



G. P. Sharma & Co. LLP

Chartered Accountants

Date: 30th November, 2023

**The Board of Directors,
Jyoti Structures Limited**
6th Floor, Valecha Chambers,
New Link Road, Andheri (W),
Mumbai, Maharashtra, India - 400053.

Arihant Capital Markets Limited
1011 Solitaire Corporate Park
Bldg No. -10, 1st Floor,
Guru Hargovindji Road, Chakala,
Andheri (East), Mumbai - 400093

(Arihant Capital Markets Limited referred to as the “Lead Manager”)

Dear Sir/Ma'am,

Re: Proposed rights issue of equity shares of face value of Rs. 2/- each (“Equity Shares”) of Jyoti Structures Limited (“Company” and such rights issue, the “Issue”).

We, **M/s G.P. Sharma & Co. LLP**, Chartered Accountants, hereby give our consent to the inclusion of our name as Statutory Auditors of the Company in the Draft Letter of Offer (“**DLOF**”), Letter of Offer (“**LOF**”), the Abridged Letter of Offer (“**ALOF**”) and other related documents (“**Offer Documents**”) of the Company to be filed with the Securities and Exchange Board of India (“**SEBI**”) and the recognized stock exchange i.e. BSE Limited (“**BSE**”) in relation to the Issue.

We also give our consent for inclusion of: (i) the audited restated consolidated financial statements of the Company for the financial year ended 2021, 2022, 2023 and half yearly ended 30th September 2023 and our report issued thereon dated 30-11-2023; and (ii) the statement of special tax benefits prepared by us dated 30-11-2023 (the “Special Tax Benefits Statement”).

The following information in relation to us may be disclosed:

Name: M/s G.P. Sharma & Co. LLP

Address: A 702-703, Crystal Plaza, New Link Road, Andheri (West), Mumbai – 400053

Tel.: 022 26733728

Peer review number: 014394

Firm Registration Number: 100957W/W100247

Email: utkarsh.sharma@gpsharma.com, gpsharma_2006@yahoo.co.in

Contact Person: +91 9967545694

We are not and have not been engaged or interested in the formation or promotion of the management of the



Company and are in compliance with section 26(5) of the Companies Act, 2013.

We further consent to be named as an "expert" as defined under Section 2(38) of the Companies Act, 2013, read with Section 26(5) of the Companies Act, 2013, in relation to the above-mentioned financial information, our report thereon, and the statement of special tax benefits included in the Offer Documents.

We confirm that while providing this certificate, we have complied with the Code of Ethics issued by the Institute of Chartered Accountants of India. We also have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, 'Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements,' issued by the ICAI.

We also authorise you to deliver a copy of this letter of consent pursuant to the provisions of the Companies Act, 2013 to SEBI, the recognized stock exchange or any regulatory authorities as required by law.

The above consents are subject to the condition that we do not accept any responsibility for any reports or matters (including information sent to Merchant Bankers) or letters included in the DLOF, LOF, ALOF and other Offer Documents. Neither we nor our affiliates shall be liable to any investor or merchant bankers or any other third party in respect of the proposed offering. Further, the Company agrees to indemnify us and our affiliates and hold harmless from all third party (including investors and merchant bankers) claims, damages, liabilities and costs arising consequent to our giving consent.

Nothing in the preceding paragraph shall be construed to (i) limit our responsibility for or liability in respect of, the reports we have issued, covered by our consent above and are included in the DLOF, LOF, ALOF and other Offer Documents or (ii) limit our liability to any person which cannot be lawfully limited or excluded under applicable laws or regulations or guidelines issued by applicable regulatory authorities.

We undertake to immediately update you, in writing, of any changes in the abovementioned information until the date the Equity Shares issued pursuant to the Issue commence trading on the recognized stock exchange. In the absence of any such communication, you may assume that there is no change in respect of the matters covered in this certificate until the date the Equity Shares commence trading on the recognized stock exchange.

Yours faithfully,

For and on behalf of M/s G.P. Sharma & Co. LLP
Chartered Accountants
Firm Registration Number: 100957W/W100247



Name: CA Utkarsh Sharma
Partner

ICAI Membership Number: 147906

UDIN: 23147906BGUOEN6573

Date: November 30, 2023

Place: Mumbai



CC:

M/s Rajani Associates
Krishna Chambers, 204-207,
59 New Marine Lines, Churchgate,
Mumbai, Maharashtra, 400020