



# JITF INFRALOGISTICS LIMITED

Jindal ITF Centre, 28, Shivaji Marg, New Delhi-110015; Tel No.: 011-66463983/84; Fax No.: 011-66463982

October 13, 2017

BSE Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street,  
Mumbai-400001

National Stock Exchange of India Ltd.  
'Exchange Plaza', C-1, Block-G  
Bandra Kurla Complex, Bandra (E)  
Mumbai-400051

Scrip Code: 540311  
Through: BSE Listing Centre

Scrip Code: JITFINFRA  
Through: NEAPS

SUB.: MINUTES OF THE PROCEEDINGS OF 10<sup>th</sup> ANNUAL GENERAL MEETING-  
REGULATION 30 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE  
REQUIREMENTS) REGULATIONS, 2015.

Dear Sir(s),

This is with reference to the captioned subject, please find attached certified copy of minutes of the meeting of 10<sup>th</sup> Annual General Meeting of the Company held on Monday, the 25<sup>th</sup> September, 2017 at the registered office of the Company, for your reference and record.

Thanking you,

Yours faithfully,  
For JITF Infralogistics Limited

Alok Kumar  
Company Secretary  
ACS: 19819



**JITF INFRALOGISTICS LIMITED**

**MINUTES OF THE PROCEEDINGS OF 10<sup>TH</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF JITF INFRALOGISTICS LIMITED HELD ON MONDAY THE 25<sup>TH</sup> DAY OF SEPTEMBER, 2017 AT THE REGISTERED OFFICE OF THE COMPANY AT A-1, UPSIDC INDUSTRIAL AREA, NANDGAON ROAD, KOSI KALAN, DISTT. MATHURA, UTTAR PRADESH-281403, WHICH COMMENCED AT 3:30 PM AND CONCLUDED AT 04:15 PM.**

Present:

|                              |                                                                                                                         |
|------------------------------|-------------------------------------------------------------------------------------------------------------------------|
| Ms. Veni Anand               | Non Executive Director, Chairperson of the Meeting                                                                      |
| Mr. Dhananjaya Pati Tripathi | Independent Director and the Chairman of the the Audit Committee and Nomination & Remuneration Committee of the Company |
| Mr. Naresh Kumar Agarwal     | Chief Financial Officer                                                                                                 |
| Mr. Alok Kumar               | Company Secretary                                                                                                       |
| Mr. Rishu Bansal             | Partner of M/s. N.C. Aggarwal & Co. Chartered Accountants, Statutory Auditors of the Company                            |

In aggregate, 30 Members were present in person and 16 Members were represented by their authorized representatives and proxies.

Shri Alok Kumar, Company Secretary, on behalf of the Company, extended a warm welcome to the Shareholders, Members of the Board, Representatives of Bodies Corporate and Institutional Investors and also briefly introduced the Directors sitting on the dais.

Since, Chairman of the Company was unable to make it convenient to attend the Annual General Meeting (AGM) due to personal exigencies, Ms. Veni Anand was elected as Chairperson of the Meeting in accordance with the Article 73 of the Articles of Association and requested her to conduct the further proceedings of the AGM. Ms. Veni Anand accordingly, occupied the Chair and conducted the proceedings of the AGM.

The Chairperson of the meeting announced that the requisite quorum for the meeting was present and thereafter called the meeting to order. He informed that representative of 15 bodies corporate holding 1,27,41,127 (One Crore Twenty Seven Lakh Forty One Thousand One Hundred And Twenty Seven Only) equity shares were present and that the Company received 1 valid proxy holding 1,31,362 (One Lakh Thirty One Thousand Three Hundred And Sixty Two Equity Shares only).

The Chairperson also explained the reasons for absence of other Directors namely Shri Raj Kamal Agarwal, Chairman of the Company Shri Rakesh Kumar Grover, Managing Director, Shri Neeraj Kumar, Director and Shri Girish Sharma, Independent Director and Shri Pankaj Kantha (Secretarial Auditor) in the meeting.

The Chairperson further informed that she is also representing the Stakeholder Relationship Committee at the Meeting being the Chairperson of the Committee.

For JITF InfraLogistics Limited

 Company Secretary



The Chairperson informed the Members that the following documents and Registers were placed on the table and are open for inspection during the Meeting:

- i. Notice convening the 10<sup>th</sup> Annual General Meeting
- ii. Directors' Report along with Annexures thereto for the financial year ended 31<sup>st</sup> March, 2017.
- iii. The Audited Financial Statements and Auditors' Report thereon for the financial year ended 31<sup>st</sup> March, 2017.
- iv. The Proxy Register with 1 valid proxies lodged with the Company in connection with the 10th Annual General Meeting (remained open for inspection during the meeting).
- v. The Register of Directors' and Key Managerial Personnel and their shareholdings (remained open for inspection during the meeting).
- vi. The Register of Contracts or arrangements in which the Directors were interested (remained open for inspection during the meeting).

The Chairperson of the meeting confirmed the compliance of the Companies Act, 2013 and Secretarial Standard - 2 with respect to calling, commencing and conducting the meeting.

Thereafter the Chairperson commenced the formal agenda of the Annual General Meeting and with the consent of the Members present, the Notice convening the meeting, the Directors' Report along with annexures thereto and the Audited Financial Statements and Auditors Report for the financial year ended 31st March, 2017 were taken as read.

The Chairperson then announced that until 48 hours before the time of the commencement of the Annual General Meeting, 1 (One) valid proxies covering a total of 1,31,362 (One Lakh Thirty One Thousand Three Hundred And Sixty Two) equity shares of Rs. 2/- each and 15 (Fifteen) representations under Section 113 of the Companies Act, 2013 from Corporate Members, covering a total of 1,27,41,127 (One Crore Twenty Seven Lakh Forty One Thousand One Hundred And Twenty Seven Only) Equity Shares of Rs. 2/- each, had been received and the same were laid on the table.

The Chairperson informed the Members that the Auditor's Report on the Audited Financial Statements of the Company for the financial year ended 31st March, 2017 did not contain any qualifications, observations or comments on financial transactions or matters, which had adverse effect on the functioning of the Company. She stated that in the terms of Section 145 of the Companies Act, 2013, only the qualifications, observations or comments, mentioned in the Auditor's Report, which have any adverse effect on the functioning of the Company, were required to be read at the general meeting. Since there were no such qualifications, observations or comments, the Auditors Report was not required to be read. She also informed that there were also no qualifications/ observations or comments in the Secretarial Auditor's Report.

The Chairperson informed the Members regarding the appointment of Awanish Dwivedi & Associates as Scrutinizer for the voting purpose process in a fair and transparent manner as stipulated under the Companies (Management & Administration) Rules, 2014) in the Annual General Meeting of the Company.

The Chairperson informed that the Company had provided the facility of e-voting to its Shareholders to exercise their right to vote on the Resolutions proposed to be passed at the AGM. The Chairperson then requested Mr. Alok Kumar, Company Secretary to brief the Members about the e-voting procedure at the AGM. For JITF Infra Logistics Limited



  
Company Secretary

Mr. Alok Kumar informed the shareholders that as per the provisions of the Companies Act, 2013 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company had provided the facility of remote e-voting to the Shareholders to enable them to cast their vote electronically. The remote e-voting was open from 9:00 A.M. on Friday, 22<sup>nd</sup> September, 2017 to 5:00 P.M. on Sunday, 24<sup>th</sup> September, 2017. The detailed procedure of e-voting was also mentioned in Note no. 15 of the Notice of the Annual General meeting on page no. 146 of the Annual Report. The arrangements had been made for e-voting at the venue of the meeting for those Shareholders who had not cast their vote by remote e-voting.

The chairperson informed the Members about the flow of events at the AGM. The chairperson further informed that combined results of remote e-voting and e-voting at the venue of the meeting would be announced and displayed on the website of the Company and also on the website of the Stock Exchanges.

The Chairperson then took up the official business of the meeting.

#### **Item No.1**

#### **ADOPTION OF AUDITED FINANCIAL STATEMENTS AND REPORTS FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2017 – ORDINARY RESOLUTION**

The Members of the Company considered the Audited Financial Statements of the Company for the financial year ended 31st March, 2017 and Reports of Directors and Auditors' attached thereto. Some of the Members raised queries regarding Accounts of the Company which were suitably replied to by the CFO of the Company.

With the consent of the Members present, item no 1 of the Notice pertaining to adoption of Audited Financial Statements for the financial year ended 31st March, 2017 together with report of Directors and Auditors thereon of the Company was taken as read and adopted as an ordinary resolution:

**“RESOLVED THAT** the Audited Financial Statements of the Company for the financial year ended 31st March, 2017 together with report of Directors and Auditors thereon be and are hereby approved and adopted.”

#### **Item No.2**

#### **RE-APPOINTMENT OF MS. VENI ANAND (DIN: 07586927) AS DIRECTOR – ORDINARY RESOLUTION**

The Chairperson stated that as per the Articles of Association of the Company and statutory requirement of Companies Act, 2013, Ms. Veni Anand shall retire by rotation at this Annual General Meeting and being eligible, offer herself for re-appointment.

The Chairperson stated that she would retire in accordance with Article of the Articles of Association of the Company and the provisions of Companies Act, 2013 and being eligible, offered herself for re-election.

Ms. Veni Anand, being interested in this Item of business, requested Mr. Dhananjaya Pati Tripathi to be the Chairperson for the next agenda Item.

For JITF InfraLogistics Limited

  
Company Secretary



With the consent of the Members present, item no 2 of the Notice pertaining to re-appointment of Ms. Veni Anand as Director of the Company was taken as read and adopted as an ordinary resolution:

**"RESOLVED THAT** Ms. Veni Anand, (DIN: 07586927) who retires by rotation and, being eligible for re-appointment, be and is hereby appointed as Director of the Company, liable to retire by rotation."

After the business of the resolution was over, Ms. Veni Anand resumed the Chair and thanked Mr. Dhananjaya Pati Tripathi for conducting the proceedings for the above resolution.

### **ITEM NO.3- APPOINTMENT OF STATUTORY AUDITORS AND TO FIX THEIR REMUNERATION - ORDINARY RESOLUTION**

With the consent of the Members present, item no 3 of the Notice pertaining to appointment of Statutory Auditors and Fix their remuneration for the financial year 2017-18 was taken as read and adopted as an ordinary resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under, as amended from time to time, the Company hereby appoints M/s Lodha & Co, Chartered Accountants, (FRN No. 301051E) as Auditors of the Company to hold office from the conclusion of this 10<sup>th</sup> Annual General Meeting (AGM) till the conclusion of the 15th AGM of the Company to be held in the Calendar year 2022, subject to ratification at each Annual General Meeting, to examine and audit the accounts of the Company, on such remuneration as may be mutually agreed upon between the Board of Directors of the Company and the Auditors plus reimbursement of Goods & Service Tax, travelling and out-of pocket expenses.

**RESOLVED FURTHER THAT** the Directors/ Company Secretary of the Company be and are hereby severally authorized to file requisite e-forms relating to the appointment of M/s. Lodha & Co. as Statutory Auditor of the company with the office of the Registrar of Companies, Kanpur and to do all such acts, deeds, matters and things as are necessary for the purpose and are ancillary or incidental thereto."

### **SPECIAL BUSINESS:**

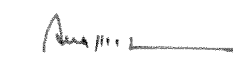
#### **Item No.4 - APPOINTMENT OF MR. NEERAJ KUMAR (DIN: 01776688) AS DIRECTOR OF THE COMPANY - ORDINARY RESOLUTION**

With the consent of the Members present, the resolution for item no 4 of the Notice pertaining to appointment of Mr. Neeraj Kumar (DIN: 01776688) as Director of the Company was taken as read and adopted as an ordinary resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 149, 152 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Neeraj Kumar (DIN: 01776688), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the



For JITE InfraLogistics Limited

  
Company Secretary

Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company liable to retire by rotation."

The Chairperson then invited Members who would like to make comments, make observations and seek clarifications.

After responding to all the queries of Members, the Chairperson handed over the e-voting process to the Scrutinizer Mr. Awanish Kumar Dwivedi, scrutinizer, distributed the ballot paper to the Members present at the meeting. Thereafter, Mr. Awanish Kumar Dwivedi locked and sealed the ballot box in the presence of Members. The Members then started casting their votes and dropping the ballot papers into the ballot box.

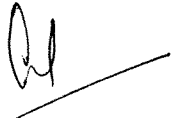
After the casting of votes was over, the Chairperson announced that the combined results of remote e-voting done previously and poll conducted at the time of meeting, would be available on website of the Company and also on the website of the Stock Exchanges. It was confirmed that the quorum for the meeting was present throughout the duration of the meeting. She also declared the conclusion of the meeting.

The Chairman thanked the members for sparing their time for attending the meeting. Ms. Ishani Prabhakar, a shareholder, proposed a vote of thanks to the Chairperson of the meeting. The meeting, accordingly, concluded at 4:15 P.M.

The results of the e-voting (attached as Annexure) was declared on 27th September, 2017, based on the report of the scrutinizers dated 26th September, 2017.

Place: Kosi Kalan

Date: 12.10.2017

  
CHAIRPERSON OF THE MEETING

For JITF Infralogistics Limited  
  
Company Secretary

## Annexure

### Declaration of Results of Remote e-voting and poll at 10<sup>TH</sup> Annual General meeting held on 25<sup>th</sup> September, 2017.

As per the provisions of the Companies Act, 2013 read with Listing Regulations, the Company had provided the facility of remote e-voting to the members to enable them to cast their vote electronically on the resolutions proposed in the Notice of 10<sup>TH</sup> Annual General Meeting. The remote e-voting was open from 9.00 a.m. on 22<sup>nd</sup> September, 2017 to 5.00p.m. on 24<sup>th</sup> September, 2017. Further, the Company had also made the arrangement of voting through poll at the meeting to enable the members who had not casted their vote electronically.

The Board of Director had appointed Shri Awanish Kumar Dwivedi of M/s Awanish Dwivedi & Associates, Company Secretaries as the Scrutinizer for remote e-voting and poll conducted at the time of meeting. The Scrutinizer carried out the scrutiny of all the electronic votes received up to the close of remote e-voting period on 24<sup>th</sup> September, 2017 and poll at the time of meeting. He thereafter, submitted his report on 26<sup>th</sup> September, 2017.

The Consolidated Result of voting as per the Scrutinizer Report dated 26<sup>th</sup> September, 2017 was as follows:

|                                                                                                                                                                                         | Remote E-voting & Voting through poll           |                   |                                                  |                 |               |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------|-------------------|--------------------------------------------------|-----------------|---------------|
|                                                                                                                                                                                         | Number of Shares for which votes cast in favour | % Votes in favour | Number of Shares for which votes cast in against | % Votes against | Invalid Votes |
| <b>Ordinary Business</b>                                                                                                                                                                |                                                 |                   |                                                  |                 |               |
| Resolution No.1- Ordinary Resolution- Adoption of the Audited Financial Statements for the financial year ended 31st March, 2017 and the reports of the Directors and Auditors thereon. | 17,353,856                                      | 99.99             | 8                                                | 0.01            | 5             |
| Resolution No. 2- Ordinary Resolution- Re-appointment of Ms. Veni Anand, who is liable to retire by rotation.                                                                           | 17,353,848                                      | 99.99             | 16                                               | 0.01            | 5             |
| Resolution No. 3- Ordinary Resolution-Appointment of Statutory Auditors and fixing their remuneration.                                                                                  | 17,353,856                                      | 99.99             | 8                                                | 0.01            | 5             |
| <b>Special Business</b>                                                                                                                                                                 |                                                 |                   |                                                  |                 |               |
| Resolution No. 4- Ordinary Resolution- Appointment of Mr. Neeraj Kumar (DIN: 01776688) as Director of the Company                                                                       | 17,356,732                                      | 99.99             | 8                                                | 0.01            | 5             |

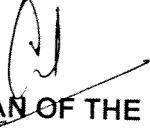
For JITF Infralogistics Limited



  
Company Secretary

Therefore, all the resolutions as per the Notice convening above Annual General Meeting were passed with the requisite majority. The result was communicated to the Stock Exchanges and was also uploaded on the website of the Company.

Place: Kosi Kalan  
Date: 12.10.2017

  
CHAIRMAN OF THE MEETING

  
For JITF Infralogistics Limited

Company Secretary



