



## **JYOTI CNC AUTOMATION LIMITED**

[CIN: L29221GJ1991PLC014914](#)

Regd. Off.: G - 506, Lodhika GIDC, Vill.: Metoda,

Dist.: Rajkot - 360 021. Gujarat

E-mail: [info@jyoti.co.in](mailto:info@jyoti.co.in) | Web.: [www.jyoti.co.in](http://www.jyoti.co.in)

### **NOTICE**

Dear Members

This is to inform you that 33<sup>rd</sup> Annual General Meeting of members of Jyoti CNC Automation Limited will be held on Monday September 30, 2024 at 12:00 Noon at Plot No. 2839, Lodhika GIDC, Vill. Metoda, Dist.: Rajkot - 360 001, to transact the following businesses:

#### **Ordinary Business:**

1. **Consider and Adopt Audited Financial Statement of the Company for the Financial Year Ended on March 31, 2024 together with report of Board of Directors and Auditor thereon:**

To consider and, if thought fit, pass, with or without modification, the following resolution as an **Ordinary Resolution**.

**"RESOLVED THAT** the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, together with the Reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted"

2. **Consider and Adopt Audited Consolidated Financial Statement of the Company and its Subsidiaries for the Financial Year Ended on March 31, 2024 together with report of Auditor thereon:**

To consider and, if thought fit, pass, with or without modification, the following resolution as an **Ordinary Resolution**.

**"RESOLVED THAT** the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2024 together with the Reports of the Auditors thereon, as circulated to the Members be and are hereby considered and adopted".

3. **Reappoint Mr. Vikramsinh R. Rana (DIN: 00125079) as a director retire by rotation:**

To consider and, if thought fit, pass, with or without modification, the following resolution as an **Ordinary Resolution**.

**"RESOLVED THAT** Mr. Vikramsinh R. Rana (DIN: 00125079), who retire by rotation and being eligible, be and is herewith reappointed as a Director of the Company."



**Special Business:**

4. **Appoint Mr. Yudhvir Singh Jain (DIN: 06507365) as an Independent Director of Company:**

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

**“RESOLVED THAT** pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with schedule IB to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, including any statutory modification(s), reenactment(s) thereof for the time being in force, Regulation 17 and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations), as amended from time to time, and the Articles of Association of the Company as well as based on the recommendation of the Nomination and Remuneration Committee, Mr. Yudhvir Singh Jain (DIN: 06507365), being eligible and meets the criteria of Independent Directors as prescribed in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, be and is hereby appointed as an Independent Director of the company, not liable to retire by rotation, to hold office for an initial term of five years effective from October 01, 2024 and end on September 30, 2029.”

**“RESOLVED FURTHER THAT,** to give effect to the above resolution, Mr. Parakramsingh G. Jadeja, Chairman and Managing Director, Mr. Vikramsingh R. Rana, Whole Time Director, and Mr. Maulik B. Gandhi, Company Secretary, be and are hereby severally authorized to do all such acts, deeds, matters and things including to settle any question, difficulty or doubt that may arise and to finalize and execute all documents and writings as may be necessary.”

5. **Ratify Remuneration of Cost Auditor for Financial Year ended on March 31, 2025:**

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

**“RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Cost Records and Audit) Rules, 2014 (Including statutory modification(s) or reenactment(s) thereof, for the time being in force), M/s. Mitesh Suvagiya & Co, Cost Accountants, (Firm Reg. No.: 101470), appointed as the Cost Auditor by the Board of Directors of the Company, to conduct the audit of cost records of the company for the financial year ending on March 31, 2025, be paid the



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remuneration as set out in statement annexed to the Notice convening this meeting.”

By an order of Board of Directors of  
**Jyoti CNC Automation Limited**

Sd/-

**Maulik B. Gandhi**

Company Secretary

**Dated:** September 03, 2024 at Rajkot.



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### **NOTES:**

1. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a member of the company.

A person can act as 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. In case a proxy is proposed to be appointed by a member holding more than ten percent of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other member. In case of joint holders attending the meeting, only such joint holders who are higher in the order of the names will be entitled to vote.

2. Institutional Investors, who are Members of the Company, are encouraged to attend and vote at the 33rd AGM. Corporate Members intending to appoint authorized representatives pursuant to Section 112 and 113 of the Companies Act, 2013, as the case may be, to attend and vote at the Annual General Meeting, are requested to send by email a certified copy of relevant Board Resolution to the Scrutinizer at [nandish.dave1@gmail.com](mailto:nandish.dave1@gmail.com) or Secretary of company at [investors@jyoti.co.in](mailto:investors@jyoti.co.in)
3. The instrument of Proxy, in order to be effective, must be deposited at the Registered Office of the Company, duly completed, signed and stamped, not less than 48 hours before the time of holding the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/ authority, as applicable and send the same by email to the Scrutinizer at [nandish.dave1@gmail.com](mailto:nandish.dave1@gmail.com) or Secretary of company at [investors@jyoti.co.in](mailto:investors@jyoti.co.in)
4. As per the provisions of Clause 3.A.II of the General Circular No. 20/ 2020 dated May 5, 2020, the matters of Special Business as appearing at Item Nos. 4 & 5 of the accompanying Notice, are considered to be unavoidable by the Board and hence, forming part of this Notice.
5. The Explanatory Statement pursuant to Section 102 of the Act setting out material facts concerning the businesses at Item Nos. 4 & 5 of the accompanying Notice is annexed hereto. The relevant details, pursuant to Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment / reappointment at this AGM are also annexed. Requisite declarations have been received from Director/s seeking re-appointment.
6. In line with the MCA Circulars, the Notice of the AGM along with the Annual Report for financial year 2023-24 is being sent only through electronic mode to those Members whose Email IDs are registered with the Company/ Depositories.
7. Members are requested to intimate changes, if any, pertaining to their name, postal address, Email IDs, telephone / mobile numbers, PAN, registering of nomination, power of attorney registration, Bank Mandate details, etc., to their Depository Participant (DP) in case the shares are held in electronic form.
8. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet



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registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to cancel the earlier nomination and record a fresh nomination, he may submit the same in Form SH- 14. Members are requested to submit the said form to their DP in case the shares are held in electronic form.

9. During the 33rd AGM, Members may access the copy of Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act by writing to the Company on [investors@jyoti.co.in](mailto:investors@jyoti.co.in)
10. Members who wish to inspect the relevant documents referred to in the Notice can send an email to [investors@jyoti.co.in](mailto:investors@jyoti.co.in) up to the conclusion of this Meeting.
11. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified from time to time.
12. Members who have not yet registered their Email ID are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Company / RTA in case the shares are held by them in physical form. Process for registering Email ID to receive the Notice of AGM and Annual Report electronically:

**Registration of email id permanently with company/ DP:** Members are requested to register the same with their concerned DPs, in respect of electronic holding and with RTA, in respect of physical holding, by writing to them at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in) Further, those Members who have already registered their Email IDs are requested to keep their Email IDs validated / updated with their DPs / RTA to enable servicing of notices / documents / Annual Reports and other communications electronically to their Email IDs in future.

13. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the Listed Companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/ splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the website of the Company's RTA, Link Intime at <https://liiplweb.linkintime.co.in/KYC-downloads.html>. It may be noted that any service request can be processed only after the folio is KYC Compliant.
14. Voting through electronic means:
  - (a) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM.



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For this purpose, the Company has entered into an agreement with National Securities Depository Services Limited to facilitate voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system on the date of the AGM will be provided by National Securities Depository Services Limited (“NSDL”).

- (b) Members whose names are recorded in the Register of Members or in the Register of beneficial Owners maintained by the Depositories as on cut off date, i.e. Monday, September 23, 2024, shall be entitled to avail the facility of remote e-voting. Any recipient of the Notice whose name not appeared in aforesaid Registers as on cut off date, should treat this notice as Intimation only.
- (c) A person who has acquired shares and become members of company after dispatch of the Notice of the AGM and prior to the cutoff date, i.e. September 23, 2024, shall be entitled to exercise his/her/their vote either through remote e-voting facility or at AGM.
- (d) The remote e-voting will commence on Friday, September 27, 2024 at 9:00 A.M. and close on Sunday, September 29, 2024 at 5:00 P.M. The members of the company holding shares either in physical mode or in demat mode as on cutoff date, i.e. September 23, 2024, may cast their vote electronically. The members will not be able to cast their vote electronically beyond the date and time mentioned above and remote e-voting module shall be disable for voting by NSDL thereafter. Members are requested to read and understand the guidelines for E-Voting annexed to the Notice Convening this AGM.
- (e) Once the vote on a resolution is cast by the member, he/she will not be allowed to change it subsequently or cast the vote again.

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

The remote e-voting period begins on September 27, 2024 at 9:00 A.M. and ends on September, 29, 2024 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. September 23, 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being September 23, 2024.

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

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

#### **Step 1: Access to NSDL e-Voting system**

- A) Login method for e-Voting 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. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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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 IDeAS 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 “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</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 “Register Online for IDeAS Portal” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li><li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li><li>Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</li></ol>







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	<p><b>NSDL Mobile App is available on</b></p> <p> App Store     Google Play</p> <p>      </p>
<p>Individual Shareholders holding securities in demat mode with <b>CDSL</b>.</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>



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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 or joining virtual meeting & voting during the meeting.
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**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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 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 e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat 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.*



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4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.

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.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.



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| <ol style="list-style-type: none"><li>8. Now, you will have to click on “Login” button.</li><li>9. After you click on the “Login” button, Home page of e-Voting will open.</li></ol> |
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### Step 2: Cast your vote electronically.

#### How to cast your vote electronically?

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 are authorized to vote, to the Scrutinizer by e-mail to [nandish.dave1@gmail.com](mailto:nandish.dave1@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). 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.: 022 - 4886 7000 or send a request to (Name of NSDL Official) at [evoting@nsdl.com](mailto:evoting@nsdl.com).

#### 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



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- attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to (Company email id).
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 (Company email id). 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 and joining virtual meeting for Individual shareholders holding securities in demat mode.
  3. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) 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.
16. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at <https://jyoti.co.in/>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. National Securities Depository Limited.
  17. Members/proxies/authorized representatives are requested to bring the duly filled Attendance Slip enclosed herewith to attend the Meeting.
  18. Members attending the AGM in person are requested to reach the location of AGM at least 15 minutes prior to the time fixed for commencement of AGM. Also, Members are requested to carry any one of below original Identity Proof.
    - a. PAN Card.
    - b. Driving License.
    - c. Election Card.
    - d. Passport.
  19. Members who have cast their vote by remote e-voting prior to the meeting may attend AGM in person or through Proxy. However, the member or proxy, if any appointed, shall not be entitled to cast vote at AGM again and if voted, their vote at AGM will not be counted for determining the final result on resolution by Scrutinizer.
  20. The voting rights of the members shall be in proportion to their share in the paid up equity share capital of the company as on the cut off date, i.e. Monday, September 23, 2024.
  21. Members who attended the meeting in person or through Proxy, and who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting. For the purpose, a polling paper shall be made available at the meeting.



**JYOTI CNC AUTOMATION LIMITED**

CIN: L29221GJ1991PLC014914

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22. Members seeking any information relating to accounts or any other matters contained in the annual report are requested to inform the company at [investors@jyoti.co.in](mailto:investors@jyoti.co.in) at least 7 days before the date of AGM so as to enable the management to keep the information ready.
23. The company has appointed M/s. N. S. Dave & Associates, Practicing Company Secretaries, to act as Scrutinizer to scrutinize the voting and remote voting process in fair and transparent manner.

By an order of Board of Directors of  
**Jyoti CNC Automation Limited**

Sd/-

**Maulik B. Gandhi**

Company Secretary

**Dated:** September 03, 2024 at Rajkot.



## **JYOTI CNC AUTOMATION LIMITED**

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### **Explanatory Statement to Special Businesses in pursuant to Section 102(1) of the Companies Act, 2013:**

The following Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 (the “Act”), sets out all material facts relating to the Special Business mentioned in the accompanying notice and should be taken as forming a part of the Notice.

#### **Item 4:**

Mr. Vijay V. Paranjape (DIN: 0037045) and Mr. Yogesh D. Kathrecha (DIN: 02355968), Independent Directors, who will complete their second consecutive terms at the end of ensuing annual general meeting of members of the company and thereafter cannot hold office of as such in Company in pursuant to the provisions of Section 149 (11) of the Companies Act, 2013.

Accordingly, for the purpose of Regulation 17(1)(C) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), Nomination & Remuneration Committee and Board of Directors of the company had, at their meeting held on September 03, 2024, recommend the appointment of Mr. Yudhvir Singh Jain (DIN: 06507365) as Independent Director of the company for an initial term of five years effective from October 01, 2024 and end on September 30, 2029.

Mr. Yudhvir Singh Jain has given his declaration to the Board, inter alia, that (i) he meets the criteria of Independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of SEBI Listing Regulations, (ii) is not restrained from acting as a Director by virtue of any order passed by SEBI or any such authority and (iii) is eligible to be appointed as a Director in terms of Section 164 of the Companies Act, 2013. He has also given his consent to act as a Director of the company. In the opinion of the Board of Directors of the Company, Mr. Yudhvir Singh Jain is a person of integrity, possesses relevant expertise / experience and fulfils the conditions specified in the Companies Act, 2013 and SEBI Listing Regulations as well as he is Independent of the Management. The profile and specific areas of expertise of Mr. Yudhvir Singh Jain is provided in Annexure to this Notice. Given on his experience, the Board of Directors considers it desirable and in the interest of the company and accordingly, consent of members of the company is sought by passing a Special Resolution as set out in Item No. 4 of the Notice for appointment of Mr. Yudhvir Singh Jain as an Independent Director of the company for an initial term of five years effective from October 01, 2024 and end on September 30, 2029.

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

The Board recommends the Special Resolution set out in Item No. 4 of the Notice for approval of the members.

#### **Item No. 5:**

The Board of Directors after considering the recommendation of audit committee, appointed M/s. Mitesh Suvagiya & Co, Cost Accountants, (Firm Reg. No.: 101470), Cost Accountant, as cost auditor to audit the cost records of the company for the financial year ended on March 31, 2025.



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Pursuant to the provisions of Section 148 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, the remuneration of ₹ 70,000/- (Rupees Seventy Thousand Only) plus applicable GST and out of pocket expenses, fixed by the Board of Directors, shall be ratified by the members of the company by passing a resolution.

Accordingly, consent of members of the company is sought by passing an Ordinary Resolution as set out in Item No. 5 of the Notice for ratification of remuneration payable to the Cost Auditor for the financial year ending on March 31, 2025.

None of the Directors, Key Managerial Personnel or their relatives is, in any way, concerned or interested (financially or otherwise) in the resolution.

The Board recommends the Ordinary Resolution set out in Item No. 5 of the Notice for approval of the members.

By an order of Board of Directors of  
**Jyoti CNC Automation Limited**

Sd/-  
**Maulik B. Gandhi**  
Company Secretary

**Dated:** September 03, 2024 at Rajkot.



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**PROFILE OF DIRECTORS TO BE APPOINTED/ RE-APPOINTED**

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2)]

<b>Name of Director</b>	<b>Vikramsinh Raghuvirsinh Rana</b>	<b>Yudhvir Singh Jain</b>
DIN	00125079	06507365
Date of Birth	January 19, 1970	August 08, 1952
Date of Appointment	March 26, 2003	Proposed
Brief resume of the director	Aged 53 is one of our Whole-Time Director and One of Promoter of the Company. He was appointed as director of company and continued as such Company since March 26, 2003	Enthusiastic and Energetic Professional Banker having total hands on experience of 35 years across different functional areas and roles. Presently working as Advisor and serving on Board of many Public Limited Companies (Including Listed Company). Also provided services to large NGO having PAN India Presence, Hospitality Institution, Government Entities, Bodies, IBPS, and other associations.
Nature of expertise in specific functional areas	Engineering and Managerial	Administration, Managerial, Marketing and Finance.
Academic Qualification	Not Qualified	B.Sc. Mathematics, L.L.B. and PGDBA
Name of other Companies in which he/she holds Directorship*	NIL	Details given in separate Annexure A enclosed herewith.
Name of other companies in which he/she holds Chairmanship/ Membership of Committees of Board	Nil	Details given in separate Annexure A enclosed herewith.
No. of Shares held in Jyoti CNC Automation Limited including shareholding as a beneficial owner	45,47,500	NIL
Relationship with other directors	NIL	NIL
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	NA	Administration, Managerial, Marketing and Finance.



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E-mail: [info@jyoti.co.in](mailto:info@jyoti.co.in) | Web.: [www.jyoti.co.in](http://www.jyoti.co.in)**ANNEXURE A****Details of Position Held by Mr. Yudhvir Singh Jain in Board of Directors / its Committees of Other Companies****Details of Directorship Held in Other Companies:**

Sr. No.	Company Name	Designation
1	IKEDA LIMITED	Director
2	EXCLUSIVE CAPITAL LIMITED	Director
3	REFORM INDUSTRIES PRIVATE LIMITED	Director
4	MIOTAIL 23 INDUSTRIES PRIVATE LIMITED	Director
5	FINAGG CAPITAL PRIVATE LIMITED	Director
6	ROCKLAND FINSTOCK LIMITED	Director
7	SHYAM METALICS AND ENERGY LIMITED	Independent Director
8	SHYAM SEL AND POWER LIMITED	Director
9	PRUDENT ARC LIMITED	Director

**Details of Committee Position held in Other Companies:**

Sr. No	Company Name	Name of Committee	Designation (Chairman / Member)
1	Prudent ARC Limited	Audit Committee	Chairman
2		Nomination & Remuneration Committee	Member
3	Shyam Metalics and Energy Limited	Audit Committee	Member
4		Stakeholders' Relationship Committee	Chairman
5		Risk Management Committee	Member
6		Nomination & Remuneration Committee	Member
7	Shyam Sel & Power Limited	Audit Committee	Member
8		Nomination & Remuneration Committee	Member
9	Ikeda Limited	Nomination & Remuneration Committee	Chairman
10		Audit Committee	Member
11		CSR Committee	Chairman
12		Risk Management Committee	Chairman