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JITF INFRALOGISTICS LIMITED

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

October 25, 2018

BSE LIMITED
Phi roze Jeejeebhoy Towers
Dalal Street,
Mumbai-400001
Stock code: 540311

National Stock Exchange of India Limited
Exchange Plaza, C-1, Block -G
Bandra Kurla Complex, Bandra (East)
Mumbai – 400 051
Stock code: JITFINFRA

Sub. : MINUTES OF THE PROCEEDINGS OF 11TH ANNUAL GENERAL MEETING-REGULATIONS 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 Revised copy of minutes of the meeting of 11th Annual General Meeting of the Company held on Thursday, the 27th September, 2018 at the registered office of the company for your reference and record.

Thanking you,

Yours faithfully,
For JITF INFRALOGISTICS LIMITED

ALOK KUMAR
COMPANY SECRETARY
ACS : 19819

JITF INFRALOGISTICS LIMITED

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MINUTES OF THE 11TH ANNUAL GENERAL MEETING OF THE MEMBERS OF JITF INFRALOGISTICS LIMITED HELD ON THURSDAY THE 27TH DAY OF SEPTEMBER, 2018 AT THE REGISTERED OFFICE OF THE COMPANY AT A-1, UPSIDC INDUSTRIAL AREA, NANDGAON ROAD, KOSI KALAN, MATHURA, UTTAR PRADESH-281403 WHICH COMMENCED AT 03.00 P.M AND CONCLUDED AT 04.00 P.M

Present:

Mr Raj Kamal Aggarwal	Non- Executive CHAIRPERSON of the Board and CHAIRPERSON of the Meeting.
Mr. Neeraj Kumar	Non – Executive Director
Mr. Amarendra Kumar Sinha	Executive Director
Mr. Anuj Kumar	Chief Financial Officer
Mr. Alok Kumar	Company Secretary

In aggregate, 31 Members were present in person and 16 Members were represented by their authorized representatives and proxies.

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

Mr Raj Kamal Aggarwal was elected as Chairperson of the meeting and accordingly, occupied the Chair and conducted the proceedings of the AGM.

The Chairperson of the meeting announced that the requisite quorum for the meeting was present and thereafter called the meeting to order. He informed that representative of 15 bodies corporate holding 1,27,41,127 (One Crore Twenty Seven Lakh Forty One thousand One hundred and Twenty Seven Only) equity shares were present and that the company received 1 valid proxy holding 1,27,987 (One Lakh Twenty Seven thousand Nine hundred and Eighty Seven only)

The Chairperson also explained the reasons for absence of other Directors namely Mr Dhananjaya Pati Tripathi, Independent Director, Mr. Girish Sharma, Independent Director, Ms Veni Verma, Non Executive Director and Mr Pankaj Kantha (Secretarial Auditor) in the meeting.

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

i. Notice convening the 11th Annual General Meeting
ii. Directors' Report along with Annexures thereto for the financial year ended 31 st March, 2018.

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iii. The Audited Financial Statements and Auditors' Report thereon for the financial year ended 31st March, 2018.
iv. The Proxy Register with 1 valid proxies lodged with the Company in connection with the 11th Annual General Meeting (remained open for inspection during the meeting).
v. The Register of Directors' and Key Managerial Personnel and their shareholdings (remained open for inspection during the meeting).
vi. The Register of Contracts or arrangements in which the Directors were interested (remained open for inspection during the meeting).

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

Thereafter the Chairperson commenced the formal agenda of the Annual General Meeting and with the consent of the Members present, the Notice convening the meeting, the Directors' Report along with annexures thereto and the Annual Accounts for the financial year ended 31st March, 2018 were taken as read.

The Chairperson then announced that until 48 hours before the time of the commencement of the Annual General Meeting, 1 (One) valid proxies covering a total of 1,27,987 (One Lakh Twenty Seven thousand Nine hundred and Eighty Seven only)) equity shares of *Re.2/-* each and 15 (Fifteen) representations under Section 113 of the Companies Act, 2013 from Corporate Members, covering a total of 1,27,41,127 (One Crore Twenty Seven Lakh Forty One thousand One hundred and Twenty Seven Only) Equity Shares of *Re.2/-* each, had been received and the same were laid on the table.

The Chairperson informed the Members that the Auditor's Report on the Annual Accounts of the Company for the financial year ended 31st March, 2018 did not contain any qualifications, observations or comments on financial transactions or matters, which had adverse effect on the functioning of the Company. He stated that in the terms of Section 145 of the Companies Act, 2013, only the qualifications, observations or comments, mentioned in the Auditor's Report, which have any adverse effect on the functioning of the Company, were required to be read at the general meeting. Since there were no such qualifications, observations or comments, the Auditors Report was not required to be read. He also informed that there were also no qualifications /observations or comments in the Secretarial Auditor's Report.

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

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

Mr Alok Kumar informed the shareholders that as per the provisions of the Companies Act, 2013 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company had provided the facility of remote e-voting to the Shareholders to enable them to cast their vote electronically. The remote e-voting

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was open from 09.00 A.M on 24th September,2018 to 5.00 P.M on 26th September, 2018. The detailed procedure of e-voting was also mentioned in Note no. 18 of the Notice of the Annual General meeting on page no. 153 of the Annual Report. The arrangements had been made for e-voting at the venue of the meeting for those Shareholders who had not cast their vote by remote e-voting.

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

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

Item No.1

ADOPTION OF AUDITED FINANCIAL STATEMENTS AND REPORTS FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2018.-ORDINARY RESOLUTION

The Members of the Company considered the Audited Financial Statements of the Company for the financial year ended 31st March 2018 and Reports of Directors and Auditors attached thereto. Some of the Members raised queries regarding Accounts of the Company which were suitably replied to by the CFO of the Company.

With the consent of the Members present, Item No-1 of the Notice pertaining to adoption of Audited Financial Statements for the financial year ended 31st March, 2018 together with report of Directors and Auditors thereon of the Company was taken as read and adopted as an ordinary resolution.

"RESOLVED THAT the Audited Statement of Profit and Loss for the financial year ended 31st March, 2018 together with report of Directors and Auditors thereon be and are hereby approved and adopted."

Item No.2

RE-APPOINTMENT OF MR. NEERAJ KUMAR (DIN 01776688) AS DIRECTOR-ORDINARY RESOLUTION

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

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

With the consent of the Members present, Item No-2 of the Notice pertaining to re-appointment of Mr Neeraj Kumar as Director of the Company was taken as read and adopted as an ordinary resolution.

"RESOLVED THAT Mr Neeraj Kumar (DIN: 01776688) who retires by rotation and being eligible for re-appointment, be and is hereby appointed as Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS

Item No.3

TO CONTINUE THE APPOINTMENT OF MR. DHANANJAYA PATI TRIPATHI AGED 76 YEARS, AS AN INDEPENDENT DIRECTOR UPTO THE EXPIRY OF HIS PRESENT TERM OF OFFICE I.E. 04TH SEPTEMBER, 2021 - SPECIAL RESOLUTION

With the consent of the Members present, Item No-3 of the Notice pertaining to continue the appointment of Mr. Dhananjaya Pati Tripathi Aged 76 Years, as an independent Director upto the expiry of his term of office ie, 04th September,2021 was taken as read and adopted as an ordinary resolution

"RESOLVED THAT pursuant to the SEBI (LODR) Amendment Regulations, 2015 consent of the Members of the Company be and is hereby accorded for continuation of appointment of Mr. Dhananjaya Pati Tripathi aged 76 years as an independent Director upto the expiry of his present term of office ie, 04th September, 2021.

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary proper or expedient to give effect to this resolution".

Item No.4

APPONITMENT OF MR. AMARENDRA KUMAR SINHA (DIN- 08190565) AS DIRECTOR OF THE COMPANY - SPECIAL RESOLUTION

With the consent of the Members present, Item No-4 of the Notice pertaining to appointment of Mr. Amarendra Kumar Sinha (Din No - 08190565) as Director of the Company was taken as read and adopted as a special resolution:

"RESOLVED THAT pursuant to the provisions of Section 196,197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the members of the company be and is hereby accorded to appoint Mr. Amarendra Kumar Sinha (holding DIN No. 08190565) as the Whole Time Director of the Company for a period of 5 (Five) years commencing from 03rd August, 2018 till 02nd August, 2023, at a remuneration not exceeding Rs 6 Lacs per month, inclusive of any remuneration directly or otherwise or by way of salary and perquisites, performance based rewards/incentives, on the terms and conditions as set out in the Explanatory Statement annexed to the notice , with liberty to the Board/Nomination and Remuneration Committee to alter and vary the terms and conditions of the said appointment in such manner as may be agreed be and between the Board/ Nomination and Remuneration Committee and Mr. Amarendra Kumar Sinha ."

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

After the casting of votes was over, the Chairperson announced that the combined results of remote e-voting done previously and poll conducted at the time of meeting, would be available on website of the Company and also on the web-site of the Stock Exchanges. It was confirmed 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 members for sparing their time for attending the meeting.

PLACE : Kosi Kalan

Ravi Kumar Agarwal

CHAIRPERSON OF THE MEETING

DATED : 22.10.2018

Minutes entered on 23.10.2018

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