

JFLL/CS/SE/2025-2026/61

Date: January 27, 2026

To,
Listing Department,
National Stock Exchange of India Limited,
Exchange Plaza, Bandra Kurla Complex,
Bandra East, Mumbai-400051.
NSE Trading Symbol: JETFREIGHT

Listing Operations Department,
BSE Limited,
P.J. Towers, Dalal Street,
Mumbai – 400 001.
BSE Scrip Code: 543420

ISIN: INE982V01025

Subject: Notice convening Extra-Ordinary General Meeting of the members of Jet Freight Logistics Limited scheduled to be held on Friday, 20th February 2026

Dear Sir/ Madam,

Pursuant to Regulation 30 read with para A of Part A of Schedule III of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations), please find attached herewith the Notice along with the Explanatory Statement of the Extra-Ordinary General Meeting of the Company scheduled to be held on Friday, 20th February 2026 at 11:30 a.m. (IST) through Video Conference/ Other Audio Visual Means.

The Notice of the Extra-Ordinary General Meeting is also available on the website of the Company at https://www.jfll.com/wp-content/uploads/2026/01/Notice-of-EGM_20FEB2026_JFLL.pdf

Kindly take it on your records.

Thanks & Regards,

For **Jet Freight Logistics Limited**

Anmol Ashvin Patni
Company Secretary & Compliance Officer

REGD. OFFICE: C-706, Pramukh Plaza, Cardinal Gracious Road, Opp. Holy Family Church,
Chakala, Andheri East, Mumbai – 400099

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NOTICE OF EXTRA-ORDINARY GENERAL MEETING

NOTICE is hereby given that the Extra-Ordinary General Meeting of the members of the Company will be held on Friday, 20th Day of February 2026 at 11:30 A.M through video conference or other audio-visual means, to transact the following business(s):

SPECIAL BUSINESS:

ITEM NO. 1: ISSUANCE OF UPTO 4,26,32,750 WARRANTS CONVERTIBLE INTO EQUITY SHARES TO THE PERSONS BELONGING TO PROMOTER GROUP AND NON-PROMOTER CATEGORY ON PREFERENTIAL BASIS:

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

“RESOLVED THAT pursuant to the provisions of section 23(1)(b), 42, 62(1)(c) of the Companies Act, 2013 (the **“Act”**), read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014, and any other applicable provisions if any of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), and in accordance with the provisions of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the **“SEBI (ICDR) Regulations”**) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended up to date (the **“Listing Regulations”**), and subject to any other applicable rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs (**“MCA”**), the Securities and Exchange Board of India (**“SEBI”**), the Reserve Bank of India (**“RBI”**) and/or any other competent authorities (hereinafter referred to as **“Applicable Regulatory Authorities”**) from time to time to the extent applicable and enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to the requisite approvals, consents and permissions as may be necessary or required from regulatory or other appropriate authority including National Stock Exchange of India Limited (**“NSE”**) and BSE Limited (**“BSE”**) and subject to any other alterations, modifications, conditions, corrections, changes and variations that may be decided by the Board of Director (the **“Board”**) in its absolute discretion, the consent and approval of the Members of the Company be and is hereby accorded to the Board to create, issue, offer and allot from time to time, in one or more tranches 4,26,32,750 (Four Crore Twenty-Six Lakh Thirty-Two Thousand Seven Hundred Fifty) Convertible Warrants into Equity shares on preferential basis, at a price of ₹18/- (Rupees Eighteen Only) per warrant, aggregating up to ₹76,73,89,500/- (Rupees Seventy-Six Crore Seventy-Three Lakh Eighty-Nine Thousand Five Hundred Only) (**“Total Issue Size”**), with a right to the warrant holders to apply for and be allotted 1 (One) fully paid-up equity share of the Company of face value ₹5.00/- (Rupees Five only), each at a premium of ₹13/- per share for each Warrant within a period of 18 (Eighteen) months from the date of allotment of Warrants, to persons / entity enlisted below (**“Warrant Holder”/ “Proposed Allottees”**) belonging to Promoter Group and Non-Promoter Category of the Company on a preferential basis (**“Preferential Issue”**), for consideration payable through electronic means/ banking channels and in such manner and upon such terms and conditions as may be deemed

appropriate by the Board in accordance with the terms of this Preferential Issue, provisions of SEBI (ICDR) Regulations, or other applicable laws in this respect:

S. No.	Name of the Proposed Allottee(s)	Category (Promoter Group/ Non-Promoter)	No. of warrants proposed to be allotted
1.	Tyra Richard Theknath	Promoter Group	74,13,333
2.	Tyrus Richard Theknath	Promoter Group	74,13,333
3.	Thea Richard Theknath	Promoter Group	74,13,334
4.	Vandana Kumari S	Non-Promoter	8,75,000
5.	Kusuma G	Non-Promoter	1,50,000
6.	Diya Lunked	Non-Promoter	1,50,000
7.	Manoj Kumar Jain	Non-Promoter	1,50,000
8.	Himani Lunked	Non-Promoter	3,12,500
9.	Mehak	Non-Promoter	1,50,000
10.	Rinku Khatri	Non-Promoter	2,25,000
11.	Vasantha L D	Non-Promoter	3,12,500
12.	T N Manjunatha	Non-Promoter	4,68,750
13.	Savitha J	Non-Promoter	3,12,500
14.	Vipasa Vijesh	Non-Promoter	1,50,000
15.	Jagadish S	Non-Promoter	3,12,500
16.	S Selvaraj	Non-Promoter	1,50,000
17.	Hansa Jain	Non-Promoter	3,12,500
18.	Vinod Chhajjer	Non-Promoter	1,50,000
19.	Bhavesk Kumar Jain	Non-Promoter	1,50,000
20.	Kamala Kumari	Non-Promoter	1,50,000
21.	Anju Khatri	Non-Promoter	1,50,000
22.	Sunil K	Non-Promoter	1,50,000
23.	Hafizul Mollah	Non-Promoter	4,68,750
24.	Mansi Lunked	Non-Promoter	3,12,500
25.	Syyed Bakhtiyar Ali	Non-Promoter	3,12,500
26.	Husne Afroz	Non-Promoter	3,12,500
27.	Mohd Ehteraf	Non-Promoter	2,50,000
28.	Rukhsar Hasan	Non-Promoter	2,50,000
29.	Julkar Nain	Non-Promoter	2,50,000
30.	Alphacap Corporate Services Private Limited	Non-Promoter	17,50,000
31.	Dilnawaz Ali	Non-Promoter	3,12,500
32.	Praveen Kumar Singhvi	Non-Promoter	1,50,000
33.	R2VFX Studios Private Limited	Non-Promoter	6,25,000
34.	Mohammad Kamaluddin Ansari	Non-Promoter	1,50,000
35.	Rachana Vijesh	Non-Promoter	2,00,000
36.	Gaurav Bansal	Non-Promoter	3,12,500

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37.	MV Manjunath	Non-Promoter	1,00,000
38.	Reeta Rani	Non-Promoter	75,000
39.	Alphacap Advisors Private Limited	Non-Promoter	33,00,000
40.	Aqsa Rais	Non-Promoter	1,00,000
41.	Karuna Kamlesh Jain	Non-Promoter	1,00,000
42.	Kamlesh Udaylal Jain	Non-Promoter	1,00,000
43.	Nirav Mahendrabhai Dholakiya	Non-Promoter	1,00,000
44.	Shree Shidhisamarth Agency LLP	Non-Promoter	1,00,000
45.	Akram Khan	Non-Promoter	1,00,000
46.	Mohd Ashkar Choudhary	Non-Promoter	1,00,000
47.	Pankaj Lachhman Khatwani	Non-Promoter	10,00,000
48.	Shrawan Kumar Babulal Jajodia	Non-Promoter	10,00,000
49.	Shekhar Saraswat	Non-Promoter	1,60,000
50.	Sofiya Syed	Non-Promoter	1,60,000
51.	Samarjit Anand	Non-Promoter	31,250
52.	Prachi Agarwal	Non-Promoter	31,250
53.	Shalu Rani	Non-Promoter	31,250
54.	Sumit Kumar Pundhir	Non-Promoter	31,250
55.	Rahul Gupta	Non-Promoter	31,250
56.	Gaurav Gupta	Non-Promoter	31,250
57.	Amit Varshney	Non-Promoter	31,250
58.	Suneel Kumar Agrawal	Non-Promoter	31,250
59.	Jitendra Singh	Non-Promoter	1,25,000
60.	Farhat Jahan	Non-Promoter	2,80,000
61.	Kunwar Javed	Non-Promoter	1,90,000
62.	Deepika	Non-Promoter	62,000
63.	Shifali Gupta	Non-Promoter	93,000
64.	Madhu Bala	Non-Promoter	31,000
65.	Sunil Kumar Sagar	Non-Promoter	55,000
66.	Subhash Chandra Juyal	Non-Promoter	55,000
67.	Bhupendra Singh Negi	Non-Promoter	38,000
68.	Sajid Ahmed	Non-Promoter	62,000
69.	Shahid Sisodiya	Non-Promoter	31,000
70.	Nikhil Kumar Maheve	Non-Promoter	93,000
71.	Adomania Social Technology Private Limited	Non-Promoter	62,000
72.	Puneet Kumar	Non-Promoter	62,000
73.	Neha	Non-Promoter	1,60,000
74.	Hunny Chaturvedi	Non-Promoter	1,56,250
75.	Rakhi Rajeev Agarwal	Non-Promoter	1,56,250
76.	Mukul Aggarwal	Non-Promoter	1,56,250
77.	Yash Pal Gandhi	Non-Promoter	1,56,250

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78.	Jayesh Modi	Non-Promoter	4,68,750
79.	Niraj Prakashchand Bhandari	Non-Promoter	1,56,250
80.	Shakeel Latif Khan	Non-Promoter	1,56,250
81.	Ankit Bhutoria	Non-Promoter	1,00,000
82.	Dushyant Sharma	Non-Promoter	25,000
83.	Rudrashika World LLP	Non-Promoter	80,000
84.	Deepender Aggarwal	Non-Promoter	2,00,000
Total			4,26,32,750

RESOLVED FURTHER THAT in accordance with the provision of Chapter V of the SEBI (ICDR) Regulations the “**Relevant Date**” for the purpose of calculating the minimum issue price for the issue of warrants be and is hereby fixed as Wednesday, January 21, 2026, being 30 days prior to the date of Extra Ordinary General Meeting (EGM) of the shareholders of the Company scheduled to be held, i.e., Friday, February 20, 2026;

RESOLVED FURTHER THAT the said Warrants shall be issued and allotted by the Company to the allottees within a period of 15 days from the date of passing of the special resolution provided that where the allotment of the said Warrants is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 days from the date of such approval;

RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of Warrants shall be subject to following terms:

- (I) The Equity Shares to be so allotted on exercise of the Warrants shall be in dematerialised form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects including dividend, with the existing Equity Shares of the Company. The Warrants may be exercised into Equity Shares as aforesaid by the Warrant holder(s) at any time before the expiry of 18 months from the date of allotment of the Warrants.
- (II) A Warrant subscription price equivalent to 25% (i.e., the upfront amount) of the issue price will be payable at the time of subscription to the Warrants, as prescribed by Regulation 169 of the SEBI (ICDR) Regulations, which will be kept by the Company to be adjusted and appropriated against the issue price of the Equity Shares. A Warrant exercise price equivalent to 75% of the issue price of the Equity Shares shall be payable by the Warrant holder(s) at the time of exercising of Warrants.
- (III) The issue of the Warrants as well as Equity Shares arising from the exercise of the Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof.
- (IV) The respective Warrant Holders shall make payment of Warrant Subscription Price and Warrant Exercise Price from their own bank account into the designated bank account of the Company and in the case of joint holders, shall be received from the bank account of the person whose name appears first in the application.
- (V) In the event the Warrant holder(s) does not exercise the Warrants within 18 months from the date of allotment, the Warrants shall lapse and the amount paid shall stand forfeited by the Company.

- (VI) The Warrants and the Equity Shares allotted pursuant to exercise of such warrants shall be subject to a lock-in for such period as specified under Chapter V of SEBI (ICDR) Regulations.
- (VII) The Warrants by itself, until exercised and converted into Equity Shares, shall not give to the Warrant Holders thereof any rights with respect to that of an Equity shareholder of the Company.

RESOLVED FURTHER THAT the pre-preferential allotment shareholding of the Warrant holders, if any, in the Company shall also be subject to lock-in as per the provisions of the SEBI (ICDR) Regulations;

RESOLVED FURTHER THAT the Board be and is hereby authorised to accept any modification(s) or modify the terms of issue of Warrants, subject to the provisions of the Act and SEBI (ICDR) Regulations, without being required to seek any further consent or approval of the Members of the Company;

RESOLVED FURTHER THAT pursuant to the provisions of the Act and subject to receipt of such approvals as may be required under applicable law, the consent of the Members of the Company be and is hereby accorded to record the name and address of the allottees and issue a private placement offer cum application letter in the Form PAS-4 to the allottees inviting to subscribe to the Warrants in accordance with the provisions of the Act;

RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot such number of Equity Shares of the Company as may be required to be issued and allotted upon exercise of the option in the Warrants held by the Warrant holder(s);

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose to give effect to the above resolution, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the above mentioned Preferential offer (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue), making applications to Stock Exchanges for obtaining of in-principle approval, filing of requisite documents with the Registrar of Companies (“ROC”), National Securities Depository Limited (“NSDL”), Central Depository Services (India) Limited (“CDSL”) and/ or such other authorities as may be necessary for the purpose, and to take all such steps as may be necessary for the admission of the Warrants and Equity Shares (to be issued on exercise of the Warrants) with the depositories, viz., NSDL and CDSL and for the credit of such Warrants / Shares to the respective dematerialized securities account of the Warrant Holders and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the members of the Company and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Warrants and Equity Shares and listing thereof with the Stock Exchanges as appropriate and utilisation of proceeds of the Warrants or Equity Shares, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive;

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to Committee of Directors/ any Director(s)/Company Secretary / any Officer(s) of the Company to give effect to the aforesaid resolution;

RESOLVED FURTHER THAT all actions taken by the Board or Committee(s) duly constituted for this purpose in connection with any matter referred to above or contemplated in the foregoing resolution is hereby approved, ratified and confirm in all respects.”

By Order of the Board of Director
Jet Freight Logistics Limited

Sd/-
Anmol Ashvin Patni
Company Secretary & Compliance Officer

Place: Mumbai
Date: January 27, 2026

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”), setting out all material facts concerning the special business under Item No. 1, is annexed hereto and forms part of this Notice of the Extraordinary General Meeting (“EGM Notice”). The Board of Directors of the Company, at its meeting held on January 20, 2026, considered that the special business under Item No. 1 being considered unavoidable, be transacted at the Extraordinary General Meeting (“EGM”) of the Company through Video Conferencing/ Other Audio-Visual Means (“VC/ OAVM”) facility.
2. In line with the circulars of the Ministry of Corporate Affairs dated April 8, 2020, April 13, 2020, September 28, 2020, December 31, 2020, June 23, 2021 and December 8, 2021, May 5, 2022, December 28, 2022, September 25, 2023, September 19, 2024 or any other circular as issued by Ministry of Corporate Affairs from time to time (collectively referred to as “MCA Circulars”), allowed, inter-alia, to conduct EGM through VC/ OAVM facility. In terms of the aforesaid MCA Circulars, provisions of the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”), this EGM of the Company is being conducted through VC/ OAVM facility, which does not require physical presence of members at a common venue. The deemed venue for the EGM shall be the Registered Office of the Company. Members may note that Notice has been uploaded on the website of the Company at <https://www.jfl.com/corporate-announcement/>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com.
3. In terms of the MCA Circulars and the Securities and Exchange Board of India (“SEBI”) Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 3rd October 2024, physical attendance of members has been dispensed with and, therefore, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by members under Section 105 of the Act will not be available for the EGM. However, in terms of Section 112 and 113 of the Act, representatives of the members may be appointed for the purpose of exercising their vote through remote electronic voting (“e-Voting”) facility, for participation in the EGM through VC/ OAVM facility and e-Voting during the EGM. As the EGM is being held through VC/ OAVM facility, the Route Map is not annexed to this EGM Notice.
4. In terms of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (“ICSI”) and Regulation 44 of the SEBI LODR read with MCA Circulars, as amended, the Company is providing remote e-Voting facility to its members in respect of the business to be transacted at the EGM and facility for those members participating in the EGM to cast vote through e-Voting system during the EGM. The members, whose names appear in the Register of Members/ Beneficial Owners as on February 13, 2026, are entitled for e-Voting on the resolution set forth in this EGM Notice. For this purpose, Bigshare Services Pvt Ltd will be providing facility for participation at the EGM through VC/ OAVM facility, remote e-Voting facility and e-Voting during the EGM. Members may note that Bigshare may use third-party service providers to offer the platform for members’ participation.

5. Members may join the EGM through VC/ OAVM facility by following the procedure as mentioned below and the joining window shall be kept open for the members from 11:00 A.M. (IST) i.e. 30 minutes before the time scheduled to start the EGM and the Company may close the window for joining the VC/ OAVM facility 30 minutes after the scheduled time to start the EGM.
6. Members may note that the VC/ OAVM facility provided by Bigshare Services Pvt Ltd, allows participation of at least one thousand members on a first-come-first-serve basis. Members holding two percent or more of paid-up capital, promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Stakeholders Relationship Committee and Nomination and Remuneration Committee, auditors, etc. will be able to attend the EGM without any restriction on account of first-come-first-serve basis.
7. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
8. Electronic copy of the EGM Notice, inter-alia, indicating the process and manner of e-Voting is being sent to all the members whose email address is registered with the Company/ Depository Participant(s) for communication purposes.
9. Pursuant to the provisions of the Act, the Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorisation etc., authorising its representative to attend the EGM through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorisation shall be sent to the Scrutinizer at cs@parikhassociates.com with a copy marked to ir@jfl.com and <https://ivote.bigshareonline.com>
10. In the case of joint holders, the Member whose name appears as the first holder in the order of the names as per the Register of Members of the Company will be entitled to vote at the meeting.
11. Members may pursuant to section 72 of the Companies Act 2013 read with Rule 19 of the Companies (Share Capital and Debentures) Rules 2014 file nomination in prescribed form SH-13 with the respective depository participant. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/ she may submit the same in Form SH-14. Members are requested to submit the said details to their respective Depository Participant (DP).
12. 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 not to leave their demat account(s) dormant for long. A periodic statement of holdings should be obtained from the concerned DP and holdings should be verified.

13. THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

- i. The voting period begins on February 17, 2026 at 09:00 a.m. and ends on February 19, 2026 at 05:00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of February 13, 2026 may

cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.

- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders' /retail shareholders is at a negligible level. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting **to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- iv. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.
- 1 Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest is https://web.cdslindia.com/myeasitoken/home/login or visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of BIGSHARE the e-Voting service provider and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. BIGSHARE, so that the user can visit the e-Voting service providers' website directly.

	<p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress, and also able to directly access the system of all e-Voting Service Providers. Click on BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-voting period.</p>
Individual Shareholders holding securities in demat mode with NSDL	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS” Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name BIGSHARE and you will be redirected to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p> <p>For OTP based login you can click on the https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you</p>

	will be redirected to NSDL Depository site wherein you can see e-Voting page with all e-Voting Service Providers. Click on BIGSHARE and you will be re-directed to i-vote (E-voting website) for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free No. 1800 22 55 33.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022-48867000.

- 2 Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>

- Click on “**LOGIN**” button under the ‘**INVESTOR LOGIN**’ section to Login on E-Voting Platform.

- Please enter you ‘**USER ID**’ (User id description is given below) and ‘**PASSWORD**’ which is shared separately on you register email id.
 - Shareholders holding shares in CDSL demat account should enter 16 Digit Beneficiary ID as user id.
 - Shareholders holding shares in NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID as user id.
 - Shareholders holding shares in physical form should enter Event No + Folio Number registered with the Company as user id.

***Note:** If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).*

- Click on **I AM NOT A ROBOT (CAPTCHA)** option and login.

NOTE: If Shareholders are holding shares in demat form and have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on ‘**LOGIN**’ under ‘**INVESTOR LOGIN**’ tab and then Click on ‘**Forgot your password?**’
- Enter “**User ID**” and “**Registered email ID**” Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on ‘**Reset**’.

(In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for shareholders on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.
- Click on “**VIEW EVENT DETAILS (CURRENT)**” under ‘**EVENTS**’ option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on “**VOTE NOW**” option which is appearing on the right hand side top corner of the page.
- Cast your vote by selecting an appropriate option “**IN FAVOUR**”, “**NOT IN FAVOUR**” or “**ABSTAIN**” and click on “**SUBMIT VOTE**”. A confirmation box will be displayed. Click “**OK**” to confirm, else “**CANCEL**” to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.

- Shareholder can “CHANGE PASSWORD” or “VIEW/UPDATE PROFILE” under “PROFILE” option on investor portal.

1. Custodian registration process for i-Vote E-Voting Website:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “REGISTER” under “CUSTODIAN LOGIN”, to register yourself on Bigshare i-Vote e-Voting Platform.
- Enter all required details and submit.
- After Successful registration, message will be displayed with “User id and password will be sent via email on your registered email id”.

NOTE: If Custodian have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on ‘LOGIN’ under ‘CUSTODIAN LOGIN’ tab and further Click on ‘Forgot your password?’
- Enter “User ID” and “Registered email ID” Click on I AM NOT A ROBOT (CAPTCHA) option and click on ‘RESET’.

(In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for Custodian on i-Vote E-voting portal:

- After successful login, Bigshare E-voting system page will appear.

Investor Mapping:

- First you need to map the investor with your user ID under “DOCUMENTS” option on custodian portal.
 - ▣ Click on “DOCUMENT TYPE” dropdown option and select document type power of attorney (POA).
 - ▣ Click on upload document “CHOOSE FILE” and upload power of attorney (POA) or board resolution for respective investor and click on “UPLOAD”.
- Note:** The power of attorney (POA) or board resolution has to be named as the “InvestorID.pdf” (Mention Demat account number as Investor ID.)
- ▣ Your investor is now mapped and you can check the file status on display.

Investor vote File Upload:

- To cast your vote, select “VOTE FILE UPLOAD” option from left hand side menu on custodian portal.
- Select the Event under dropdown option.

- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on **“UPLOAD”**. Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
- Custodian can **“CHANGE PASSWORD”** or **“VIEW/UPDATE PROFILE”** under **“PROFILE”** option on custodian portal.

Helpdesk for queries regarding e-voting:

Login type	Helpdesk details
Shareholder's other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions ('FAQs') and i-Vote e-Voting module available at https://ivote.bigshareonline.com , under download section or you can email us to ivote@bigshareonline.com or call us at: 022-62638338

2. Procedure for joining the EGM through VC/ OAVM:

For shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

The Members may attend the EGM through VC/ OAVM at <https://ivote.bigshareonline.com> under Investor login by using the e-voting credentials (i.e., User ID and Password).

- After successful login, **Bigshare E-voting system** page will appear.
- Click on **“VIEW EVENT DETAILS (CURRENT)”** under **‘EVENTS’** option on investor portal.
- Select event for which you are desire to attend the EGM under the dropdown option.
- For joining virtual meeting, you need to click on **“VOTE NOW”** **“VC/OAVM”** link placed beside of **“VIDEO CONFERENCE LINK”** option.
- Members attending the EGM through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

The instructions for Members for e-voting on the day of the EGM are as under:-

- The Members can join the EGM in the VC/ OAVM mode 15 minutes before the scheduled time of the commencement of the meeting. The procedure for e-voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
- Only those members/shareholders, who will be present in the EGM through VC/OAVM facility and have not casted their vote on the Resolution through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM.

- Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.

Helpdesk for queries regarding virtual meeting:

In case shareholders/ investor have any queries regarding virtual meeting, you may refer the Frequently Asked Questions ('FAQs') available at <https://ivote.bigshareonline.com>, under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22, 022-62638338.

By Order of the Board of Director
Jet Freight Logistics Limited

Sd/-
Anmol Ashvin Patni
Company Secretary & Compliance Officer

Place: Mumbai

Date: January 27, 2026.

**EXPLANATORY STATEMENT
(PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013)**

As required by Section 102 of the Companies Act, 2013 (the “Act”), and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “SEBI (ICDR) Regulations”) the following Explanatory Statement sets out all material acts relating to the business mentioned under Item No. 01 of the accompanying Notice dated January 20, 2026:

ITEM NO. 1: ISSUANCE OF UPTO 4,26,32,750 WARRANTS CONVERTIBLE INTO EQUITY SHARES TO THE PERSONS BELONGING TO PROMOTER GROUP AND NON-PROMOTER CATEGORY ON PREFERENTIAL BASIS:

In accordance with section 23(1)(b), 42, 62(1)(c) of the Companies Act, 2013 (the “Act”), read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and any other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), and in accordance with the SEBI (ICDR) Regulations and the Listing Regulations, as amended from time to time, subject to the requisite approvals, consents and permissions as may be necessary or required from regulatory or other appropriate authority, approval of shareholders of the Company by way of special resolution is required to issue warrants convertible into equity shares by way of private placement on a preferential basis to the proposed allottees.

The information required in terms of Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13(2)(d) of the Companies (Share Capital and Debentures) Rules, 2014 of Companies Act, 2013 and Chapter V of the SEBI (ICDR) Regulations, and other relevant details in respect of the proposed Preferential Issue of Convertible Warrants into Equity Shares are as under:

a. Particulars of the Preferential Issue including date of passing of Board resolution:

The Board of Directors of the Company at their meeting held on Tuesday, January 20, 2026, subject to the approval of the Members of the Company and such other approvals as may be required, approved to issue and allot in one or more tranches, up to 4,26,32,750 (Four Crore Twenty-Six Lakh Thirty-Two Thousand Seven Hundred Fifty) convertible warrants (“Warrants”), at a price of ₹18/- (Rupees Eighteen Only) per warrant, aggregating up to ₹76,73,89,500/- (Rupees Seventy-Six Crore Seventy-Three Lakh Eighty-Nine Thousand Five Hundred Only) (“**Total Issue Size**”), with a right to the warrant holders to apply for and be allotted 1 (One) fully paid-up equity share of the Company of face value ₹5.00/- (Rupees Five only), each at a premium of ₹13/- per share for each Warrant within a period of 18 (Eighteen) months from the date of allotment of Warrants, to persons / entity enlisted below (“**Warrant Holder**”/ “**Proposed Allottees**”) belonging to Promoter Group and Non-Promoter Category of the Company on a preferential basis (“**Preferential Issue**”), for consideration payable through electronic means/ banking channels and in such manner and upon such terms and conditions as may be deemed appropriate by the Board in accordance with the terms of this Preferential Issue, provisions of SEBI (ICDR) Regulations, or other applicable laws as mentioned in the resolution no. 1.

S. No.	Name of the proposed allottee	Category (Promoter Group/ Non-Promoter)	No. of warrants proposed to be allotted
1.	Tyra Richard Theknath	Promoter Group	74,13,333
2.	Tyrus Richard Theknath	Promoter Group	74,13,333
3.	Thea Richard Theknath	Promoter Group	74,13,334
4.	Vandana Kumari S	Non-Promoter	8,75,000
5.	Kusuma G	Non-Promoter	1,50,000
6.	Diya Lunked	Non-Promoter	1,50,000
7.	Manoj Kumar Jain	Non-Promoter	1,50,000
8.	Himani Lunked	Non-Promoter	3,12,500
9.	Mehak	Non-Promoter	1,50,000
10.	Rinku Khatri	Non-Promoter	2,25,000
11.	Vasanth L D	Non-Promoter	3,12,500
12.	T N Manjunatha	Non-Promoter	4,68,750
13.	Savitha J	Non-Promoter	3,12,500
14.	Vipasa Vijesh	Non-Promoter	1,50,000
15.	Jagadish S	Non-Promoter	3,12,500
16.	S Selvaraj	Non-Promoter	1,50,000
17.	Hansa Jain	Non-Promoter	3,12,500
18.	Vinod Chhajjer	Non-Promoter	1,50,000
19.	Bhaves Kumar Jain	Non-Promoter	1,50,000
20.	Kamala Kumari	Non-Promoter	1,50,000
21.	Anju Khatri	Non-Promoter	1,50,000
22.	Sunil K	Non-Promoter	1,50,000
23.	Hafizul Mollah	Non-Promoter	4,68,750
24.	Mansi Lunked	Non-Promoter	3,12,500
25.	Syyed Bakhtiyar Ali	Non-Promoter	3,12,500
26.	Husne Afroz	Non-Promoter	3,12,500
27.	Mohd Ehteraf	Non-Promoter	2,50,000
28.	Rukhsar Hasan	Non-Promoter	2,50,000
29.	Julkar Nain	Non-Promoter	2,50,000
30.	Alphacap Corporate Services Private Limited	Non-Promoter	17,50,000
31.	Dilnawaz Ali	Non-Promoter	3,12,500
32.	Praveen Kumar Singhvi	Non-Promoter	1,50,000
33.	R2VFX Studios Private Limited	Non-Promoter	6,25,000
34.	Mohammad Kamaluddin Ansari	Non-Promoter	1,50,000
35.	Rachana Vijesh	Non-Promoter	2,00,000
36.	Gaurav Bansal	Non-Promoter	3,12,500

REGD. OFFICE: C-706, Pramukh Plaza, Cardinal Gracious Road, Opp. Holy Family Church, Chakala, Andheri East, Mumbai – 400099



+91 22 6104 3700



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37.	MV Manjunath	Non-Promoter	1,00,000
38.	Reeta Rani	Non-Promoter	75,000
39.	Alphacap Advisors Private Limited	Non-Promoter	33,00,000
40.	Aqsa Rais	Non-Promoter	1,00,000
41.	Karuna Kamlesh Jain	Non-Promoter	1,00,000
42.	Kamlesh Udaylal Jain	Non-Promoter	1,00,000
43.	Nirav Mahendrabhai Dholakiya	Non-Promoter	1,00,000
44.	Shree Shidhisamarth Agency LLP	Non-Promoter	1,00,000
45.	Akram Khan	Non-Promoter	1,00,000
46.	Mohd Ashkar Choudhary	Non-Promoter	1,00,000
47.	Pankaj Lachhman Khatwani	Non-Promoter	10,00,000
48.	Shrawan Kumar Babulal Jajodia	Non-Promoter	10,00,000
49.	Shekhar Saraswat	Non-Promoter	1,60,000
50.	Sofiya Syed	Non-Promoter	1,60,000
51.	Samarjit Anand	Non-Promoter	31,250
52.	Prachi Agarwal	Non-Promoter	31,250
53.	Shalu Rani	Non-Promoter	31,250
54.	Sumit Kumar Pundhir	Non-Promoter	31,250
55.	Rahul Gupta	Non-Promoter	31,250
56.	Gaurav Gupta	Non-Promoter	31,250
57.	Amit Varshney	Non-Promoter	31,250
58.	Suneel Kumar Agrawal	Non-Promoter	31,250
59.	Jitendra Singh	Non-Promoter	1,25,000
60.	Farhat Jahan	Non-Promoter	2,80,000
61.	Kunwar Javed	Non-Promoter	1,90,000
62.	Deepika	Non-Promoter	62,000
63.	Shifali Gupta	Non-Promoter	93,000
64.	Madhu Bala	Non-Promoter	31,000
65.	Sunil Kumar Sagar	Non-Promoter	55,000
66.	Subhash Chandra Juyal	Non-Promoter	55,000
67.	Bhupendra Singh Negi	Non-Promoter	38,000
68.	Sajid Ahmed	Non-Promoter	62,000
69.	Shahid Sisodiya	Non-Promoter	31,000
70.	Nikhil Kumar Maheve	Non-Promoter	93,000
71.	Adomania Social Technology Private Limited	Non-Promoter	62,000
72.	Puneet Kumar	Non-Promoter	62,000
73.	Neha	Non-Promoter	1,60,000

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74.	Hunny Chaturvedi	Non-Promoter	1,56,250
75.	Rakhi Rajeev Agarwal	Non-Promoter	1,56,250
76.	Mukul Aggarwal	Non-Promoter	1,56,250
77.	Yash Pal Gandhi	Non-Promoter	1,56,250
78.	Jayesh Modi	Non-Promoter	4,68,750
79.	Niraj Prakashchand Bhandari	Non-Promoter	1,56,250
80.	Shakeel Latif Khan	Non-Promoter	1,56,250
81.	Ankit Bhutoria	Non-Promoter	1,00,000
82.	Dushyant Sharma	Non-Promoter	25,000
83.	Rudrashika World LLP	Non-Promoter	80,000
84.	Deepender Aggarwal	Non-Promoter	2,00,000
Total			4,26,32,750

b. Kinds of securities offered and the price at which security is being offered, and the total/ maximum number of securities to be issued:

The Company proposes to offer, issue and allot, in one or more tranches, up to 4,26,32,750 (Four Crore Twenty-Six Lakh Thirty-Two Thousand Seven Hundred Fifty) convertible warrants into equity shares (“**Warrants**”), at a price of ₹18/- (Rupees Eighteen Only) per warrant, aggregating up to ₹76,73,89,500/- (Rupees Seventy-Six Crore Seventy-Three Lakh Eighty-Nine Thousand Five Hundred Only) (“**Total Issue Size**”) by way of preferential issue.

c. Objects of the Issue:

The Company intends to utilize the proceeds raised through the Preferential Issue (“**Issue Proceeds**”) towards Working capital requirements of the Company, Repayment and/or prepayment of existing borrowings, and General corporate purposes of the Company.

d. Maximum number of securities to be issued and price at which securities being offered:

The Company proposes to offer, issue and allot, in one or more tranches, up to 4,26,32,750 (Four Crore Twenty-Six Lakh Thirty-Two Thousand Seven Hundred Fifty) convertible warrants into equity shares (“**Warrants**”), at a price of ₹18/- (Rupees Eighteen Only) per warrant, aggregating up to ₹76,73,89,500/- (Rupees Seventy-Six Crore Seventy-Three Lakh Eighty-Nine Thousand Five Hundred Only) (“**Total Issue Size**”) by way of Preferential Issue.

The price for the allotment of securities to be issued is based on the minimum price determined in accordance with Chapter V of SEBI (ICDR) Regulations is fixed at ₹18/- (Rupees Eighteen Only) per convertible warrant.

e. Basis on which the price has been arrived along with report of the registered valuer

The equity shares of the Company are listed on National Stock Exchange of India Limited (“NSE”) and BSE Limited (“BSE”) and are frequently traded as per provisions of Regulation 164 of the SEBI (ICDR) Regulations and NSE, being the stock exchange with higher trading volumes for the relevant periods, has been considered for arriving at the floor price of the shares to be allotted under the Preferential Issue in accordance with the SEBI ICDR Regulations.

In terms of the provisions of Regulation 164 of the SEBI (ICDR) Regulations, if the equity shares of the issuer have been listed on a recognized stock exchange, i.e., NSE and BSE, for a period of 90 trading days or more as on the relevant date, the price of the equity shares to be allotted pursuant to the preferential issue shall be not less than higher of the following:

- a. The volume weighted average price of the Equity Shares of the Company quoted on NSE, during the 90 trading days preceding the Relevant Date, i.e. ₹ 17.62/- per Equity share; or
- b. The volume weighted average price of the Equity Shares of the Company quoted on NSE, during the 10 trading days preceding the Relevant Date i.e. ₹ 16.33/- per Equity share.

However, the proposed allotment is more than 5% of the post issue fully diluted share capital of the Company to the allottees and allottees acting in concert, the pricing of the equity shares proposed to be allotted shall be higher of the following parameters:

- I. Price is determined as per the provisions of Regulation 164 of the SEBI (ICDR) Regulations (in case of frequently traded shares) which is ₹ 17.62/- per Equity Shares; or
- II. Price determined as per provisions of Regulation 166A of the SEBI (ICDR) Regulations which is ₹13.50/- per Equity Shares.

We also confirm that the Articles of Association do not contain any restrictive provision for preferential allotment and doesn't contain any article which provides for particular method for determination of price in case of preferential issue.

Accordingly, the floor price in terms of SEBI (ICDR) Regulations is ₹17.62/- per convertible warrant. The issue price is ₹18/- (Rupees Eighteen Only) per convertible warrant which is not lower than the minimum price determined in compliance with applicable provisions of SEBI (ICDR) Regulations.

The valuation was performed by Mr. Manish Manwani, a Registered Valuer (Registration No. IBBI/RV/03/2021/14113) having his office located at Unit No. 125, Tower B-3, Spaze Itech Park, Sohna Road, Sector 49, Gurugram Haryana 122018, in accordance with regulation 164 and regulation 166A of SEBI (ICDR) Regulations. The certificate of Independent Valuer confirming the minimum price for preferential issue as per chapter V of SEBI (ICDR) Regulations is available for inspection at the Registered Office of the Company between 10:00 A.M. to 05:00 P.M. on all working days up to the date of EGM and

uploaded on the website of the Company. The link of Valuation Report is <https://www.jfl.com/wp-content/uploads/2026/01/Valuation-Report-Jet-Freight-Logistics-Ltd.pdf>

f. Relevant Date

The relevant date as per Regulation 161 of SEBI (ICDR) Regulations, for determination of minimum issue price for the issue of convertible warrant is Wednesday, January 21, 2026, being 30 days prior to the date of Extra-Ordinary General Meeting of the shareholders of the Company scheduled to be held on, i.e., Friday, February 20, 2026.

g. The intent of the promoters, directors, key managerial personnel or senior management of the issuer to subscribe to the offer

Except Tyra Richard Theknath, Tyrus Richard Theknath and Thea Richard Theknath belonging to Promoter Group of Company, none of the promoters, directors, key management personnel or senior management of the issuer intent to subscribe to the offer.

h. Time frame within which the Preferential Issue shall be completed:

As required under the SEBI (ICDR) Regulations, the preferential allotment of warrants shall be completed within a period of 15 days of passing the special resolution or such extended time, as may be approved by the Regulatory Authorities, from the date of approval of the members to the preferential issue, provided that where the said allotment is pending on account of pendency of any approval for such allotment by any Regulatory Authority, the allotment shall be completed within a period of 15 days from the date of receipt of such approval.

i. The Shareholding Pattern of the issuer before and after the preferential issue:

The shareholding pattern of the Company before and after the proposed preferential issue to Promoter Group and Non-Promoter category is likely to be as follows:

Category and Name of the Shareholders		Pre-Issue Shareholding		Warrants to be allotted	Post-Issue shareholding (Post allotment)	
		No. of equity shares held	% of Shares*		No. of equity shares held	% of Shares**
A	Promoter and Promoter Group Shareholding					
A1	Indian Promoter	2,36,26,488	50.92%	2,22,40,000	4,58,66,488	51.51%
A2	Foreign Promoter	0	0.00%	0	0	0.00%
	Sub Total A=A1+A2	2,36,26,488	50.92%	2,22,40,000	4,58,66,488	51.51%

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B	Public Shareholding				0	
	Institutions					
B1	Institutions (Domestic)	0	0.00%	0	0	0.00%
B2	Institutions (Foreign)	0	0.00%	0	0	0.00%
	Foreign Portfolio Investors Category I	14,514	0.03%	0	14,514	0.02%
B3	Central Government/ State Government(s)/ President of India	0	0.00%	0	0	0.00%
B4	Non-Institutions					
	Key Managerial Personnel	12	0.00%	0	12	0.00%
	Resident Individuals holding nominal share capital up to Rs. 2 lakhs	1,25,12,639	26.96%	3,75,000	1,28,87,639	14.47%
	Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs	73,00,901	15.73%	1,41,00,750	2,14,01,651	24.04%
	Non-Resident Indians (NRIs)	4,16,056	0.90%	0	4,16,056	0.47%
	Bodies Corporate	12,69,457	2.74%	59,17,000	71,86,457	8.07%
	Any Other (specify)	12,63,717	2.72%	0	12,63,717	1.42%
	Sub Total B= B1+B2+B3+B4	2,27,77,296	49.08%	2,03,92,750	4,31,70,046	48.49%
	Total Shareholding(A+B)	4,64,03,784	100%	4,26,32,750	8,90,36,534	100%

*These percentages have been calculated on the basis of pre-preferential share capital of the Company i.e., ₹23,20,18,920 (Rupees Twenty-Three Crore Twenty Lakh Eighteen Thousand Nine Hundred Twenty Only) divided into 4,64,03,784 (Four Crore Sixty-Four Lakh Three Thousand Seven Hundred Eighty-Four) Equity Shares of ₹5/- (Rupees Five Only) each.

**These percentages have been calculated on the basis of post preferential share capital of the Company on fully diluted basis, i.e., ₹44,51,82,670 (Rupees Forty-Four Crore Fifty-One Lakh Eighty-Two Thousand Six Hundred Seventy Only) divided into 8,90,36,534 (Eight Crore Ninety Lakh Thirty-Six Thousand Five Hundred Thirty-Four) Equity Shares of ₹5/- (Rupees Five Only) each after taking into consideration 4,26,32,750 Warrants to be allotted in the current preferential issue.

j. Consequential Changes in the control and change in management.

There will not be any change in the Composition of the Board, the existing promoters of the Company will continue to be in control of the Company and there will not be any change in the management or control of the Company as a result of the proposed preferential allotment. However, there will be corresponding changes in the shareholding of the Promoter and Promoter Group consequent to preferential allotment.

k. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price.

During the year, the Company has not made any allotment on preferential basis.

l. Principle terms of assets charged as securities.

Not applicable.

m. Material terms of raising such securities

The Equity shares being issued after the conversion of such convertible warrants shall rank pari-passu with the existing equity shares of the Company in all respects, including dividend and voting rights.

n. Lock-In Period and Transferability

The Warrants and the equity shares to be allotted pursuant to the exercise of the Warrants issued on Preferential Issue shall be subject to 'lock-in' for such period(s), as may be applicable to each of the investor(s), in accordance with the provisions of Chapter V of the SEBI (ICDR) Regulations and any other applicable law for the time being in force.

Further the entire pre-preferential allotment shareholding of the allottees if any shall be locked-in from the relevant date up to a period of 90 (Ninety) trading days from the date of allotment of such securities.

o. The current and proposed status of the allottee(s) post Preferential Issue namely, promoters and non-promoters

S. No.	Name of the proposed allottee	Current Status	Post Status
1.	Tyra Richard Theknath	Promoter Group	Promoter Group
2.	Tyrus Richard Theknath	Promoter Group	Promoter Group
3.	Thea Richard Theknath	Promoter Group	Promoter Group
4.	Vandana Kumari S	Non-Promoter	Non-Promoter
5.	Kusuma G	Non-Promoter	Non-Promoter
6.	Diya Lunked	Non-Promoter	Non-Promoter
7.	Manoj Kumar Jain	Non-Promoter	Non-Promoter
8.	Himani Lunked	Non-Promoter	Non-Promoter
9.	Mehak	Non-Promoter	Non-Promoter
10.	Rinku Khatri	Non-Promoter	Non-Promoter
11.	Vasanth L D	Non-Promoter	Non-Promoter
12.	T N Manjunatha	Non-Promoter	Non-Promoter
13.	Savitha J	Non-Promoter	Non-Promoter

14.	Vipasa Vijesh	Non-Promoter	Non-Promoter
15.	Jagadish S	Non-Promoter	Non-Promoter
16.	S Selvaraj	Non-Promoter	Non-Promoter
17.	Hansa Jain	Non-Promoter	Non-Promoter
18.	Vinod Chhajjer	Non-Promoter	Non-Promoter
19.	Bhavesk Kumar Jain	Non-Promoter	Non-Promoter
20.	Kamala Kumari	Non-Promoter	Non-Promoter
21.	Anju Khatni	Non-Promoter	Non-Promoter
22.	Sunil K	Non-Promoter	Non-Promoter
23.	Hafizul Mollah	Non-Promoter	Non-Promoter
24.	Mansi Lunked	Non-Promoter	Non-Promoter
25.	Syyed Bakhtiyar Ali	Non-Promoter	Non-Promoter
26.	Husne Afroz	Non-Promoter	Non-Promoter
27.	Mohd Ehteraf	Non-Promoter	Non-Promoter
28.	Rukhsar Hasan	Non-Promoter	Non-Promoter
29.	Julkar Nain	Non-Promoter	Non-Promoter
30.	Alphacap Corporate Services Private Limited	Non-Promoter	Non-Promoter
31.	Dilnawaz Ali	Non-Promoter	Non-Promoter
32.	Praveen Kumar Singhvi	Non-Promoter	Non-Promoter
33.	R2VFX Studios Private Limited	Non-Promoter	Non-Promoter
34.	Mohammad Kamaluddin Ansari	Non-Promoter	Non-Promoter
35.	Rachana Vijesh	Non-Promoter	Non-Promoter
36.	Gaurav Bansal	Non-Promoter	Non-Promoter
37.	MV Manjunath	Non-Promoter	Non-Promoter
38.	Reeta Rani	Non-Promoter	Non-Promoter
39.	Alphacap Advisors Private Limited	Non-Promoter	Non-Promoter
40.	Aqsa Rais	Non-Promoter	Non-Promoter
41.	Karuna Kamlesh Jain	Non-Promoter	Non-Promoter
42.	Kamlesh Udaylal Jain	Non-Promoter	Non-Promoter
43.	Nirav Mahendrabhai Dholakiya	Non-Promoter	Non-Promoter
44.	Shree Shidhisamarth Agency LLP	Non-Promoter	Non-Promoter
45.	Akram Khan	Non-Promoter	Non-Promoter
46.	Mohd Ashkar Choudhary	Non-Promoter	Non-Promoter
47.	Pankaj Lachhman Khatwani	Non-Promoter	Non-Promoter
48.	Shrawan Kumar Babulal Jajodia	Non-Promoter	Non-Promoter

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49.	Shekhar Saraswat	Non-Promoter	Non-Promoter
50.	Sofiya Syed	Non-Promoter	Non-Promoter
51.	Samarjit Anand	Non-Promoter	Non-Promoter
52.	Prachi Agarwal	Non-Promoter	Non-Promoter
53.	Shalu Rani	Non-Promoter	Non-Promoter
54.	Sumit Kumar Pundhir	Non-Promoter	Non-Promoter
55.	Rahul Gupta	Non-Promoter	Non-Promoter
56.	Gaurav Gupta	Non-Promoter	Non-Promoter
57.	Amit Varshney	Non-Promoter	Non-Promoter
58.	Suneel Kumar Agrawal	Non-Promoter	Non-Promoter
59.	Jitendra Singh	Non-Promoter	Non-Promoter
60.	Farhat Jahan	Non-Promoter	Non-Promoter
61.	Kunwar Javed	Non-Promoter	Non-Promoter
62.	Deepika	Non-Promoter	Non-Promoter
63.	Shifali Gupta	Non-Promoter	Non-Promoter
64.	Madhu Bala	Non-Promoter	Non-Promoter
65.	Sunil Kumar Sagar	Non-Promoter	Non-Promoter
66.	Subhash Chandra Juyal	Non-Promoter	Non-Promoter
67.	Bhupendra Singh Negi	Non-Promoter	Non-Promoter
68.	Sajid Ahmed	Non-Promoter	Non-Promoter
69.	Shahid Sisodiya	Non-Promoter	Non-Promoter
70.	Nikhil Kumar Maheve	Non-Promoter	Non-Promoter
71.	Adomania Social Technology Private Limited	Non-Promoter	Non-Promoter
72.	Puneet Kumar	Non-Promoter	Non-Promoter
73.	Neha	Non-Promoter	Non-Promoter
74.	Hunny Chaturvedi	Non-Promoter	Non-Promoter
75.	Rakhi Rajeev Agarwal	Non-Promoter	Non-Promoter
76.	Mukul Aggarwal	Non-Promoter	Non-Promoter
77.	Yash Pal Gandhi	Non-Promoter	Non-Promoter
78.	Jayesh Modi	Non-Promoter	Non-Promoter
79.	Niraj Prakashchand Bhandari	Non-Promoter	Non-Promoter
80.	Shakeel Latif Khan	Non-Promoter	Non-Promoter
81.	Ankit Bhutoria	Non-Promoter	Non-Promoter
82.	Dushyant Sharma	Non-Promoter	Non-Promoter
83.	Rudrashika World LLP	Non-Promoter	Non-Promoter
84.	Deepender Aggarwal	Non-Promoter	Non-Promoter

p. The class or classes of persons to whom the allotment is proposed to be made:

The allotment is proposed to be made to the proposed allottees as mentioned at point no. (q) below.

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q. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issues that may be held by them and change in control, if any, in the issuer consequent to the preferential issues

S. No.	Name of the Proposed Allottee	Category	Ultimate Beneficial Owner	Pre-Preferential		Warrants	Post Preferential	
				Shares	%*		Shares	%**
1.	Tyra Richard Theknath	Promoter Group	Not Applicable	-	0.00%	74,13,333	74,13,333	8.33%
2.	Tyrus Richard Theknath	Promoter Group	Not Applicable	-	0.00%	74,13,333	74,13,333	8.33%
3.	Thea Richard Theknath	Promoter Group	Not Applicable	-	0.00%	74,13,334	74,13,334	8.33%
4.	Vandana Kumari S	Non-Promoter	Not Applicable	15,080	0.03%	8,75,000	8,90,080	1.00%
5.	Kusuma G	Non-Promoter	Not Applicable	27,012	0.06%	1,50,000	1,77,012	0.20%
6.	Diya Lunked	Non-Promoter	Not Applicable	3,000	0.01%	1,50,000	1,53,000	0.17%
7.	Manoj Kumar Jain	Non-Promoter	Not Applicable	5,100	0.01%	1,50,000	1,55,100	0.17%
8.	Himani Lunked	Non-Promoter	Not Applicable	38,240	0.08%	3,12,500	3,50,740	0.39%
9.	Mehak	Non-Promoter	Not Applicable	-	0.00%	1,50,000	1,50,000	0.17%
10.	Rinku Khatri	Non-Promoter	Not Applicable	1,05,104	0.23%	2,25,000	3,30,104	0.37%
11.	Vasantha L D	Non-Promoter	Not Applicable	-	0.00%	3,12,500	3,12,500	0.35%
12.	T N Manjunatha	Non-Promoter	Not Applicable	41,317	0.09%	4,68,750	5,10,067	0.57%
13.	Savitha J	Non-Promoter	Not Applicable	-	0.00%	3,12,500	3,12,500	0.35%
14.	Vipasa Vijesh	Non-Promoter	Not Applicable	-	0.00%	1,50,000	1,50,000	0.17%
15.	Jagadish S	Non-Promoter	Not Applicable	50,917	0.11%	3,12,500	3,63,417	0.41%
16.	S Selvaraj	Non-Promoter	Not Applicable	-	0.00%	1,50,000	1,50,000	0.17%
17.	Hansa Jain	Non-Promoter	Not Applicable	62,772	0.14%	3,12,500	3,75,272	0.42%

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18.	Vinod Chhajjer	Non-Promoter	Not Applicable	25,000	0.05%	1,50,000	1,75,000	0.20%
19.	Bhavesh Kumar Jain	Non-Promoter	Not Applicable	-	0.00%	1,50,000	1,50,000	0.17%
20.	Kamala Kumari	Non-Promoter	Not Applicable	-	0.00%	1,50,000	1,50,000	0.17%
21.	Anju Khatri	Non-Promoter	Not Applicable	-	0.00%	1,50,000	1,50,000	0.17%
22.	Sunil K	Non-Promoter	Not Applicable	32,881	0.07%	1,50,000	1,82,881	0.21%
23.	Hafizul Mollah	Non-Promoter	Not Applicable	67,210	0.14%	4,68,750	5,35,960	0.60%
24.	Mansi Lunked	Non-Promoter	Not Applicable	-	0.00%	3,12,500	3,12,500	0.35%
25.	Syyed Bakhtiyar Ali	Non-Promoter	Not Applicable	8,450	0.02%	3,12,500	3,20,950	0.36%
26.	Husne Afroz	Non-Promoter	Not Applicable	-	0.00%	3,12,500	3,12,500	0.35%
27.	Mohd Ehteraf	Non-Promoter	Not Applicable	51,750	0.11%	2,50,000	3,01,750	0.34%
28.	Rukhsar Hasan	Non-Promoter	Not Applicable	54,642	0.12%	2,50,000	3,04,642	0.34%
29.	Julkar Nain	Non-Promoter	Not Applicable	-	0.00%	2,50,000	2,50,000	0.28%
30.	Alphacap Corporate Services Private Limited	Non-Promoter	Julkar Nain (ANRPN02 39L)	-	0.00%	17,50,000	17,50,000	1.97%
31.	Dilnawaz Ali	Non-Promoter	Not Applicable	5,400	0.01%	3,12,500	3,17,900	0.36%
32.	Praveen Kumar Singhvi	Non-Promoter	Not Applicable	50,000	0.11%	1,50,000	2,00,000	0.22%
33.	R2VFX Studios Private Limited	Non-Promoter	Rohit Ranjan (COBPR54 79F)	-	0.00%	6,25,000	6,25,000	0.70%
34.	Mohammad Kamaluddin Ansari	Non-Promoter	Not Applicable	20,000	0.04%	1,50,000	1,70,000	0.19%

35.	Rachana Vijesh	Non-Promoter	Not Applicable	-	0.00%	2,00,000	2,00,000	0.22%
36.	Gaurav Bansal	Non-Promoter	Not Applicable	-	0.00%	3,12,500	3,12,500	0.35%
37.	MV Manjunath	Non-Promoter	Not Applicable	-	0.00%	1,00,000	1,00,000	0.11%
38.	Reeta Rani	Non-Promoter	Not Applicable	-	0.00%	75,000	75,000	0.08%
39.	Alphacap Advisors Private Limited	Non-Promoter	Kunwar Rizwan (AJEPR867 5H)	-	0.00%	33,00,000	33,00,000	3.71%
40.	Aqsa Rais	Non-Promoter	Not Applicable	-	0.00%	1,00,000	1,00,000	0.11%
41.	Karuna Kamlesh Jain	Non-Promoter	Not Applicable	-	0.00%	1,00,000	1,00,000	0.11%
42.	Kamlesh Udaylal Jain	Non-Promoter	Not Applicable	-	0.00%	1,00,000	1,00,000	0.11%
43.	Nirav Mahendrabhai Dholakiya	Non-Promoter	Not Applicable	-	0.00%	1,00,000	1,00,000	0.11%
44.	Shree Shidhisamarth Agency LLP	Non-Promoter	1. Harshil Shailesh Shah (HFVPS931 6N) 2. Amisha Sanjay Shah (AWJPS44 70P)	-	0.00%	1,00,000	1,00,000	0.11%
45.	Akram Khan	Non-Promoter	Not Applicable	100	0.00%	1,00,000	1,00,100	0.11%
46.	Mohd Ashkar Choudhary	Non-Promoter	Not Applicable	-	0.00%	1,00,000	1,00,000	0.11%
47.	Pankaj Lachhman Khatwani	Non-Promoter	Not Applicable	-	0.00%	10,00,000	10,00,000	1.12%
48.	Shrawan Kumar Babulal Jajodia	Non-Promoter	Not Applicable	-	0.00%	10,00,000	10,00,000	1.12%

49.	Shekhar Saraswat	Non-Promoter	Not Applicable	-	0.00%	1,60,000	1,60,000	0.18%
50.	Sofiya Syed	Non-Promoter	Not Applicable	-	0.00%	1,60,000	1,60,000	0.18%
51.	Samarjit Anand	Non-Promoter	Not Applicable	-	0.00%	31,250	31,250	0.04%
52.	Prachi Agarwal	Non-Promoter	Not Applicable	-	0.00%	31,250	31,250	0.04%
53.	Shalu Rani	Non-Promoter	Not Applicable	-	0.00%	31,250	31,250	0.04%
54.	Sumit Kumar Pundhir	Non-Promoter	Not Applicable	-	0.00%	31,250	31,250	0.04%
55.	Rahul Gupta	Non-Promoter	Not Applicable	-	0.00%	31,250	31,250	0.04%
56.	Gaurav Gupta	Non-Promoter	Not Applicable	-	0.00%	31,250	31,250	0.04%
57.	Amit Varshney	Non-Promoter	Not Applicable	-	0.00%	31,250	31,250	0.04%
58.	Suneel Kumar Agrawal	Non-Promoter	Not Applicable	-	0.00%	31,250	31,250	0.04%
59.	Jitendra Singh	Non-Promoter	Not Applicable	-	0.00%	1,25,000	1,25,000	0.14%
60.	Farhat Jahan	Non-Promoter	Not Applicable	-	0.00%	2,80,000	2,80,000	0.31%
61.	Kunwar Javed	Non-Promoter	Not Applicable	-	0.00%	1,90,000	1,90,000	0.21%
62.	Deepika	Non-Promoter	Not Applicable	-	0.00%	62,000	62,000	0.07%
63.	Shifali Gupta	Non-Promoter	Not Applicable	-	0.00%	93,000	93,000	0.10%
64.	Madhu Bala	Non-Promoter	Not Applicable	112	0.00%	31,000	31,112	0.03%
65.	Sunil Kumar Sagar	Non-Promoter	Not Applicable	-	0.00%	55,000	55,000	0.06%
66.	Subhash Chandra Juyal	Non-Promoter	Not Applicable	-	0.00%	55,000	55,000	0.06%
67.	Bhupendra Singh Negi	Non-Promoter	Not Applicable	-	0.00%	38,000	38,000	0.04%
68.	Sajid Ahmed	Non-Promoter	Not Applicable	-	0.00%	62,000	62,000	0.07%
69.	Shahid Sisodiya	Non-Promoter	Not Applicable	-	0.00%	31,000	31,000	0.03%

70.	Nikhil Kumar Maheve	Non-Promoter	Not Applicable	-	0.00%	93,000	93,000	0.10%
71.	Adomania Social Technology Private Limited	Non-Promoter	1. Ashish Goel (AATPG76 74B) 2. Poonam Goel (AHKPG92 12F)	-	0.00%	62,000	62,000	0.07%
72.	Puneet Kumar	Non-Promoter	Not Applicable	-	0.00%	62,000	62,000	0.07%
73.	Neha	Non-Promoter	Not Applicable	-	0.00%	1,60,000	1,60,000	0.18%
74.	Hunny Chaturvedi	Non-Promoter	Not Applicable	64,403	0.14%	1,56,250	2,20,653	0.25%
75.	Rakhi Rajeev Agarwal	Non-Promoter	Not Applicable	-	0.00%	1,56,250	1,56,250	0.18%
76.	Mukul Aggarwal	Non-Promoter	Not Applicable	-	0.00%	1,56,250	1,56,250	0.18%
77.	Yash Pal Gandhi	Non-Promoter	Not Applicable	-	0.00%	1,56,250	1,56,250	0.18%
78.	Jayesh Modi	Non-Promoter	Not Applicable	1,30,628	0.28%	4,68,750	5,99,378	0.67%
79.	Niraj Prakashchand Bhandari	Non-Promoter	Not Applicable	-	0.00%	1,56,250	1,56,250	0.18%
80.	Shakeel Latif Khan	Non-Promoter	Not Applicable	-	0.00%	1,56,250	1,56,250	0.18%
81.	Ankit Bhutoria	Non-Promoter	Not Applicable	-	0.00%	1,00,000	1,00,000	0.11%
82.	Dushyant Sharma	Non-Promoter	Not Applicable	-	0.00%	25,000	25,000	0.03%
83.	Rudrashika World LLP	Non-Promoter	1. Mayank Goel (BDIPG425 4L) 2. Yashika Jain (BCYPJ210 1C)	-	0.00%	80,000	80,000	0.09%

84.	Deepender Aggarwal	Non-Promoter	Not Applicable	-	0.00%	2,00,000	2,00,000	0.22%
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*These percentages have been calculated on the basis of pre-preferential share capital of the Company i.e., ₹23,20,18,920 (Rupees Twenty-Three Crore Twenty Lakh Eighteen Thousand Nine Hundred Twenty Only) divided into 4,64,03,784 (Four Crore Sixty-Four Lakh Three Thousand Seven Hundred Eighty-Four) Equity Shares of ₹5/- (Rupees Five Only) each.

**These percentages have been calculated on the basis of post preferential share capital of the Company on fully diluted basis i.e. ₹44,51,82,670 (Rupees Forty-Four Crore Fifty-One Lakh Eighty-Two Thousand Six Hundred Seventy Only) divided into 8,90,36,534 (Eight Crore Ninety Lakh Thirty-Six Thousand Five Hundred Thirty-Four) Equity Shares of ₹5/- (Rupees Five Only) each after taking into consideration 4,26,32,750 Warrants to be allotted in the current preferential issue.

r. The percentage of post preferential issue capital that may be held by the allottee(s) and change in control, if any, in the issuer consequent to the preferential issue

S. No.	Name of the Proposed Allottee	Category	Percentage of post preferential issue **
1.	Tyra Richard Theknath	Promoter Group	8.33%
2.	Tyrus Richard Theknath	Promoter Group	8.33%
3.	Thea Richard Theknath	Promoter Group	8.33%
4.	Vandana Kumari S	Non-Promoter	1.00%
5.	Kusuma G	Non-Promoter	0.20%
6.	Diya Lunked	Non-Promoter	0.17%
7.	Manoj Kumar Jain	Non-Promoter	0.17%
8.	Himani Lunked	Non-Promoter	0.39%
9.	Mehak	Non-Promoter	0.17%
10.	Rinku Khatri	Non-Promoter	0.37%
11.	Vasantha L D	Non-Promoter	0.35%
12.	T N Manjunatha	Non-Promoter	0.57%
13.	Savitha J	Non-Promoter	0.35%
14.	Vipasa Vijesh	Non-Promoter	0.17%
15.	Jagadish S	Non-Promoter	0.41%
16.	S Selvaraj	Non-Promoter	0.17%
17.	Hansa Jain	Non-Promoter	0.42%
18.	Vinod Chhajjer	Non-Promoter	0.20%
19.	Bhavesh Kumar Jain	Non-Promoter	0.17%
20.	Kamala Kumari	Non-Promoter	0.17%
21.	Anju Khatri	Non-Promoter	0.17%
22.	Sunil K	Non-Promoter	0.21%
23.	Hafizul Mollah	Non-Promoter	0.60%
24.	Mansi Lunked	Non-Promoter	0.35%
25.	Syyed Bakhtiyar Ali	Non-Promoter	0.36%
26.	Husne Afroz	Non-Promoter	0.35%
27.	Mohd Ehteraf	Non-Promoter	0.34%
28.	Rukhsar Hasan	Non-Promoter	0.34%

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29.	Julkar Nain	Non-Promoter	0.28%
30.	Alphacap Corporate Services Private Limited	Non-Promoter	1.97%
31.	Dilnawaz Ali	Non-Promoter	0.36%
32.	Praveen Kumar Singhvi	Non-Promoter	0.22%
33.	R2VFX Studios Private Limited	Non-Promoter	0.70%
34.	Mohammad Kamaluddin Ansari	Non-Promoter	0.19%
35.	Rachana Vijesh	Non-Promoter	0.22%
36.	Gaurav Bansal	Non-Promoter	0.35%
37.	MV Manjunath	Non-Promoter	0.11%
38.	Reeta Rani	Non-Promoter	0.08%
39.	Alphacap Advisors Private Limited	Non-Promoter	3.71%
40.	Aqsa Rais	Non-Promoter	0.11%
41.	Karuna Kamlesh Jain	Non-Promoter	0.11%
42.	Kamlesh Udaylal Jain	Non-Promoter	0.11%
43.	Nirav Mahendrabhai Dholakiya	Non-Promoter	0.11%
44.	Shree Shidhisamarth Agency LLP	Non-Promoter	0.11%
45.	Akram Khan	Non-Promoter	0.11%
46.	Mohd Ashkar Choudhary	Non-Promoter	0.11%
47.	Pankaj Lachhman Khatwani	Non-Promoter	1.12%
48.	Shrawan Kumar Babulal Jajodia	Non-Promoter	1.12%
49.	Shekhar Saraswat	Non-Promoter	0.18%
50.	Sofiya Syed	Non-Promoter	0.18%
51.	Samarjit Anand	Non-Promoter	0.04%
52.	Prachi Agarwal	Non-Promoter	0.04%
53.	Shalu Rani	Non-Promoter	0.04%
54.	Sumit Kumar Pundhir	Non-Promoter	0.04%
55.	Rahul Gupta	Non-Promoter	0.04%
56.	Gaurav Gupta	Non-Promoter	0.04%
57.	Amit Varshney	Non-Promoter	0.04%
58.	Suneel Kumar Agrawal	Non-Promoter	0.04%
59.	Jitendra Singh	Non-Promoter	0.14%
60.	Farhat Jahan	Non-Promoter	0.31%
61.	Kunwar Javed	Non-Promoter	0.21%
62.	Deepika	Non-Promoter	0.07%
63.	Shifali Gupta	Non-Promoter	0.10%

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64.	Madhu Bala	Non-Promoter	0.03%
65.	Sunil Kumar Sagar	Non-Promoter	0.06%
66.	Subhash Chandra Juyal	Non-Promoter	0.06%
67.	Bhupendra Singh Negi	Non-Promoter	0.04%
68.	Sajid Ahmed	Non-Promoter	0.07%
69.	Shahid Sisodiya	Non-Promoter	0.03%
70.	Nikhil Kumar Maheve	Non-Promoter	0.10%
71.	Adomania Social Technology Private Limited	Non-Promoter	0.07%
72.	Puneet Kumar	Non-Promoter	0.07%
73.	Neha	Non-Promoter	0.18%
74.	Hunny Chaturvedi	Non-Promoter	0.25%
75.	Rakhi Rajeev Agarwal	Non-Promoter	0.18%
76.	Mukul Aggarwal	Non-Promoter	0.18%
77.	Yash Pal Gandhi	Non-Promoter	0.18%
78.	Jayesh Modi	Non-Promoter	0.67%
79.	Niraj Prakashchand Bhandari	Non-Promoter	0.18%
80.	Shakeel Latif Khan	Non-Promoter	0.18%
81.	Ankit Bhutoria	Non-Promoter	0.11%
82.	Dushyant Sharma	Non-Promoter	0.03%
83.	Rudrashika World LLP	Non-Promoter	0.09%
84.	Deepender Aggarwal	Non-Promoter	0.22%

***These percentages have been calculated on the basis of post preferential share capital of the Company on fully diluted basis i.e. ₹44,51,82,670 (Rupees Forty-Four Crore Fifty-One Lakh Eighty-Two Thousand Six Hundred Seventy Only) divided into 8,90,36,534 (Eight Crore Ninety Lakh Thirty-Six Thousand Five Hundred Thirty-Four) Equity Shares of ₹5/- (Rupees Five Only) each after taking into consideration 4,26,32,750 Warrants to be allotted in the current preferential issue.*

s. Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer.

Not applicable, since the proposed allotment of warrants will be made on cash basis.

t. Amount which the company intends to raise by way of such securities:

Aggregating up to ₹76,73,89,500/- (Rupees Seventy-Six Crore Seventy-Three Lakh Eighty-Nine Thousand Five Hundred Only).

u. Certificate of Practicing Company Secretary

The certificate from Practicing Company Secretary pursuant to Regulation 163(2) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations 2018, certifying that the preferential issue of equity shares is being made in accordance with requirements of Chapter V of SEBI (ICDR) Regulations has been obtained considering the said preferential issue. The copy of said certificate may be accessed on the

Company's website <https://www.jfll.com/wp-content/uploads/2026/01/Compliance-Certificate-under-Regulation-1632-of-SEBI-ICDR-1.pdf>

v. Other disclosures/Undertaking

- i. The Company, its Promoters and its Directors are not categorized as wilful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by Reserve Bank of India and have not been categorized as a fraudulent borrower.
- ii. None of its directors or promoters are fugitive economic offenders as defined under the SEBI (ICDR) Regulations.
- iii. The Company does not have any outstanding dues to SEBI, Stock Exchanges or the depositories.
- iv. The Company has obtained the Permanent Account Numbers (PAN) of the proposed allottees, except those allottees which may be exempt from specifying PAN for transacting in the securities market by SEBI before an application seeking in-principle approval is made by the Company to the stock exchange(s) where its equity shares are listed;
- v. The Company shall be making application seeking in-principle approval to the stock exchange(s), where its equity shares are listed, on the same day when this notice will be sent in respect of the general meeting seeking shareholders' approval by way of special resolution;
- vi. The Company is in compliance with the conditions for continuous listing.
- vii. Since the Equity Shares have been listed on the recognized stock exchanges for a period of more than 90 trading days prior to the Relevant Date, the Company is not required to re-compute the price in terms of Regulation 163(1)(g) and Regulation 163(1)(h) of SEBI (ICDR) Regulations.
- viii. None of the allottees have sold or transferred any Equity Shares during the 90 trading days preceding the relevant date.
- ix. The Equity Shares held by the proposed allottees in the Company are in dematerialized form only.
- x. None of the allottees have previously subscribed to any shares of the Company during the last one year.
- xi. The Company has complied with the applicable provisions of the Companies Act, 2013. The provisions of Section 62 of the Companies Act, 2013 (as amended from time to time) and the SEBI (ICDR) Regulations provide, inter alia, that when it is proposed to increase the issued capital of the Company by allotment of further shares, such shares are required to be first offered to the existing members of the Company for subscription unless the members decide otherwise through a Special Resolution.

The Board of Directors of the Company believes that the proposed preferential issue is in the best interest of the Company and its members. The Board of Directors recommends the passing of the resolution as set out in Item No. 01 as Special Resolution for your approval.

Except Tyra Richard Theknath, Tyrus Richard Theknath and Thea Richard Theknath belonging to Promoter Group of the Company, none of the Promoters, Directors, Key Managerial Personnel or their relatives thereof are in any way financially or otherwise concerned or interested in the passing of this Special Resolution as set out at Item No. 01 of this Notice.

By Order of the Board of Director
Jet Freight Logistics Limited

Sd/-
Anmol Ashvin Patni
Company Secretary & Compliance Officer

Place: Mumbai

Date: January 27, 2026