

JITF INFRALOGISTICS LIMITED

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

October 03, 2019

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street,
Mumbai-400001

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

Scrip Code: 540311
Through: BSE Listing Centre

Scrip Code: JITFINFRA
Through: NEAPS

**SUB.: MINUTES OF THE PROCEEDINGS OF 12th ANNUAL GENERAL MEETING-
REGULATION 30 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE
REQUIREMENTS) REGULATIONS, 2015.**

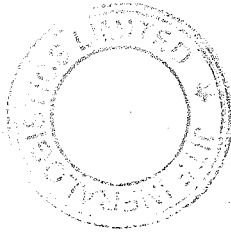
Dear Sir(s),

This is with reference to the captioned subject, please find attached certified copy of minutes of the meeting of 12th Annual General Meeting of the Company held on Monday, the 9th September, 2019 at 03.00 p.m. at the registered office of the Company, for your reference and record.

Thanking you,

Yours faithfully,
For JITF Infralogistics Limited

.....
Alok Kumar
Company Secretary
ACS: 19819



MINUTES OF THE 12th ANNUAL GENERAL MEETING OF THE MEMBERS OF JITF INFRALOGISTICS LIMITED HELD ON MONDAY, THE 9TH SEPTEMBER, 2019 COMMENCED AT 03.00 P.M. AND CONCLUDED AT 04.00 P.M. AT A-1, UPSIDC INDUSTRIAL AREA, NANDGAON ROAD, KOSI KALAN, DISTT MATHURA,(U.P.)– 281403.

Present:

- | | |
|------------------------------|--|
| 1. Mr. Raj Kamal Aggarwal | - Independent Director, Chairman of the Meeting, Member of the Audit Committee, Member of Nomination and Remuneration Committee. |
| 2. Mr. Amarendra Kumar Sinha | - Whole Time Director, Member of Audit Committee Member of Stake holder Relationship Committee |
| 3. Mr. Alok Kumar | - Company Secretary |
| 4. Mr. Anuj Kumar | - Chief Financial Officer |

44 Shareholders were present in person. No proxy was received by the Company,

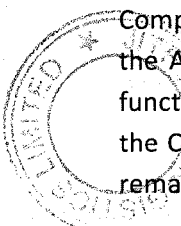
Mr. Raj Kamal Aggarwal took the Chair. The Chairman, on behalf of the Board, extended a warm welcome to the Shareholders, Members of the Board, Representatives of Bodies Corporate and introduced the Directors present on the dais.

The Company Secretary confirmed that requisite quorum for the meeting was present. He thereafter called the meeting to order.

The Company Secretary also informed the reasons for absence of Mr. Neeraj Kumar, Non-Executive Director, Ms. Veni Verma Non- Executive Director, Mr. Girish Sharma, Independent Director and Mr. D.P Tripathi, Independent Director, Mr. Pankaj Kantha Secretarial Auditor and Lodha & Co. Statutory Auditor in the meeting.

The Company Secretary further informed the Members that Register of Directors and Key Managerial Personnel and their shareholding, if any, and the Register of Contracts in which Directors were interested required to be kept pursuant to Section 170 and 189 of the Companies Act, 2013 along with Auditors' Report and Secretarial Audit Report were available for inspection by Members during the meeting. He further confirmed the compliance of the Companies Act, 2013 and Secretarial Standard on the General Meeting with respect to calling, commencing and conducting the AGM.

With the permission of the Members present, the Notice convening the AGM was taken as read. The Company Secretary informed that there were no qualifications/ observations or adverse remark in the Auditors Report on the financial transactions or matters which had any adverse effect on the functioning of the Company. Therefore, reading of the same was not required under Section 145 of the Companies Act, 2013. He also informed that there was no qualification/ observation or adverse remark in the Secretarial Auditor's Report.



The Company Secretary thereafter informed the following to the Members that:-

(i) Pursuant to the provisions of Section 108 of the Companies Act, 2013 and the Rules framed there under, all shareholders as on the cut-off date, i.e., 2 September, 2019, were provided with the facility to cast their vote electronically through remote e-voting services on all the resolutions set forth in the Notice of the AGM.

(ii) The e-voting portal remained open for voting from 9:00 A.M. on Friday, 6 September, 2019 to 5:00 P.M. on Sunday, 8th September, 2019.

(iii) The Board of Directors had appointed Mr. Awanish Kumar Dwivedi of M/s Awanish Dwivedi & Associates, Company Secretaries, as Scrutinizer to scrutinize the voting process in a fair and transparent manner as stipulated under the Companies (Management & Administration) Rules, 2014.

(iv) The Shareholders who had not participated in remote e-voting process would be offered to cast their vote through poll at the meeting on the items set forth of the Notice.

(v) The ballot papers would be distributed to the Shareholders.

(vi) He explained the process of casting of vote through poll on the items of the Notice.

(vii) The consolidated results of remote e-voting and poll at the meeting would be declared within stipulated time period and the same would be informed to the Stock Exchanges and would also be hosted on the website of the Company.

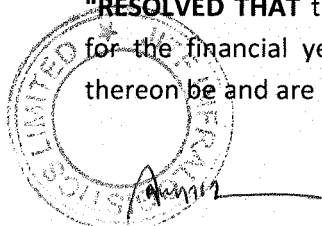
ORDINARY BUSINESS:

ITEM NO 1- ADOPTION OF THE AUDITED FINANCIAL STATEMENT FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2019 AND THE REPORTS OF THE DIRECTORS AND AUDITORS THEREON.

The Members of the Company considered the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31st March, 2019 and Reports of Directors and Auditors attached thereto. Some of the Members raised queries regarding Accounts of the Company, impact of the general economic conditions on the working of the Company and future planning of the Company with regard to the business. Some Members sought information regarding to subsidiaries of the Company, which were replied to them by Mr. Anuj Kumar, CFO of the Company.

With the consent of the Members present, item no 1 of the Notice pertaining to adoption of Financial Statements for the financial year ended 31st March, 2019 of the Company was taken as read and was adopted as an ordinary resolution:

"RESOLVED THAT the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31st March, 2019 together with report of Directors and Auditors thereon be and are hereby approved and adopted."



ITEM NO 2- TO APPOINT A DIRECTOR IN PLACE OF MS. VENI VERMA (DIN: 07586927) WHO RETIRES BY ROTATION AND BRING ELIGIBLE, OFFERS HERSELF FOR RE-APPOINTMENT

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

"Resolved that Ms. Veni Verma , (DIN: 07586927) who retires by rotation and, being eligible offers herself for re-appointment, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

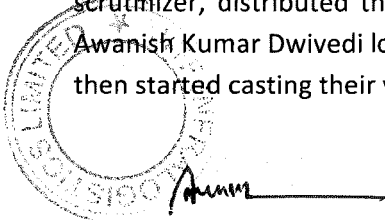
ITEM NO 3 - CHANGE OF OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

"RESOLVED THAT pursuant to the provisions of sections 4, 13 and other applicable provisions if any, of the Companies Act, 2013 and rules made thereunder (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof for the time being in force) consent of the shareholders of the Company be and is hereby accorded for the modification in Clause III A, the following new sub-clause numbered (6) be substitute in place of earlier sub-clause i.e.

To carry on business of rail, water and urban infrastructure and to act as promoters, developers, contractors, constructional engineers, investors, advisors and consultants in India or any part of the world and to promote, undertake, set up or direct in India or abroad, whether on own account or through subsidiaries or in association with others or through others or for and on behalf of others water supply systems, water/waste water treatment plants, sewerage treatment plants/effluent treatment plants, pipeline projects, railway lines, locomotives, railway tracks, wagons, railway signaling and other auxiliary, waste management projects, waste to power plants, to act as technical, engineering, management consultants and/or provider of managerial and technical manpower services and to act as supplier, trader of commodities in furtherance of the above businesses.

RESOLVED FURTHER THAT any of the Directors of the Company and the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

Chairman then handed over the poll process to the Scrutinizer. Mr. Awanish Kumar Dwivedi, scrutinizer, distributed the ballot paper to the Members present at the meeting. Thereafter, Mr. Awanish Kumar Dwivedi locked and sealed the ballot box in the presence of Members. The Members then started casting their votes and dropping the ballot papers into the ballot box.



After the casting of votes was over, the Chairman announced that the combined results of remote e-voting done previously and poll conducted at the time of meeting, would be available on website of the Company and also on the website of the Stock Exchanges. He authorised the Company Secretary to announce the results of voting appropriately. It was confirmed by him that the quorum for the meeting was present throughout the duration of the meeting. He also declared the conclusion of the meeting.

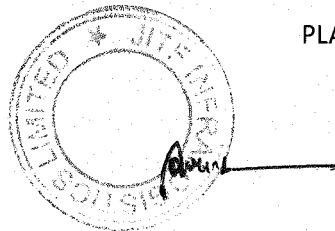
The Chairman thanked the Shareholders for sparing their time for attending the meeting. Mr Nitish Kumar, a shareholder, proposed a vote of thanks to the Chairman of the meeting. The meeting, accordingly, concluded at 4:00 P.M.

Sd/-
CHAIRMAN OF THE MEETING

DATE: 03.10.2019

PLACE: NEW DELHI

TRUE COPY



For JITE Infra Logistics Limited


Company Secretary

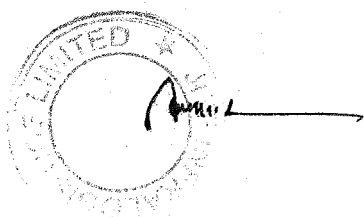
Annexure

Declaration of Results of Remote e-voting and poll at 34th Annual General meeting held on 9th September, 2019.

As per the provisions of the Companies Act, 2013 read with Listing Regulations, the Company had provided the facility of remote e-voting to the members to enable them to cast their vote electronically on the resolutions proposed in the Notice of 12th Annual General Meeting. The remote e-voting was open from 9.00 a.m. on 6th September, 2019 to 5.00 p.m. on 8th September, 2019. Further, the Company had also made the arrangement of voting through poll at the meeting to enable the members who had not casted their vote electronically.

The Board of Directors had appointed Mr. Awanish Kumar Dwivedi of M/s Awanish Dwivedi & Associates, Company Secretaries as the Scrutinizer for remote e-voting and poll conducted at the time of meeting. The Scrutinizer carried out the scrutiny of all the electronic votes received up to the close of remote e-voting period on 8th September, 2019 and poll at the time of meeting. He had submitted his consolidated report on 11th September, 2019. The Consolidated Result of voting as per the Scrutinizer Report dated 11th September, 2019 was as follows:

	Remote E-voting & Voting through Poll				
	Number of shares for which votes was cast in favour	% of vote cast in favour	Number of shares for which votes was cast in against	% of vote cast in against	Invalid votes
Resolution No 1 – Ordinary Resolution – Adoption of Audited Financial Statement for the financial year ended 31 st March, 2019 and the Reports of Directors and Auditors thereon.	1,63,20,953	99.93%	11,000	0.07%	—



Resolution No 2- Ordinary Resolution – To appoint a Director in place of Mrs. Veni Verma who retires by rotation and being eligible, offers herself for re-appointment.	1,63,20,617	99.93%	11,336	0.07%	_____
Resolution No 3 – Special Resolution – Change of Object Clause of the Memorandum of Association of the Company	1,63,20,917	99.93%	11,036	0.07%	_____

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

Sd/-
CHAIRMAN OF THE MEETING

DATE: 03.10.2019

PLACE: NEW DELHI



TRUE COPY

For JTF Infra Logistics Limited

Company Secretary