in January 2021 and the draft law is likely to be introduced in Parliament in upcoming session. Herein, substantial policy changes have been proposed to be promulgated as an Act which would provide imminent amendments in Indian electricity system regulation.

Jyoti Structure Limited has been excelling in Indian market for over and above three decades. JSL has been a pioneer in the rural electrification, diverse turnkey solutions for High Voltage Power Transmission Lines, Substations and Distribution Lines and high voltage tower testing. The wide arena of scope advancement in the electricity sector, on account of abovementioned technological innovations would expand the range of opportunities in the industry. JSL is not only proficient but also competent enough to sustain the posed impending growth of scope advancement in industry, with solution as well as client-oriented approach.

PERFORMANCE HIGHLIGHTS

At standalone level, the gross revenue from operations stood at NIL during FY 20-21, as compared to INR 207.05 Lacs in the previous year. The operating loss before tax stood at INR 1,75,846.74 Lacs during FY 20-21, as compared to operating loss before tax of INR 2,30,001.63 Lacs in the previous year. The net loss for the FY 20-21 stood at INR 1,75,846.74 Lacs, as compared to net loss of INR 2,30,001.63 Lacs in the previous year.

During the year under review, the Company experienced various challenges persistently all pervasive due to the lack of operating mechanism and effective communication due to the lacunae caused by the lockdown pursuant to the guidelines passed by the governments for regulating COVID 19 efficiently. Additionally, India faced upsurge of Covid 19 cases which eventually lead to Second Wave nationwide while even worsening the already battered economy impacted badly by the first wave.

JYOTI STRUCTURES LIMITED

Owing to the aftermath of partly non-functional management, inoperative Company status quo and non-significant accounting transactions, the Company was confronted with humongous congestion in the decisive ability as well as efficient work execution. This has ensuing effect on the paucity of financial resources, manpower, funds allocation and disbursal, supply network and management which recurringly targeted our already limping financial performance.

TRANSFER TO RESERVES

In view of losses incurred by the Company during the financial year, no amount has been transferred to the General Reserve.

MATERIAL CHANGES AND COMMITMENT AFFECTING FINANCIAL POSITION OF YOUR COMPANY

There has been no change in the business of the Company. However, this is to bring to your notice as stated above that State Bank of India in June 2017 preferred an application for commencement of CIRP of the Company before Hon'ble NCLT, which through its order dated July 4, 2017, ordered initiation of CIRP of the Company and appointed Ms. Vandana Garg as the IRP for the Company. The appointment of Ms. Vandana Garg was confirmed/ approved as the RP of the Company by the Committee of Creditors ("**CoC**") w.e.f. August 12, 2017.

Hon'ble NCLAT, by its Order dated March 19, 2019 remanded the matter back to Hon'ble NCLT to approve the resolution plan as submitted by the Resolution Applicant on March 25, 2018 with some modifications. Hon'ble NCLT by its order dated March 27, 2019 approved the Resolution Plan u/s 31 of IBC, 2016 as was submitted by the Resolution Applicant u/s 30 of the Code.

Considering long delay in implementation of the Approved Resolution Plan by the Resolution Applicant, The ERP, on the advice of the lenders, filed an Application before Hon'ble NCLT, Mumbai Bench in January 2020, for seeking further guidance and instructions to the Resolution Applicant to implement the Approved Resolution Plan in a time bound manner. In response, the Resolution Applicant submitted an Affidavit on December 16, 2020 enlisting the conditions precedent to be fulfilled in a given timeline for implementation of the Approved Resolution Plan. Pursuant to the subsequent order of Hon'ble NCLT, Mumbai Bench dated January 06, 2021, the ERP filed an application with both the stock exchanges - to BSE on January 18, 2021 and NSE on January 20, 2021 - for reclassification of the existing promoters and promoters group public and making Jyoti Structures Ltd. a promoter-less company in compliance to one of the conditions precedent. In conclusion, the Company has received approval on June 25, 2021 from the stock exchanges on the reclassification application and the same has intimated to the Shareholders on June 26, 2021.

In terms of the Approved Resolution Plan, till the date of transfer of control of the Company to the proposed investors, the Company is being managed and controlled by the ERP under the guidance of the Secured Financial Creditors and in close co-ordination with the proposed investors. During this interregnum period, the ERP shall perform the same duties (as it is required to discharge and as may be further stipulated by the monitoring committee) and have the same powers (which she has) during the CIRP and all rights, powers, duties and privileges of the board of directors of the Company.

DIVIDEND

In view of losses incurred during the period under review, the ERP does not recommend any dividend on the equity shares for the financial year ended March 31, 2021.

SHARE CAPITAL AND LISTING OF SHARES

During the year under review, the authorized share capital of the Company as on March 31, 2020 was INR 85,00,00,000/- (Rupees Eighty Five Crores only) divided into 30,00,00,000 (Thirty Crores) numbers of equity shares of INR. 2/- (Rupees Two) each and 25,00,000 (Twenty Five Lakhs) numbers of preference shares of INR 100/- (Rupees One Hundred) each. The authorized share capital structure remained unchanged during the financial year under review.

The paid-up Share Capital of the Company as on March 31, 2021 was INR 46,90,55,420/- (Rupees Forty Six Crores Ninety Lakhs Fifty Five Thousand Four Hundred and Twenty only) and remained unchanged during the financial year under review.

ANNUAL REPORT 2020-21

The equity shares of the Company are listed and traded in compulsory dematerialized form on the BSE Limited and the NSE of India Limited.

Although, it is pertinent to note that the operating framework has suffered an immense set back on account of the impediments due to COVID 19 and deficient mechanism to cope up with the unforeseeable lockdown resulted after the Country was hit abruptly by Second wave of Covid 19, which made coordination with stakeholders and operations quite difficult.

Ms. Sanjeevlata Samdani, the then Company Secretary of JSL resigned from her post vide resignation letter dated May 18, 2018, without serving notice period, with no handover of work/ details/ relevant passwords and documents. Due to no handover of documents and other relevant details. Essentially, due to the abrupt departure of Ms. Sanjeevlata Samdani, position of the company got highly prejudiced, hence there was no suitable candidate to assume the responsibility as Company Secretary. These circumstances left a void in the fulfilment of the compliance requirements of the company, which warranted during the year, several queries in which the Company has received various letters from **NSE** and **BSE** for the Non filing of Compliances under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI LODR**").

Appointment of Ms. Sonali Gaikwad as the Company secretary and Compliance officer was confirmed by te Boards in its meeting hald on December 2019, The said event has intimated to the Stock exchanges as on December 16, 2019.

SUBSIDIARY COMPANIES

We understand that as per Section 129 of the Act, if the Company has any subsidiary (ies) and associate company (ies), the Company along with its Standalone Financial Statements is required to provide Audited Consolidated Financial statements to its shareholders in the Annual General Meeting.

Considering the above, the ERP makes following disclosure for records of members and other stakeholders.

From Section 18 of the Code and the terms of approved resolution plan, we also understand that the ERP shall perform the following duties, namely: -

- (a) Collect all information relating to the assets, finances, and operations of the corporate debtor for determining the financial position of the corporate debtor, including information relating to -
 - (i) Business operations for the previous two years;
 - (ii) Financial and operational payments for the previous two years;
 - (iii) List of assets and liabilities as on the initiation date; and
 - (iv) Any other matters incidental thereof, as may be specified;
- (b) Receive and collate all the claims submitted by creditors to ERP, pursuant to the public announcement made under sections 13 and 15;
- (c) Constitute a committee of creditors;
- (d) monitor the assets of the corporate debtor and manage its operations until an RP is appointed by the committee of creditors;
- (e) file information collected with the information utility, if necessary; and
- (f) take control and custody of any asset over which the corporate debtor has ownership rights as recorded in the balance sheet of the corporate debtor, or with information utility or the depository of securities or any other registry that records the ownership of assets including -
 - (i) assets over which the corporate debtor has ownership rights which may be located in a foreign country;
 - (ii) assets that may or may not be in possession of the corporate debtor;
 - (iii) tangible assets, whether movable or immovable;

- (iv) intangible assets including intellectual property;
 - (v) securities including shares held in any subsidiary of the corporate debtor; financial instruments, insurance policies;
 - (vi) assets subject to the determination of ownership by a court or authority;
- (g) to perform such other duties as may be specified by the Board.

Explanation. – For the purposes of this section, the term “assets” shall not include the following, namely: -

- (a) assets owned by a third party in possession of the corporate debtor held under trust or under contractual arrangements including bailment;
- (b) *assets of any Indian or foreign subsidiary of the corporate debtor; and*
- (c) such other assets as may be notified by the Central Government in consultation with any financial sector regulator.

As per the Code, the management of the affairs of the Company has been vested in the IRP/ RP/ ERP, and not the management or operations of the Indian or foreign subsidiaries of the Company. However, the ERP made multiple attempts to obtain from the Directors or erstwhile Management of Company's subsidiaries and associate companies their respective audited financial results for consolidation purposes.

After all the persistent efforts, financial statements of only few subsidiaries were made available and as a result the consolidated financial statements includes These consolidated results includes results of ten unaudited subsidiaries (including three step down subsidiaries) and two joint ventures for the ended March 31, 2021. Further, in the alignment of accounting policies of foreign subsidiary with that of the holding company has not been done in the absence of relevant information. In the absence of documentary supportings of the transactions, the subsidiary accounts are incorporated in the above statement based on the transactions available in the books of the subsidiaries maintained in the accounting package of the respective subsidiaries as made available. While facilitating the collection and dissemination of the said information, the ERP has relied upon and assumed the accuracy /veracity of information provided without confirmation or verification of their correctness, by placing good faith on Company's/ subsidiary companies' management and the senior accounts and finance team compiling and providing the said financial statements.

In compliance with applicable provisions of the Act, a statement containing the salient features of the financial statements of the subsidiaries/ associates /joint ventures companies is provided in Form AOC-1 for the year ended March 31, 2021, is annexed and forms part of this Report.

Further, pursuant to the provisions of Section 136 of the Act, the financial statements of the Company, consolidated financial statements along with relevant documents are available on the website of the Company <http://jyotisttructures.in/investor.html>.

The audited consolidated financial statements prepared in accordance with the prescribed accounting standards, form part of this Annual Report.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

Owing to the default in repayment of deposits and redemption of debentures including interest thereon, repayment of deposits and interest thereon, the erstwhile Directors before the initiation of CIRP were disqualified with effect from June 27, 2017, as per the provisions of section 164(2)(b) of the Act.

The powers of the Board of Directors were suspended u/s 17 (1) of IBC 2016 by virtue of Hon'ble NCLT Order dated July 4, 2017 and stood vested with the IRP/RP. The appointment of Ms. Vandana Garg was affirmed as the RP of the Company by the Committee of Creditors with effect from August 12, 2017.

ANNUAL REPORT 2020-21

The process of taking over of management and control of the Company by the successful resolution applicant is going on. However, on account of the protracted COVID-19 lockdown induced by the upsurge in Covid 19 cases after blunt thrashing of Second wave in the country, which hitherto is again clamped, has adversely impacted the day-to-day operations of the Company as well as the takeover process has also been adversely affected.

Meanwhile, the MCA has issued General Circular No. 08/2020 dated March 6, 2020 regarding filing forms in Registry (MCA-21) by the Insolvency Professional (Interim Resolution Professional) or Resolution Professional or Liquidator appointed under IBC code, 2016, while the proceeding and implementation of the resolution plan remains undetermined. The Company has filed Form INC 28 as well as Form DIR 12 along with required documents for the inclusion of the Resolution Professional on the Master Data of the Company designating the RP as the CEO and the Authorized Signatory and it is successfully reflected on MCA portal w.e.f March 6, 2020.

The existing directors of the suspended Board, namely Mr. S. D. Kshirsagar, Mr. Kanayo R. Thakur, Mr. Ramesh C. Rawal and Mr. Kalpesh Kikani had expired their tenure and all of them did not get reappointed and the same has been ratified in the 42nd Annual General Meeting. The said event has intimated to the stock exchanges as on February 27, 2019.

The status quo prevailing in the Board forthwith includes Mr. Rajendra Prasad Singh appointed as the Non-Executive and Independent Director as the incumbent to hold office for a term not exceeding three consecutive years starting from February 2, 2021 and sitting fees are paid on such terms and remuneration as finalised with the ERP as the Chairperson of the Board. The term of appointment has been intimated to the stock exchanges as on February 2, 2021

The Company has apprised the stock exchange on the event of sad demise of Mrs. Jyotsna Jamkhadi, Nominee Director as on February 1, 2021.

Mr. Kannan Ramamirtham and Mr. Abhinav Angirish have been expediently appointed as the additional directors (non-executive & Independent), effective from March 17, 2021 and regularized as the Independent Directors for a term not exceeding three years in 45th AGM. The abovementioned appointment would cease to hold effect in the contingent circumstances where the approved resolution plan would not be implemented in the designated time which subsequently would lead to liquidation.

Mr. Anil Mishra who has been appointed and approved in the COC meeting dated August 12, 2017 as Interim CFO and the same has been considered as well as confirmed in the Board meeting of the Company wherein he was approved to be appointed as the CFO with effect from June 25, 2021.

Ms. Sanjeevlata Samdani resignation as Company Secretary of the Company tendered on May 18, 2018 was accepted with effect from October 3, 2019 in Board Meeting (ERP) held on December 16, 2019. The said event has intimated to the stock exchanges as on October 11, 2019.

Appointment of Ms. Sonali Gaikwad as Company Secretary and Compliance officer was confirmed by the Board in its meeting held on December 16, 2019. The said event has intimated to the stock exchanges as on December 16, 2019.

- **Initiative to comply with stipulated Board Structure:**

The Company was not compliant with the appropriate Board composition pursuant to the provision of SEBI LODR, regulations 2015.

Dr. Govind Prasad Saha and Mrs. Monica Chaturvedi have been expediently appointed as the additional directors (non-executive & Independent), effective from August 6, 2021, to hereby be resolved to hold office till the conclusion of next AGM which is subject to their regularization as the Independent Directors for a term not exceeding three years from the date of ensuing AGM. The ERP recommends appointment of aforementioned Directors as Non-executive Independent Director of the Company in 46th Annual General Meeting of the shareholders of the Company. The abovementioned appointment would cease to hold effect in the contingent circumstances where the approved resolution plan would not be implemented in the designated time which subsequently would lead to liquidation. The term of appointment has intimated to the stock exchanges as on August 6, 2021.

Disqualification under the section 164(2)(b) of the Act manifested the eviction of directors of the company and henceforth their DSC were suspended. On this ground, accordingly under these circumstances, the manual

JYOTI STRUCTURES LIMITED

backend process of induction with ROC, Mumbai, for the newly appointed directors had been initiated and Mr. Abhinav Angirish has been successfully appointed as a Director on the Board of the company.

Present Composition of the Company board is as per the SEBI (LODR) Regulations, 2015 and the Company has successfully taken all the necessary steps to remove the names of its Erstwhile disqualified director's which includes Mr. Kanayo R Thakur, Mr. Ramesh C Rawal & Mr. Sadashiv D Kshirsagar. Also the Company has filed various pending forms using DSC of Present qualified director and Company Secretary after which the Company achieved the Active Compliant status on MCA portal.

BOARD EVALUATION

The Company has constituted new board as per the SEBI (LODR) Regulations, 2015 and therefore evaluation of Board has not taken place during the year under review.

MEETINGS

Four meetings of the Board of Directors were held on August 13, 2020, December 30, 2020, January 7, 2020 and March 17, 2021 during the year under review.

The intervening gap between the Meetings was within the period prescribed under the Act and SEBI LODR.

COMMITTEES OF THE BOARD

The erstwhile directors before the initiation of CIRP were disqualified with effect from June 27, 2017 for default in repayment of deposits and redemption of debenture including interest thereon.

Post the initiation of CIRP, the powers of the Board of Directors were suspended and stood vested in Ms. Vandana Garg as IRP/RP with effect from July 4, 2017.

Reconstitution of the Board has taken place during last two financial years FY 2020-21 and FY 2021-22. Final reconstitution of the Board in compliance to the Approved Resolution Plan is still be completed. Hence, reconstitution of the committees of the Board shall be done once Board reconstitution will be completed.

REMUNERATION POLICY

The Company has a policy which lays down a framework in relation to remuneration of Directors, Key Managerial Personnel and other employees. The policy also lays down criteria for selection and appointment of Board Members.

The details of this policy are given in the Corporate Governance Report which forms part of this Annual Report.

However, the Company has not paid any remuneration to any Directors. Although sitting fees to the directors has been paid as per the JSL's policy.

CORPORATE SOCIAL RESPONSIBILITY

With the disqualification of erstwhile directors and suspension of powers of the board w.e.f. July 4, 2017, the powers of Corporate Social Responsibility Committee ("**CSR Committee**") were also suspended.

However, for your kind consideration, please take note that as the Company does not have net profits during any financial years, the Company could not be obligated to constitute a CSR committee, formulate CSR fund, comply with the provisions under Section 135 of the Companies Act, 2013 and explain non-expenditure towards the categories specified in schedule VII thereto.

The Annual Report on CSR containing the particulars specified in the Annexure I to the Companies (CSR Policy) rules 2014 is annexed and forms part of this Report.

The Company's Policy on CSR is available on the Company's website www.jyotisttructures.in.