



DESTINY LOGISTICS & INFRA LIMITED

(Formerly Destiny Logistic Limited)

CIN: L63090WB2011PLC165520

MINUTES OF THE 15TH ANNUAL GENERAL MEETING OF THE MEMBERS OF DESTINY LOGISTICS & INFRA LIMITED HELD ON WEDNESDAY, 30TH SEPTEMBER 2026 DEEMED TO BE HELD AT REGISTERED OFFICE AT REGISTERED OFFICE OF THE COMPANY AT 375, DAKSHINDARI ROAD, KOLKATA- 700048

COMMENCEMENT TIME: 03:00 P.M. AND CONCLUSION TIME: 03:17 P.M.

Directors Present:

Mrs. Rekha Bhagat	Managing Director
Mr. Jugal Kishore Bhagat	Non-Executive Director
Mr. Nirmalya Sircar	Non-Executive Director
Mr. Santanu Kumar Rai	Independent Director
Ms. Nikita Pandey	Independent Director
Mrs. Sweta Chaurasia	Independent Director

In Attendance:

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

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.

Mr. Bijan Ghosh, Proprietor of Bijan Ghosh & Associates, Chartered Accountants, Statutory Auditor could not attend the meeting due to some urgency.

Chairperson:

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

Quorum:

In aggregate, 20 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 3:00 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.



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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.

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 Sunday, 27th September 2026 at 09:00 A.M. and ended on Tuesday, 29th September 2026 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 authorized 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, 2026, were taken as read.

The Auditors Report and the Secretarial Audit Report for the financial year ended March 31, 2026 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 15th AGM of the Company dated 8th September 2026. 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, 2026 together with the reports of the board of directors and auditors' thereon.



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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, 2026 together with the reports of the board of directors and auditors' thereon.

“RESOLVED THAT the audited financial statements of the Company comprising of the balance sheet as at 31st March 2026, 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. Jugal Kishore Bhagat (DIN: 02218545), Non-Executive Director, who retires by rotation and being eligible, offers himself for re-appointment.

It was informed that Item No. 2 of the Notice was proposed as an Ordinary Resolution. The resolution 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. Jugal Kishore Bhagat (DIN: 02218545), 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 approve the appointment of Statutory Auditors.

It was informed that Item No. 3 of the Notice was proposed as an Ordinary Resolution. The resolution read as follows:

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. S.K. Basu & Co., (Firm Registration No. 301026E), Chartered Accountants, be and are hereby appointed as Statutory Auditors of the Company to hold office for a term of five (5) years for the financial year 2026-27 to financial year 2030-31 and to hold office till the conclusion of the 20th Annual General Meeting to be held for the financial year 2030-31, at such remuneration, reimbursement of out-of-pocket expenses and applicable taxes as may be mutually agreed upon between the Board of Directors or Committee or Management of the Company and the Statutory Auditors.”



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Item No. 4

Regularisation of Mr. Santanu Kumar Rai as an Independent Director

It was informed that Item No. 4 of the Notice was proposed as a Special Resolution. The resolution read as follows:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, and the Articles of Association of the Company, Mr. Santanu Kumar Rai (DIN: 10160592), who was appointed as an Additional Director (Independent) of the Company with effect from 9th June 2026 and who meets the criteria for independence as provided under Section 149(6) of the Act and has submitted the requisite declaration under Section 149(7) of the Act, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of five consecutive years commencing from 9th June 2026 up to 8th June 2031.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things and to execute all such documents, filings and writings as may be necessary, proper or expedient to give effect to this resolution.”

Item No. 5

To consider and approve grant of loan give guarantee or provide security under Section 185 of the Companies Act 2013

It was informed that Item No. 5 of the Notice was proposed as a Special Resolution. The resolution read as follows:

“RESOLVED THAT pursuant to Section 185(2) and other and applicable provisions of the Companies Act, 2013, approval of the members be and is hereby accorded to the Board of Directors (or any Committee thereof) of the Company for giving loan(s) in one or more tranches including loan represented by way of book debt to, and/ or giving of guarantee(s), and/or providing of security(ies) in connection with any loan taken/ to be taken by Dynamic Services & Security Limited, Mehaj Technology Limited, The Bharat Battery Manufacturing Company Private Limited or such other corporate as may be decided by Board notwithstanding that such loan would amount to loan to director for their principal business activity as per Section 185(2) up to an aggregate amount not exceeding Rs. 50 Crores (Rupees Fifty Crores Only) for each of the entities as may be approved by Board / Committee in its absolute discretion as same may be deemed beneficial and in the best interest of the Company as may be decided by Board.

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to negotiate, finalise and agree to the



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terms and conditions of the aforesaid Loans / Guarantees / Securities, and to take all necessary steps, to execute all such documents, instruments and writings and to do all necessary acts, deeds and things in order to comply with all the legal and procedural formalities and to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit and suitable.”

Item No. 6

To consider and approve loan and investment under Section 186 of the Companies Act 2013

It was informed that Item No. 6 of the Notice was proposed as a Special Resolution. The resolution read as follows:

“RESOLVED THAT pursuant to the provisions of section 186 of the Companies Act, 2013, read with Rule 11 of Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions and the Rules framed thereunder, if any, of the Companies Act, 2013, the consent of members be and is hereby accorded to:

- (a) give any loan to any person or other body corporate;
- (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and
- (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate;

as it may consider necessary by the Board of Directors (or any Committee thereof) of the Company and in the interest of the Company, subject to the aggregate amount of the loans and investments so far made for which guarantees or securities provided to any Bank and/or other Financial Institution and/ or any lender and/or any body corporate/ entity or any other person, in respect of or against any loans or to secure any financial arrangement of any nature by Dynamic Services & Security Limited, Mehai Technology Limited, The Bharat Battery Manufacturing Company Private Limited, and any other person(s), any Body(ies) Corporate, whether in India or outside, which may or may not be subsidiary (ies) of the Company, whether existing or proposed to be incorporated, along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed at any point of time upto Rs. 50 Crores (Rupees Fifty Crores Only) for each entity and aggregating to Rs. 200 Crores (Rupees Two Hundred Crores Only) over and above the limit of 60% of the paid- up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account.

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, things and matters as it may in its absolute discretion deem necessary, proper, or desirable and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution.”



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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.

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 Chairperson then thanked all the members for their continuous support and for attending and participating in the meeting and concluded the AGM at 03:17 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 15th Annual General Meeting of the members held on Wednesday, 30th September 2026 dated 30th September 2026. 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, 2026 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	30	17193276
Total Number of Meeting E-Voting	0	0
Invalid Votes:		
Remote E-Voting	0	0
Meeting E-Voting	0	0
Valid Votes:		



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In favour of the Resolution through Remote E-Voting	30	17193276
In favour of the Resolution through Meeting E-Voting	0	0
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)	30	17193276
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. Jugal Kishore Bhagat DIN 02218545 as Director retiring by rotation.

Type of Business: Ordinary Business

Nature of Resolution: Ordinary Resolution

Particulars	No. of Members	Representative No. of Shares
Total number of Remote E-Voting	29	5161003
Total Number of Meeting E-Voting	0	0
Invalid Votes:		
Remote E-Voting	0	0
Meeting E-Voting	0	0
Valid Votes:		
In favour of the Resolution through Remote E-Voting	29	5161003
In favour of the Resolution through Meeting E-Voting	0	0
Against the Resolution through Remote E-Voting	0	0
Against the Resolution through Meeting E-Voting	0	0
Consolidated Votes:		



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In favour of the Resolution (Remote and Meeting E-Voting)	29	5161003
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.

3. To approve the appointment of Statutory Auditors.

Type of Business: Ordinary Business

Nature of Resolution: Ordinary Resolution

Particulars	No. of Members	Representative No. of Shares
Total number of Remote E-Voting	30	17193276
Total Number of Meeting E-Voting	0	0
Invalid Votes:		
Remote E-Voting	0	0
Meeting E-Voting	0	0
Valid Votes:		
In favour of the Resolution through Remote E-Voting	30	17193276
In favour of the Resolution through Meeting E-Voting	0	0
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)	30	17193276
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 %	



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

4. Regularization of Mr. Santanu Kumar Rai 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	30	17193276
Total Number of Meeting E-Voting	0	0
Invalid Votes:		
Remote E-Voting	0	0
Meeting E-Voting	0	0
Valid Votes:		
In favour of the Resolution through Remote E-Voting	30	17193276
In favour of the Resolution through Meeting E-Voting	0	0
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)	30	17193276
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.



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- 5. To consider and approve grant of loan give guarantee or provide security under Section 185 of the Companies Act 2013**

Type of Business: Special Business

Nature of Resolution: Special Resolution

Particulars	No. of Members	Representative No. of Shares
Total number of Remote E-Voting	26	1302276
Total Number of Meeting E-Voting	0	0
Invalid Votes:		
Remote E-Voting	0	0
Meeting E-Voting	0	0
Valid Votes:		
In favour of the Resolution through Remote E-Voting	26	1302276
In favour of the Resolution through Meeting E-Voting	0	0
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)	26	1302276
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 consider and approve loan and investment under Section 186 of the Companies Act 2013.

Type of Business: Special Business

Nature of Resolution: Special Resolution

Particulars	No. of Members	Representative No. of Shares
Total number of Remote E-Voting	26	1302276
Total Number of Meeting E-Voting	0	0
Invalid Votes:		
Remote E-Voting	0	0
Meeting E-Voting	0	0
Valid Votes:		
In favour of the Resolution through Remote E-Voting	26	1302276
In favour of the Resolution through Meeting E-Voting	0	0
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)	26	1302276
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.

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

CHAIRPERSON

Date: 27.10.2026

Place: Kolkata

Name: Rekha Bhagat

DIN: 03564763

Managing Director

Date of signing: 27.10.2026

Address: 375, Dakshindari Road, Parganas North, Kolkata, West Bengal -700 048

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