

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 | Web.: www.jyoti.co.in

NOTICE

Dear Members

This is to inform you that 34th Annual General Meeting of members of Jyoti CNC Automation Limited will be held on Thursday September 18, 2025 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, 2025, together with the 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 on March 31, 2025, 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, 2025, 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 on March 31, 2025, together with the Reports of the Auditors thereon, as circulated to the Members be and are hereby considered and adopted”.

3. **Reappoint Mr. Sahdevsinh L. Jade (DIN: 00126392) 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. Sahdevsinh L. Jadeja (DIN: 00126392), who retire by rotation and being eligible, be and is herewith reappointed as a Director of the Company.”

Special Business:

4. **Appoint M/s. N. S. Dave & Associates, Practicing Company Secretaries, as Secretarial Auditor and Remuneration thereto:**

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

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“RESOLVED THAT, pursuant to the provisions of Regulations 24A of Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“SEBI Listing Regulations”**) as well as of section 204 and all other applicable provisions, if any, of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and based on recommendation of the board of directors of the company, the consent of members of the company be hereby given to the appointment of M/s. N. S. Dave & Associates, Practicing Company Secretaries (ICSI URN: S2014GJ280100) as a Secretarial Auditor of the Company for one term of five consecutive years commencing from financial year 2025 – 26 till financial year 2039 – 30, to conduct secretarial audit and to furnish the secretarial audit report, at such fees, plus applicable taxes and other out of pocket expenses as may be mutually agreed upon between the Board of Directors (including any committees thereof of any person authorised by the Board) of the company and the secretarial auditor.

“RESOLVED FURTHER THAT, for giving effect to above resolution and matter connected or incidental thereto, the board of directors of the company (including any committees thereof) be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient.”

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 an **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, 2026, be paid the remuneration as set out in statement annexed to the Notice convening this meeting.”

6. Authority to Board of Directors of the Company to Create Charge, Interest, Lien, Security on Properties, Undertakings of the Company:

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

“RESOLVED THAT, in modification of an earlier resolution passed by members of the company at their extra ordinary general meeting held on November 30, 2016, pursuant to the provisions of Section 180 (1)(a) and all other applicable provisions, if any, of the Companies Act, 2013 and to the provisions of Article 97 of Articles of Association of the Company as well as to raise the funds and/or avail any other credit facilities, by way of loan, lease or other modes as permitted by Reserve Bank of India or any other Regulatory or Statutory Authority, Body, for the business of Company or of its subsidiaries, and subject to such conditions, stipulation, as may be imposed while according such permission, consent Regulatory or Statutory Authority, Body, as the case

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may be, the Consent of members of the Company be and are hereby given to the Board of Directors of the Company to offer assets, properties, undertakings of the Company to the banks, financial institutions and other lenders, by way of charge, interest, lien, mortgage etc. thereon in favor of banks, financial institutions and other lenders, for securing the funds and/or other credit facilities to be made available to the company or to its subsidiaries, by such banks, financial institutions or other lenders provided the aggregate amount of money or equivalent to money in INR, to be secured by way of such charge, interest, lien, mortgage etc. created / to be created on assets, properties, undertaking of the company shall not excess sum of ₹ 1500,00,00,000/- (Rupees One Thousands Five Hundreds Crores Only)."

"RESOLVED FURTHER THAT, for the above purpose, assets. Investment, properties, and undertakings of the company includes both moveable and immoveable, tangible and intangible, and/or present and future assets, properties, undertakings of the company.

"RESOLVED FURTHER THAT, for the above purpose, the consent of members of the company be and are hereby given to authorize board of directors of the company to decide at their meeting the mode, manner and the extent to which charge, interest, lien, mortgage etc. can be created as security, either as primary or collateral, on such assets, properties, undertakings of the company as well as to decide, resolve any matters, issues, questions, as the case may, arises while offering, creating such security.

"RESOLVED FURTHER THAT a certified copy of above resolution be given on requisition, to anyone, under the signature of any executive director, chief financial officer of secretary of the company."

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

Sd/-
Maulik B. Gandhi
Company Secretary

Dated: September 27, 2025 at Rajkot.

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NOTES:

1. Pursuant to the provisions of the Act, a member entitled to attend and vote at the Annual General Meeting (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. However, if 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 Members and Corporate Members are encouraged to attend and vote at the 34th Annual General Meeting. Such Members intending to appoint authorized representatives pursuant to Section 113 of the Companies Act, 2013 to attend and vote at the Annual General Meeting, are requested to send by email a certified copy of relevant Board Resolution / other authorization document to the Scrutinizer at nandish.dave1@gmail.com or Secretary of company at 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 (In case a member is body corporate), not less than 48 hours before the time of holding the meeting. Proxies submitted on behalf of limited companies, societies, attorney etc., must be supported by appropriate resolutions/ authority, as applicable and send the same by email to the Scrutinizer at nandish.dave1@gmail.com or Secretary of company at investors@jyoti.co.in.
4. As per the provisions of Clause 3.A of the General Circular No. 20/ 2020 dated May 5, 2020, the matters of Special Business as appearing at Item Nos. 4, 5 & 6 of the accompanying Notice, are considered to be unavoidable by the Board and hence, form 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 & 6 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 the Director seeking re-appointment.
6. The Notice convening 34th AGM along with the Annual Report for financial year 2024-25 is being sent electronic mode to those Members whose Email IDs are registered with the Company/ Depositories, unless a member has specifically requested for physical copy of the same. Members may kindly take note that Notice convening 34th AGM along with Annual Report for financial year 2024 - 25 will also be available on company's website at www.jyoti.co.in, website of the stock exchanges www.bseindia.com and www.nseindia.com.
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. Attention of members of the company is drawn to the provisions of section 72 of Companies Act, 2013 which provides for nomination in prescribed manner, in respect of shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-

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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 34th AGM, 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 the Company, are open for inspection by and accessible to any person attending the meeting.
10. Members who wish to inspect the relevant documents referred to in the Notice can send an email to 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 are stated below:

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@in.mpms.muvg.com 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, MUFG Intime India Private Limited. 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 businesses to be transacted at the AGM. For this purpose, the Company has appointed MUFG Intime India Private 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 MUFG Intime India Private Limited ("MUFG").

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- (b) Members whose names are recorded in the Register of Members or in the Register of beneficial Owners maintained by the Depositories as at end of Thursday September 11, 2025 (cutoff date), 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 cutoff date, should treat this notice as Intimation only.
- (c) A person who has acquired shares and becomes members of the company after dispatching the Notice of the AGM and prior to the cutoff date, i.e. September 11, 2025, 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 Monday, September 15, 2025, at 9:00 A.M. and close on Wednesday, September 17, 2025, 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 11, 2025, 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 MUFG thereafter. Members are requested to read and understand the guidelines for E-Voting given herewith in 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 -VOTING ARE AS UNDER: -

The remote e-voting period commence on Monday, September 15, 2025, at 9:00 A.M. and close on Wednesday, September 17, 2025, at 5:00 P.M. The remote e-voting module shall be disabled by MUFG 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 11, 2025, 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 11, 2025.

Shareholders are advised to update their mobile number and email id correctly in their demat accounts to access remote e-voting facility.

Login method for Individual shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode with NSDL

METHOD 1 - NSDL IDeAS facility

Shareholders registered for IDeAS facility:

- a) Visit URL: <https://eservices.nsdl.com> and click on “Beneficial Owner” icon under “IDeAS Login Section”.
- b) Click on “Beneficial Owner” icon under “IDeAS Login Section”.
- c) Post successful authentication, you will be able to see e-Voting services under Value added services section. Click on “Access to e-Voting” under e-Voting services.

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- d) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for IDeAS facility:

- a) To register, visit URL: <https://eservices.nsdl.com> and select “Register Online for IDeAS Portal” or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
b) Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on “Submit”.
c) Enter the last 4 digits of your bank account / generate ‘OTP’
d) Post successful registration, user will be provided with Login ID and password. Follow steps given above in points (a-d).

Shareholders/ Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.



METHOD 2 - NSDL e-voting website

- a) Visit URL: <https://www.evoting.nsdl.com>
b) Click on the “Login” tab available under ‘Shareholder/Member’ section.
c) Enter User ID (i.e., your 16-digit demat account no. held with NSDL), Password/OTP and a Verification Code as shown on the screen.
d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 3 - NSDL OTP based login

- a) Visit URL: <https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp>
b) Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP.
c) Enter the OTP received on your registered email ID/ mobile number and click on login.
d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

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Individual Shareholders registered with CDSL Easi/ Easiest facility.

METHOD 1 - CDSL Easi/ Easiest facility:

Shareholders registered for Easi/ Easiest facility:

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or www.cdslindia.com & click on New System Myeasi Tab.
- b) Enter existing username, Password & click on “Login”.
- c) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for Easi/ Easiest facility:

- a) To register, visit URL:
<https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration/> /
<https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration/>
- b) Proceed with updating the required fields for registration.
- c) Post successful registration, user will be provided username and password. Follow steps given above in points (a-c).

METHOD 2 - CDSL e-voting page

- a) Visit URL: <https://www.cdslindia.com>
- b) Go to e-voting tab.
- c) Enter 16-digit Demat Account Number (BO ID) and PAN No. and click on “Submit”.
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with Depository Participant

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, user shall navigate through “e-voting” option.
- c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
- d) Post successful authentication, click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

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Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode.

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register and vote on InstaVote as under:

STEP 1: LOGIN / SIGNUP to InstaVote

Shareholders registered for INSTAVOTE facility:

a) Visit URL: <https://instavote.linkintime.co.in> & click on “Login” under ‘SHARE HOLDER’ tab.

b) Enter details as under:

1. User ID: Enter User ID
2. Password: Enter existing Password
3. Enter Image Verification (CAPTCHA) Code
4. Click “Submit”.

InstaVote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is Event No + Folio no. registered with the Company

(Home page of e-voting will open. Follow the process given under "Steps to cast vote for Resolutions")

Shareholders not registered for INSTAVOTE facility:

a) Visit URL: <https://instavote.linkintime.co.in> & click on “Sign Up” under ‘SHARE HOLDER’ tab & register with details as under:

1. User ID: Enter User ID
2. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
3. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP/Company - in DD/MM/YYYY format)
4. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.
 - Shareholders holding shares in **NSDL form**, shall provide ‘D’ above
 - Shareholders holding shares in **physical form** but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above
5. Set the password of your choice.
(The password should contain minimum 8 characters, at least one special Character (!#\$%*), at least one numeral, at least one alphabet and at least one capital letter).
6. Enter Image Verification (CAPTCHA) Code.
7. Click “Submit” (You have now registered on InstaVote).
Post successful registration, click on “Login” under ‘SHARE HOLDER’ tab & follow steps given above in points (a-b).

InstaVote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is Event No + Folio no. registered with the Company

STEP 2: Steps to cast vote for Resolutions through InstaVote

- A. Post successful authentication and redirection to InstaVote inbox page, you will be able to see the “Notification for e-voting”.
- B. Select ‘View’ icon. E-voting page will appear.
- C. Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link).
- D. After selecting the desired option i.e. Favour / Against, click on ‘Submit’.
- E. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.

NOTE: Shareholders may click on “Vote as per Proxy Advisor’s Recommendation” option and view proxy advisor recommendations for each resolution before casting vote. “Vote as per Proxy Advisor’s Recommendation” option provides access to expert insights during the e-Voting process. Shareholders may modify their vote before final submission.

Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently.

Guidelines for Institutional shareholders (“Custodian / Corporate Body/ Mutual Fund”)**STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration**

- A. Visit URL: <https://instavote.linkintime.co.in>
- B. Click on “Sign Up” under “Custodian / Corporate Body/ Mutual Fund”
- C. Fill up your entity details and submit the form.
- D. A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
- E. Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person’s email ID. (You have now registered on InstaVote)

STEP 2 – Investor Mapping

- A. Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- B. Click on “Investor Mapping” tab under the Menu Section
- C. Map the Investor with the following details:
 - 1) ‘Investor ID’ – Investor ID for NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678; Investor ID for CDSL demat account is 16 Digit Beneficiary ID.
 - 2) ‘Investor’s Name - Enter Investor’s Name as updated with DP.
 - 3) ‘Investor PAN’ - Enter your 10-digit PAN.
 - 4) ‘Power of Attorney’ - Attach Board resolution or Power of Attorney.

NOTE: File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID.

Further, Custodians and Mutual Funds shall also upload specimen signatures.

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- D. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the “Report Section”.

STEP 3 – Steps to cast vote for Resolutions through InstaVote

The corporate shareholder can vote by two methods, during the remote e-voting period.

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
 - b) Click on “Votes Entry” tab under the Menu section.
 - c) Enter the “Event No.” for which you want to cast vote.
Event No. can be viewed on the home page of InstaVote under “On-going Events”.
 - d) Enter “16-digit Demat Account No.”.
 - e) Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link). After selecting the desired option i.e. Favour / Against, click on ‘Submit’.
 - f) A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.
- (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

METHOD 2 - VOTES UPLOAD

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
 - b) After successful login, you will see “Notification for e-voting”.
 - c) Select “View” icon for “Company’s Name / Event number”.
 - d) E-voting page will appear.
 - e) Download sample vote file from “Download Sample Vote File” tab.
 - f) Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under “Upload Vote File” option.
 - g) Click on ‘Submit’. ‘Data uploaded successfully’ message will be displayed.
- (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Helpdesk:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000.

Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

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Dist.: Rajkot – 360 021. Gujarat

E-mail: info@jyoti.co.in | Web.: www.jyoti.co.in

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 request at evoting@nsdl.co.in 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 request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Forgot Password:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on “**Login**” under ‘SHARE HOLDER’ tab.
- Click “**forgot password?**”
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on ‘Login’ under “Custodian / Corporate Body/ Mutual Fund” tab
- Click “**forgot password?**”
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%), at least one numeral, at least one alphabet and at least one capital letter.*

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

General Instructions - Shareholders

- ❖ It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

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- ❖ For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.
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 and 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.
 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 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 Mr. Nandish S. Dave, or, in his absence, Mr. Kartik Giri Goswami, 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 27, 2025 at Rajkot.

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:

Pursuant to the provisions of Section 204 of Companies Act, 2013 and to the provision of Regulation 24A of Securities & Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), including amendment and modification therein made from time to time, the company needs to undertake a secretarial audit every year by Practicing Company Secretary (called as “Secretarial Auditor”) and the report issued by the Secretarial Auditor need to annex to the report of board of directors of the company. Further, pursuant to the amendment made vide Notification dated December 12, 2024 in SEBI Listing Regulations, the company need to appoint Practicing Company Secretary holding valid certificate of peer review issued by the Institute of Company Secretaries of India and the appointment of the Practicing Company Secretary is to be made by members of the company on the recommendation of board of directors, for not more than one term of five consecutive years, in case of an Individual as Secretarial Auditor, or for not more than two terms of five consecutive years in case of an Secretarial Audit Firm as Secretarial Auditor.

Accordingly, the board of directors of the company had at their meeting held on August 06, 2025, decided to recommend the appointment of M/s. N. S. Dave & Associates, Practicing Company Secretaries, as secretarial auditor of the company for one term of five consecutive years commencing from financial year 2025 – 26 till 2029 – 30 to conduct secretarial audit and furnish report thereon, at such fees, plus out of pocket expenses on actual basis and an indirect taxes as may be applicable.

M/s. N. S. Dave & Associates (Prop. Mr. Nandish Dave), Practicing Company Secretary, is a Peer Reviewed Firm holding certificate no. 13946 issued by the Institute of Company Secretaries of India. Mr. Nandish Dave, Proprietor of M/s. N. S. Dave & Associates, Practicing Company Secretaries, is an associate member of Institute of Company Secretaries of India and serving large and medium size clients for more than 10 years. He has vast experience in the field of Corporate Governance, Secretarial Services, Compliance, Secretarial Audit, etc. He is rendering his professional services to the company for more than 8 years and, being eligible, has offered himself for appointment as Secretarial Auditor of the Company.

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

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

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Item No. 5:

The Board of Directors, after considering the recommendation of the 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, 2026.

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 goods & service tax (GST) and out of pocket expenses, fixed by the Board of Directors, needs to 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, 2026.

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

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

Item No. 6:

The company is in the Machine Tool Industry which is a part of the Capital Goods Sector. Further, the company's focus on high end and precision machineries attributes long manufacturing cycle with higher inventories. Further, the current order book situation provides sound visibility for the next couple of years. For the ordinary business of company coupled with ongoing expansion project, the management of the company proposed to raise funds and avail non-funds-based facilities like letter of credit, bank guarantees, etc., from external sources. Hence, the company is already availing fund based and non-fund-based facility from its bankers. Additionally, the company has entered into an arrangement whereby a company extends a security backed guarantee to its domestic banker who in turn provides guarantee to the overseas banker of company's subsidiary, Huron Graffenstanden SAS, for extending credit facility thereto.

At present, the company is already availing of credit facilities, including non-fund based credit facilities, from its banks.

During the last fiscal year 2025, the consolidated revenue was ₹ 1,818 crores registered growth of 36% year on year. Further, the order book of ₹ 4,346 crores provides a stable vision of growth for the next couple of years. Further, the company has fully utilised the funds raised through the Initial Public Offering. The company currently applies its current profits towards its variety of business needs, including an expansion. Moreover, the company continues to face execution challenges as it needs to execute the outstanding orders. Therefore, the company needs additional financial support, including in the form of non-fund based credit facilities, for its business, including for ongoing expansion, as well as for its subsidiary's operation. Pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013, the board of directors of the company can exercise its borrowing power and borrow money up to the aggregate of paid up capital, free reserves and securities premium account, without the consent of the members of the company.

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In order to borrow money, the company has to offer its moveable and immovable properties, assets, undertakings as primary or collateral security to the Bankers, financial institutions, etc. for availing thereof. Creation of security by way of mortgage in favor of Banks, Financial Institutions, etc. is recognised as disposal under the Transfer of Property Act, 1882 and thus squarely falls within the ambit of provisions of Section 180(1)(a) of the Companies Act, 2013, i.e. the consent of members of the company is required to authorize the board of directors of the company to offer, properties, assets, undertakings of the company to Banks, Financial Institutions for creation of security thereon for securing the credit facilities extended to the company.

The members of the company had at their extra ordinary general meeting held on November 30, 2016, authorised and given their consent to the board of directors of the company to raise / avail credit facilities for aggregate sum up to ₹ 1,000 crores on back of security on properties, assets or undertakings of the company. Hence, in view of the above decision of the board of directors of the company, the said limit is proposed to be increased as below.

The board of directors of the company recommends the members of the company give their consent and authorize the board of directors of the company to offer moveable and immovable properties, assets, undertakings of the company to the Bankers, financial institutions for creation of security, as primary or collateral, thereof for securing the credit facilities for a sum aggregate up to ₹ 1500,00,00,000/- (Rupees One Thousands Fifteen Hundreds Crores Only). In this regard, the special resolution set out at sr. no. 6 of the Notice is recommended for approval of members of the company.

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

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

Maulik B. Gandhi
Company Secretary

Dated: September 27, 2025 at Rajkot.

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

Name of Director	Sahdevsinh L. Jadeja
DIN	00126392
Date of Birth	July 22, 1965
Date of Appointment	March 26, 2003
Experience / Expertise	<p>Aged 58 is a Whole-Time Director and One of Promoter of the Company. He was appointed as director of company and continued as such since March 26, 2003.</p> <p>He has more than 35 years of experience in Machine Tool Industry and contributed significantly in journey of growth and development of the company since his first appointment. Currently, he is overseeing production and quality control division in the company as well as also supporting Managing Director in managing business of the company.</p>
Nature of expertise in specific functional areas	Engineering and Managerial.
Academic Qualification	Non-Metric
Terms & Condition of Appointment / Re-appointment	Mr. Sahdevsinh L. Jadeja is a non-Independent Director liable to return by rotation. He is not entitled to receive sitting fees.
Last Drawn Remuneration	In financial year 2024 – 25, Mr. Sahdevsinh L. Jadeja has received total remuneration of ₹ 72,00,000/-.
Name of other Companies in which he/she holds Directorship*	NIL
Name of other companies in which he/she holds Chairmanship/ Membership of Committees of Board	Nil
No. of Shares held in Jyoti CNC Automation Limited including shareholding as a beneficial owner	66,85,400
Relationship with other directors	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
Confirmation on non-debarment from holding the office of Director in company.	Mr. Sahdevsinh L. Jadeja is not debarred from holding the office of director in company pursuant to any SEBI Order or any other authority.