



DESTINY LOGISTICS & INFRA LIMITED

(Formerly Destiny Logistic Limited)

CIN: L63090WB2011PLC165520

MINUTES OF THE 14TH ANNUAL GENERAL MEETING OF THE MEMBERS OF DESTINY LOGISTICS & INFRA LIMITED HELD ON SATURDAY, 27TH SEPTEMBER 2025 AT 1:00 PM DEEMED TO BE HELD AT REGISTERED OFFICE OF THE COMPANY AT 375, DAKSHINDARI ROAD, KOLKATA- 700048

Directors Present:

Mrs. Rekha Bhagat	Managing Director
Mr. Jugal Kishore Bhagat	Non-Executive Director
Ms. Priya Rudra	Independent Director
Mr. Shir Sagar Pandey	Independent Director
Mrs. Sweta Chaurasia	Independent Director

In Attendance:

Mrs. Rinky Shaw	Company Secretary
Mr. Prasenjit Biswas	Chief Financial Officer

Mr. Bijan Ghosh, Proprietor of Bijan Ghosh & Associates, Chartered Accountants, Statutory Auditor, Mr. VP Rajeev, Practising Company Secretary, Secretarial Auditor, Mrs. Neha Jain, Internal Auditor of the company and Mr. Gouri Shanker Mishra, Partner of BGSMISHRA & Associates, Company Secretaries LLP, Scrutinizer for the AGM had joined the meeting through Video Conference by invitation.

Chairperson:

Mrs. Rekha Bhagat, Managing Director of the Company chaired the meeting.

Quorum:

In aggregate, 36 Members joined through Video Conferencing. After ascertaining from the Company Secretary & Compliance Officer that the requisite quorum was present at the AGM, the Chairperson called the Meeting to order and commenced the proceedings of the meeting at 1:00 PM.

The statutory registers under the Companies Act, 2013 and the other documents as referred in the AGM Notice were available for inspection by the members at the Registered Office of the Company.

Mrs. Rekha Bhagat took the chair and presided over the meeting. She chaired the meeting, extended a warm welcome to all the members attending the Meeting through VC/OAVM and started the formal proceedings. She then briefed the shareholders about the company's business and future outlook of the Company.



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The chairperson then concluded her speech stating that the resolutions proposed in the Notice of the meeting shall be deemed to have been proposed and seconded due to earlier remote e-voting on the date of AGM, subject to the requisite number of votes being received and handed over the proceedings to Company Secretary Mrs. Rinky Shaw.

The remote e-voting was kept open from Wednesday, 24th September 2025 at 10:00 A.M. and ended on Friday, 26th September 2025 at 5:00 P.M. Members were informed that e-voting was also made available during the meeting for the members who did not cast their vote prior to the meeting. She further informed that the Company had engaged the services of CDSL as the authorised agency to provide the e-voting facility and Mr. Gouri Shanker Mishra, Partner, BGSMISHRA & Associates, Company Secretaries LLP was appointed as the scrutinizer for independently scrutinizing the e-voting process in a fair and transparent manner.

She further informed that the notice and audited accounts with auditor's report were already circulated and with the consent of members, the Notice convening the AGM, the Boards' Report and the Auditor's Report for the financial year ended March 31, 2025, were taken as read.

The Auditors Report and the Secretarial Audit Report for the financial year ended March 31, 2025 were also taken as read along with the observations in the Secretarial Auditors' Report. She further read the observations in the Secretarial Auditors' Report. The observations were explained stating that those were un-intentional and arose in peculiar circumstances.

The company secretary further informed the panel that there were no members who had registered themselves as speakers to express their views and no further queries received thereon. Further no questions received from the shareholders present at the meeting.

Thereafter, she proceeded with the business transacted at the meeting as per the Notice convening the 14th AGM of the Company dated 2nd September 2025. Since the Notice had already been circulated to the Members and the Resolution had been put to vote through remote e voting, the resolutions were taken as read. For the benefit of Members attending the meeting, she further provided a brief of the resolutions:

Item No. 1

To consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2025 together with the reports of the board of directors and auditors' thereon.

It was informed that the Ordinary Resolution for Item No. 1 of the Notice was pertaining to adoption of the audited standalone Financial Statements of the Company for the financial year ended March 31, 2025 together with the reports of the board of directors and auditors' thereon. The Resolution for Item No. 1 of the Notice read as follows:



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“RESOLVED THAT the audited financial statements of the Company comprising of the balance sheet as at 31st March 2025, the statement of profit and loss, cash flow statement and statement of equity, for the financial year ended on that date, together with the notes thereto, report of the board of directors (“Board”) and auditors’ report thereon along with annexures, as circulated to the members and laid before the meeting, be and are hereby considered and adopted.”

Item No. 2

To re-appoint Mr. Nirmalya Sircar (DIN: 01822540), Non-Executive Director, who retires by rotation and being eligible, offers himself for re-appointment.

It was informed that the Ordinary Resolution for Item No. 2 of the Notice was pertaining to Re appointment of director retiring by rotation at the AGM. The Resolution for Item No. 2 of the Notice read as follows:

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, and the rules made thereunder (including any statutory modification(s) or re- enactment thereof for the time being in force) (“Act”), Mr. Nirmalya Sircar (DIN: 01822540), Non- Executive Director of the Company, who retires by rotation at this Annual General Meeting and being eligible for such re-appointment, be and is hereby re-appointed as Director, liable to retire by rotation.”

Item No. 3

To appoint Ms. Nikita Pandey (DIN: 11275717) as an Independent Director

It was informed that the Ordinary Resolution for Item No. 3 of the Notice was pertaining to appointment of Mr. Jugal Kishore Bhagat as the Managing Director of the Company for a period of five years. The Resolution for Item No. 3 of the Notice read as follows:

“RESOLVED THAT pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 as amended and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, Ms. Nikita Pandey (DIN: 11275717), be and is hereby appointed as an Independent Director of the Company for a term of 5 years with effect from 27th September 2025 up to 26th September 2030.”

RESOLVED FURTHER THAT any of the directors of the Company be and is hereby authorized to do all such acts, deeds and things and to sign all such documents as may be required to give effect to this resolution.”



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Item No. 4: To re-appoint Mrs. Rekha Bhagat (DIN: 03564763) as Managing Director

It was informed that the Ordinary Resolution for Item No. 4 of the Notice was pertaining to Re-appointment of Mrs. Rekha Bhagat as the Managing Director of the company for a period of 5 (Five) years. The Resolution for Item No. 4 of the Notice read as follows:

“RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), approval of the Members of the Company be and is hereby accorded for re-appointment of Mrs. Rekha Bhagat (DIN: 03564763), as the Managing Director of the Company for a period of 5 (Five) years with effect from 23rd August 2026 on the terms and conditions including remuneration as mentioned below:

1	Remuneration	Rs. 2,00,000 per month with increase upto 10% in each year as may be decided by Board in consultation of Nomination and Remuneration Committee.
2	Commission	Not exceeding 1% of the net-profit as may be decided by Board in consultation of Nomination and Remuneration Committee.
3	Perquisites/ Allowances	As per company policy along with retirement and other benefits as applicable under the respective statutory provisions
4	Reimbursement of Expenses	All the expense incurred towards office purpose.
5	Other terms and conditions	Mrs. Rekha Bhagat shall not be liable to retire by rotation during the tenure unless required as per applicable provision. The functioning of the Managing Director, shall be subject to the supervision, control, and direction of the Board and be vested with substantial powers of management of the Company;



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		Terms and conditions of Mrs. Rekha Bhagat may be modified or altered or amended or varied from time to time by the Board of Directors and or committee thereof as it may be permissible and it deemed fit within the limits prescribed in schedule V of the Companies Act, 2013 or any amendments or modifications or re-enactments made thereto.
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RESOLVED FURTHER THAT in the event of inadequacy of profits in any financial year during the tenure of Mrs. Rekha Bhagat (DIN: 03564763), Managing Director of the Company, the above-mentioned remuneration paid to him, as minimum remuneration, subject to any resolution passed in relation to the increase in managerial remuneration and subject to applicable provisions under Section 197 read with schedule V of the Act and rules made thereunder and any other applicable provisions of the Act or any other statutory modifications or enactment thereunder.”

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to accept such modifications in the terms and conditions, if so required, and as may be acceptable to the Company and Mrs. Rekha Bhagat.”

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and matters and things as in its absolute discretion it may consider necessary. expedient and desirable to give effect to this resolution.”

Item No. 5: To re-appoint Mrs. Sweta Chaurasia (DIN:09271786) as an Independent Director

It was informed that the Special Resolution for Item No. 5 of the Notice was pertaining to appointment of Mrs. Sweta Chaurasia as an independent director of the company for the Second Term of Five Years. The Resolution for Item No. 5 of the Notice read as follows:

“RESOLVED THAT pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 as amended and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, Mrs. Sweta Chaurasia (DIN:09271786), who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby



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appointed as an Independent Director of the Company for the Second Term of Five Years with effect from 23rd August 2026 to 22nd August 2031.”

RESOLVED FURTHER THAT any of the directors of the Company be and is hereby authorized to do all such acts, deeds and things and to sign all such documents as may be required to give effect to this resolution.”

Item No. 6: To re-appoint Mr. Shir Sagar Pandey (DIN: 07656863) as an Independent director

It was informed that the Special Resolution for Item No. 6 of the Notice was pertaining to appointment of Mr. Shir Sagar Pandey as an independent director of the company for the Second Term of Five Years. The Resolution for Item No. 6 of the Notice read as follows:

“**RESOLVED THAT** pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 as amended and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, Mr. Shir Sagar Pandey (DIN: 07656863), who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company for the Second Term of Five Years with effect from 23rd August 2026 to 22nd August 2031.”

“**RESOLVED FURTHER THAT** any of the directors of the Company be and is hereby authorized to do all such acts, deeds and things and to sign all such documents as may be required to give effect to this resolution.”

Item No. 7: To appoint Secretarial Auditor

It was informed that the Ordinary Resolution for Item No. 7 of the Notice was pertaining to appointment of Mr. V P Rajeev, Practicing Company Secretary, as Secretarial Auditor of the company for a term of five years. The Resolution for Item No. 7 of the Notice read as follows:

“**RESOLVED THAT** pursuant to the provision of Regulation 24A and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Section 204 and other applicable provisions of the Companies Act, 2013, if any, and applicable rules framed thereunder, Mr. V P Rajeev (FCS No. 10208, CP No. 14032, Peer Review No. 4830/2023), a Practicing Company Secretary, be and is hereby appointed as Secretarial Auditor of the Company for a term of 5 (five) years, i.e. for the financial year 2025-26 to financial year 2029-30 at a fee as may be decided/ agreed between Auditors and the Board/ Management.”

The Scrutinizer was requested to compile the results for remote e-voting as well as e-voting at the AGM and submit Consolidated Scrutinizer's Report within the stipulated time.



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The Company Secretary & Compliance Officer informed the members that the voting results along with the Scrutinizer's Report would be made available on the Company's website and also on the website of the CDSL within two working days of conclusion of the AGM as per Regulation 44(3) of SEBI Listing Regulations. The Voting Results would also be submitted to the stock exchange namely National Stock Exchange of India Limited ("NSE").

The Company Secretary & Compliance Officer announced that the e-voting facility would be kept open for next 30 minutes post the conclusion of the proceedings to enable the members to cast their votes.

The Chairman then thanked all the members for their continuous support and for attending and participating in the meeting and concluded the AGM at 01:15 P.M and thereafter the e-voting facility was kept open for 30 minutes as mentioned above.

Mr. Gouri Shankar Mishra, Partner, BGSMISHRA & Associates, Company Secretaries LLP provided consolidated scrutinizer's report on remote e-voting and meeting e-voting of the 14th Annual General Meeting of the members held on Saturday, 27th September 2025 dated 27th September 2025. The report was considered and it was noted that as per the scrutinizer's report all resolution has been duly passed.

Following was the extract of the scrutinizers report on each item as regards the details of the voting and result of voting:

1. To consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2025 together with the reports of the board of directors and auditors' thereon.

Type of Business: Ordinary Business

Nature of Resolution: Ordinary Resolution

Particulars	No. of Members	Representative No. of Shares
Total number of Remote E-Voting	46	11804776
Total Number of Meeting E-Voting	1	6000
Invalid Votes:		
Remote E-Voting	0	0
Meeting E-Voting	0	0
Valid Votes:		
In favour of the Resolution through Remote E-Voting	46	11804776
In favour of the Resolution through Meeting E-Voting	1	6000



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Against the Resolution through Remote E-Voting	0	0
Against the Resolution through Meeting E-Voting	0	0
Consolidated Votes:		
In favour of the Resolution (Remote and Meeting E-Voting)	47	11810776
Against the Resolution (Remote and Meeting E-Voting)	0	0
Percentage to the total valid vote received in favour of the Resolution (Remote and Meeting E-Voting)	100 %	

Result: The resolution requiring requisite majority for passing as Ordinary Resolution was received.

- 2. To re-appoint Mr. Nirmalya Sircar (DIN: 01822540), Non-Executive Director, who retires by rotation and being eligible, offers himself for re-appointment.**

Type of Business: Ordinary Business

Nature of Resolution: Ordinary Resolution

Particulars	No. of Members	Representative No. of Shares
Total number of Remote E-Voting	46	11804776
Total Number of Meeting E-Voting	1	6000
Invalid Votes:		
Remote E-Voting	0	0
Meeting E-Voting	0	0
Valid Votes:		
In favour of the Resolution through Remote E-Voting	46	11804776
In favour of the Resolution through Meeting E-Voting	1	6000
Against the Resolution through Remote E-Voting	0	0
Against the Resolution through Meeting E-Voting	0	0
Consolidated Votes:		
In favour of the Resolution (Remote and Meeting E-Voting)	47	11810776
Against the Resolution (Remote and Meeting E-Voting)	0	0



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Percentage to the total valid vote received in favour of the Resolution (Remote and Meeting E-Voting)	100 %
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Result: The resolution requiring requisite majority for passing as Ordinary Resolution was received.

3. Appointment of Ms. Nikita Pandey (DIN: 11275717) as an Independent Director.

Type of Business: Special Business

Nature of Resolution: Ordinary Resolution

Particulars	No. of Members	Representative No. of Shares
Total number of Remote E-Voting	46	11804776
Total Number of Meeting E-Voting	1	6000
Invalid Votes:		
Remote E-Voting	0	0
Meeting E-Voting	0	0
Valid Votes:		
In favour of the Resolution through Remote E-Voting	46	11804776
In favour of the Resolution through Meeting E-Voting	1	6000
Against the Resolution through Remote E-Voting	0	0
Against the Resolution through Meeting E-Voting	0	0
Consolidated Votes:		
In favour of the Resolution (Remote and Meeting E-Voting)	47	11810776
Against the Resolution (Remote and Meeting E-Voting)	0	0
Percentage to the total valid vote received in favour of the Resolution (Remote and Meeting E-Voting)	100 %	

Result: The resolution requiring requisite majority for passing as Ordinary Resolution was received.

4. To re-appoint Mrs. Rekha Bhagat (DIN: 03564763) as Managing Director.



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Type of Business: Special Business

Nature of Resolution: Ordinary Resolution

Particulars	No. of Members	Representative No. of Shares
Total number of Remote E-Voting	46	11804776
Total Number of Meeting E-Voting	1	6000
Invalid Votes:		
Remote E-Voting	0	0
Meeting E-Voting	0	0
Valid Votes:		
In favour of the Resolution through Remote E-Voting	46	11804776
In favour of the Resolution through Meeting E-Voting	1	6000
Against the Resolution through Remote E-Voting	0	0
Against the Resolution through Meeting E-Voting	0	0
Consolidated Votes:		
In favour of the Resolution (Remote and Meeting E-Voting)	47	11810776
Against the Resolution (Remote and Meeting E-Voting)	0	0
Percentage to the total valid vote received in favour of the Resolution (Remote and Meeting E-Voting)	100 %	

Result: The resolution requiring requisite majority for passing as Ordinary Resolution was received.

5. To re-appoint Mrs. Sweta Chaurasia (DIN:09271786) as an Independent Director

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Type of Business: Special Business

Nature of Resolution: Special Resolution

Particulars	No. of Members	Representative No. of Shares
Total number of Remote E-Voting	46	11804776
Total Number of Meeting E-Voting	1	6000
Invalid Votes:		
Remote E-Voting	0	0
Meeting E-Voting	0	0
Valid Votes:		
In favour of the Resolution through Remote E-Voting	46	11804776
In favour of the Resolution through Meeting E-Voting	1	6000
Against the Resolution through Remote E-Voting	0	0
Against the Resolution through Meeting E-Voting	0	0
Consolidated Votes:		
In favour of the Resolution (Remote and Meeting E-Voting)	47	11810776
Against the Resolution (Remote and Meeting E-Voting)	0	0
Percentage to the total valid vote received in favour of the Resolution (Remote and Meeting E-Voting)	100 %	

Result: The resolution requiring requisite majority for passing as Special Resolution was received.



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6. To re-appoint Mr. Shir Sagar Pandey (DIN: 07656863) as an Independent Director.

Type of Business: Special Business

Nature of Resolution: Special Resolution

Particulars	No. of Members	Representative No. of Shares
Total number of Remote E-Voting	46	11804776
Total Number of Meeting E-Voting	1	6000
Invalid Votes:		
Remote E-Voting	0	0
Meeting E-Voting	0	0
Valid Votes:		
In favour of the Resolution through Remote E-Voting	46	11804776
In favour of the Resolution through Meeting E-Voting	1	6000
Against the Resolution through Remote E-Voting	0	0
Against the Resolution through Meeting E-Voting	0	0
Consolidated Votes:		
In favour of the Resolution (Remote and Meeting E-Voting)	47	11810776
Against the Resolution (Remote and Meeting E-Voting)	0	0
Percentage to the total valid vote received in favour of the Resolution (Remote and Meeting E-Voting)	100 %	

Result: The resolution requiring requisite majority for passing as Special Resolution was received.

7. To appoint Secretarial Auditor.

Type of Business: Special Business

Nature of Resolution: Ordinary Resolution

Particulars	No. of Members	Representative No. of Shares
Total number of Remote E-Voting	46	11804776
Total Number of Meeting E-Voting	1	6000



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Invalid Votes:		
Remote E-Voting	0	0
Meeting E-Voting	0	0
Valid Votes:		
In favour of the Resolution through Remote E-Voting	46	11804776
In favour of the Resolution through Meeting E-Voting	1	6000
Against the Resolution through Remote E-Voting	0	0
Against the Resolution through Meeting E-Voting	0	0
Consolidated Votes:		
In favour of the Resolution (Remote and Meeting E-Voting)	47	11810776
Against the Resolution (Remote and Meeting E-Voting)	0	0
Percentage to the total valid vote received in favour of the Resolution (Remote and Meeting E-Voting)	100 %	

Result: The resolution requiring requisite majority for passing as Ordinary Resolution was received.

Accordingly, all the resolution were duly passed by the members with appropriate majority.

Destiny Logistics & Infra Limited


Managing Director

CHAIRPERSON

Date: 24.10.2025

Place: Kolkata

Name: Rekha Bhagat

DIN: 03564763

Managing Director

Date of signing: 24.10.2025