

JFLL/CS/NSE/2018-2019/55

Date: 10.08.2018

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

ISIN: INE982V01017

Subject: Annual General Meeting.

Dear Sir/ Madam,

In compliance with Reg. 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please note that the 12th Annual General Meeting of the Members of the Company is scheduled to be held on Wednesday, September 05, 2018 at 2.30 p.m. at Goldfinch Hotel, Plot No. 34/21, Central Road, MIDC, Andheri (East), Mumbai - 400093 to transact the business as stated in the Notice of the Meeting dated August 03, 2018 (attached herewith) which is being posted to the Shareholders within the Statutory time frame prescribed.

Kindly take it on your records.

Thanks & Regards,
For Jet Freight Logistics Limited


Shraddha Mehta
Company Secretary & Compliance Officer



NOTICE

Notice is hereby given that the 12th Annual General Meeting of the members of Jet Freight Logistics Limited will be held on Wednesday, September 05, 2018 at 2.30 p.m. at Goldfinch Hotel, Plot No. 34/21, Central Road, MIDC, Andheri (East), Mumbai - 400093 to transact the following business as:

Ordinary Business:

1. To receive, consider and adopt the audited Financial Statements of the Company on a standalone basis, for the financial year ended 31st March, 2018 including audited Balance Sheet as at 31st March, 2018 and the Statement of Profit & Loss and Cash Flow Statement for the year ended on that date along with the Reports of the Directors' and Auditors' thereon.
2. To appoint a Director in place of **Mr. Dax Theknath (DIN: 01338030)**, who retires by rotation and being eligible, offers himself for re-appointment.

Special Business:

3. **Increase in Authorized Share Capital of the Company and amend the Capital Clause in the Memorandum of Association of the Company.**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT in accordance with the provisions of Section 61(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modifications or re-enactments thereof, for the time being in force, the approval of the Members of the company be and is hereby accorded to increase the authorized share capital of the company from Rs. 6,00,00,000/- (Rupees Six Crores only) divided into 60,00,000 equity shares of Rs. 10/- (Rupees Ten) each to Rs. 12,00,00,000/- (Rupees Twelve Crores Only) divided into 1,20,00,000 equity shares of Rs. 10/- (Rupees Ten), ranking pari-passu with the existing equity shares in the Company and that in clause V (a) of the Memorandum of Association of the Company for the words and figures,-

'The Authorized Share Capital of the Company is Rs. 6,00,00,000/- (Rupees Six Crores Only) divided into 60,00,000 (Sixty Lacs) equity shares of Rs. 10/- (Rupees Ten) each.'

The following shall be substituted:

'The Authorized Share Capital of the Company is Rs. 12,00,00,000/- (Rupees Twelve Crores Only) divided into 1,20,00,000 (One Crore & Twenty Lacs) equity shares of Rs. 10/- (Rupees Ten) each.'

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to sign and file all papers, documents and Forms with the Registrar of Companies, Mumbai and to do all acts and deeds to implement the above resolution in this regard."

4. **Issue of Bonus shares by capitalization of Reserves / Securities Premium Account.**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to Section 63 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed thereunder, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and other applicable regulations and guidelines issued by SEBI and Reserve Bank of India (RBI), as amended from time to time, Articles of Association of the Company, and subject to such approvals, consents, permissions, conditions and sanctions as may be considered necessary from appropriate authorities, a sum not exceeding Rs. 5,80,04,730, as may be determined to be required by the Board, from and out of the amount standing to the credit of Securities Premium/ Surplus in the Statement of Profit & Loss Account as at March 31, 2018, be capitalized and transferred to Share Capital Account and that such sum shall be applied for allotment of New Equity Shares of the Company of Rs. 10 (Rupees Ten) each as fully paid-up Bonus Shares to the persons who, on the Record Date, shall be holders of the existing Equity Shares of Rs. 10 (Rupees Ten) each of the Company, in the proportion of 1 (One) New Equity Share for every 1 (One) existing Equity Share held by such persons, for all purposes, be treated as an increase in the paid up Share Capital of the Company held by each such Member, and not as income.

RESOLVED FURTHER THAT the New Equity Shares of Rs. 10 (Rupees Ten) each to be allotted as Bonus Shares shall be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects with and carry the same rights as the existing Equity Shares and shall be entitled to participate in full in any dividends and any other corporate action declared after the New Equity Shares are allotted.

RESOLVED FURTHER THAT the New Equity Shares will be credited in electronic form to the demat accounts of the shareholders, within the period prescribed.

RESOLVED FURTHER THAT the allotment of the New Equity Shares as Bonus Shares to the extent they relate to Non-Resident Indians (NRIs), Foreign Portfolio Investors (FPIs), Persons of Indian Origin (PIO) and other foreign investors of the Company shall be subject to the approval of the RBI, under the Foreign Exchange Management Act, 1999, or any other regulatory authority, as necessary.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of the New Equity Shares on the Stock Exchanges where the securities of the Company are presently listed, as per the provisions of the SEBI Listing Regulations and other applicable guidelines, rules and regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things and give such directions as may be necessary or desirable and to settle all questions or difficulties whatsoever that may arise with regard to the issue, allotment, distribution and listing of the New Equity Shares and its decision shall be final and binding.”

5. Alteration of the main Object Clause in the Memorandum of Association of the Company:

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed there under, the consent of the members of the Company be and is hereby accorded, subject to the approval of the Registrar of Companies Maharashtra, Mumbai to amend clause III-Part A by inserting the following as sub clause (3) after sub clause (2) under clause III-Part A of the Memorandum of Association of Company:

3. “To carry on the business of clearing and forwarding of cargo all over the world and also in India by all the means of any of the business of transport i.e. air, road, sea into all kinds of handling like import, export; also import export consolidation and break bulk handling of cargo both inbound and outbound and all possible kinds of products like perishables, general cargo, valuables, human remains parcels, couriers, small packages, pharmaceuticals, drugs, medicines, accompanied and unaccompanied baggage and courier and all the possible kinds of cargo that need to be transported into or within India to anyplace in the world for commercial or non - commercial purpose through internet or any other channel and all types of e-commerce business in such services, vide business to business (b2b), business to customer (b2c) and providing services in Payment gateways, Portals, Internet Marketing, Electronic Publishing.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form with the Registrar of Companies, Mumbai, Maharashtra.”

**By Order of the Board of Directors
Jet Freight Logistics Limited**

**Date: 3rd August, 2018
Place: Mumbai**

**Shraddha Mehta
Company Secretary & Compliance Officer**

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto. The relevant details, pursuant to Regulations 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at this Annual General Meeting (“AGM”) is also annexed.

2. In terms of the provisions relating to statutory auditors forming part of the Companies Amendment Act, 2017 notified on May 07, 2018, ratification of appointment of Statutory Auditors at every AGM is no more a legal requirement.

Accordingly, the Notice convening the ensuing AGM does not carry any resolution on ratification of appointment of Statutory Auditors. However, M/s. S. C. Mehra & Associates has confirmed that they are eligible to continue as Statutory Auditors of the Company to audit the books of accounts of the Company for the Financial Year ending March 31, 2019 and accordingly M/s. S. C. Mehra & Associates will continue to be the Statutory Auditors of the Company for the Financial Year ending March 31, 2019.

3. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

The instrument of Proxy in order to be effective and valid, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.

Members are requested to note that a person can act as a proxy on behalf of Members not exceeding 50 members provided shareholding of those members in aggregate should not be more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

4. All the documents referred to in the accompanying notice and the explanatory statement are open for inspection at the Registered Office of the Company during business hours from Monday to Friday up to the date of this Annual General Meeting of the Company.
5. Corporate Members intending to send their authorized representative to attend the meeting pursuant to section 113 of the Companies Act 2013 are requested to send to the Company, a certified true copy of Board resolution together with their specimen signature authorizing their representative to attend and vote on their behalf at the meeting.
6. 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. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
7. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts.
8. The notice of AGM along with Annual Report for 2017-18 is being sent by electronic mode to all the members whose email IDs are registered with the Company/Depository Participant(s) unless any member has requested for a physical copy of the same. For members who have not registered their email addresses, physical copies are being sent by the permitted mode.
9. Non-resident Indian members are requested to inform the Company or its RTA or to the concerned DPs, as the case may be, immediately the change in the residential status on return to India for permanent settlement.
10. Members are requested to make all correspondence in connection with shares held by them by addressing letters directly to the Company or its RTA quoting their Folio number or their Client ID number with DPID number, as the case may be.
11. This notice along with Annual Report for 2017-18 is being sent to all members of the Company whose name appears in the Register of Members/ list of beneficiaries received from the depositories on the end of 3rd August, 2018.
12. The entry to the meeting venue will be regulated by means of attendance slips. For attending the meeting, members, proxies and authorised representatives of the members, as the case may be, are requested to bring the enclosed attendance slip completed in all respects, including client ID and DP ID, and signed. Duplicate attendance slips will not be issued.
13. **All members are requested to support Green Initiative of the Ministry of Corporate Affairs, Government of India and register their email addresses to receive all these documents electronically from the Company in accordance with Rule 18 of the Companies (Management & Administration) Rules 2014 and Rule 11 of the Companies (Accounts) Rules 2014. All the aforesaid documents have been uploaded on and are available for download from the Company's website, being www.jetfreight.in. Kindly bring your copy of Annual Report to the meeting.**
14. Rule 3 of the Companies (Management and Administration) Rules 2014 mandates that the register of members of all companies should include details pertaining to email address, permanent account number (PAN) or CIN, unique identification number, if any; father's/ mother's/ spouse's name, occupation, status, nationality; in case member is a minor, name of guardian and the date of birth of the member, and name and address of nominee. All members are requested to update their details as aforesaid with their respective depository.
15. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them.
16. No gifts shall be provided to members before, during or after the AGM.
17. 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.
18. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
19. Members seeking any information with regard to the accounts, are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the AGM
20. A route map showing direction to reach the venue of the 12th AGM is given at the end of this notice as per the requirement of Secretarial Standards -2 on General Meeting.

21. Voting system:

- Pursuant to the provisions of section 108 of the Companies Act, 2013, rules 20 and 21 of the Companies (Management & Administration) Rules 2014 and sub Reg. (1) & (2) of Reg. 44 of SEBI (LODR) Regulations, 2015, the Company is not required to provide mandatorily to its members the electronic facility to exercise their right to vote at the AGM. Therefore, in terms the provisions of section 108 of the Companies Act, 2013, at any general meeting, a resolution put to the vote of the meeting shall, unless a poll is demanded under section 109 or the voting is carried out electronically, **be decided on a show of hands**. A declaration by the Chairman of the meeting of the passing of a resolution or otherwise by show of hands under sub-section (1) and an entry to that effect in the books containing the minutes of the meeting of the company shall be conclusive evidence of the fact of passing of such resolution or otherwise.
- Every Member entitled to vote on a Resolution and present in person shall, on a show of hands, have only one vote irrespective of the number of shares held by him.
- **A Proxy cannot vote on a show of hands.**
- A Member who is a related party is not entitled to vote on a Resolution relating to approval of any contract or arrangement in which such Member is a related party.
- The Members of the Company holding shares on the “cut-off date” of **24th August, 2018** are entitled to vote on the resolutions proposed. Cut-off date means the date on which the right of voting of the members shall be reckoned and a person who is not a member as on the cut-off date should treat this notice for information purposes only.
- The results of the voting will be placed by the company on its website www.jetfreight.in within 48 hours from the conclusion of the AGM and also communicated to the stock exchanges, where the shares of the company are listed.
- The resolutions proposed will be deemed to have been passed on the date of the AGM subject to the receipt of the requisite number of votes in favor of the resolutions.

By Order of the Board of Directors
Jet Freight Logistics Limited

Date: 3rd August, 2018
Place: Mumbai

Shraddha Mehta
Company Secretary & Compliance Officer

Explanatory Statement under Section 102 of the Companies Act, 2013:**Item No 3 & 4:**

The equity shares of the Company are listed and actively traded on National Stock Exchange of India Limited. With a view to encouraging the participation of small investors by making equity shares of the Company affordable and increasing the liquidity of the equity shares, the Board in its Meeting held on August 03, 2018, recommended an issue of Bonus Shares in the proportion of 1 (One) New Equity Share for every 1 (One) existing Equity Share of the Company of Rs. 10 each held by the Members on the Record Date, by capitalizing the amount standing to the credit of Securities Premium/Surplus in the Statement of Profit & Loss Account as at March 31, 2018.

Presently, the Authorized Share Capital of your company is Rs. 6,00,00,000/- (Rupees Six Crores Only) divided into 60,00,000 (Sixty Lacs) equity shares of Rs. 10/- (Rupees Ten) each. It is proposed to increase the Authorized Share Capital from Rs. 6,00,00,000/- (Rupees Six Crores Only) to Rs. 12,00,00,000/- (Rupees Twelve Crores Only) by the creation of 60,00,000 equity shares of Rs.10/- each, ranking pari-passu with the existing equity shares in the Company.

The proposed increase of Authorized Share Capital, issue of bonus shares requires the approval of members in general meeting in terms of Sections 61 and 63 of the Companies Act, 2013 and any other applicable statutory and regulatory approvals. Consequent upon the increase of Authorized Share Capital, the company's Memorandum of Association will also be required to be altered so as to reflect the increase in share capital.

The draft copy of Memorandum of Association of the company is available for inspection at the registered office of the company from Monday to Friday during business hours.

Your directors recommend the proposed resolution giving effect to the above amendments for your approval.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives are in anyway, concerned or interested, either directly or indirectly in passing of the said Resolution, save and except to the extent of their respective interest as shareholders of the Company.

Item No 5:

The principal business of the Company is freight forwarding of perishable and general cargo. The Company proposes to undertake the same activity through internet or any other channel in view of the increase in demand and competition. By creating a portal, it would enable Freight Forwarders and Shippers to get an experience that is Convenient, Cost-Effective and Reliable through the drivers of Technology & Transparency.

To enable the Company to commence the aforesaid business, it is proposed to amend the Main Objects under the Objects Clause of the Memorandum of Association of the Company, by the insertion of sub-clause 3 after the existing sub-clause 2 under clause III-Part A as stated in the Resolution for which it is required to obtain the approval of shareholders of the company in general meeting of the Company by way of Special Resolution. The above amendment would also be subject to the approval of the Registrar of Companies, Maharashtra, Mumbai and any other Statutory or Regulatory Authority, as may be necessary.

The draft copy of Memorandum of Association of the company is available for inspection at the registered office of the company from Monday to Friday during business hours.

The Board of Directors recommends the relevant resolution for your consideration and approval as Special Resolution.

None of the Directors of the company or their relatives are concerned or interested in the resolution, except to the extent of their shareholdings in the company.

By Order of the Board of Directors
Jet Freight Logistics Limited

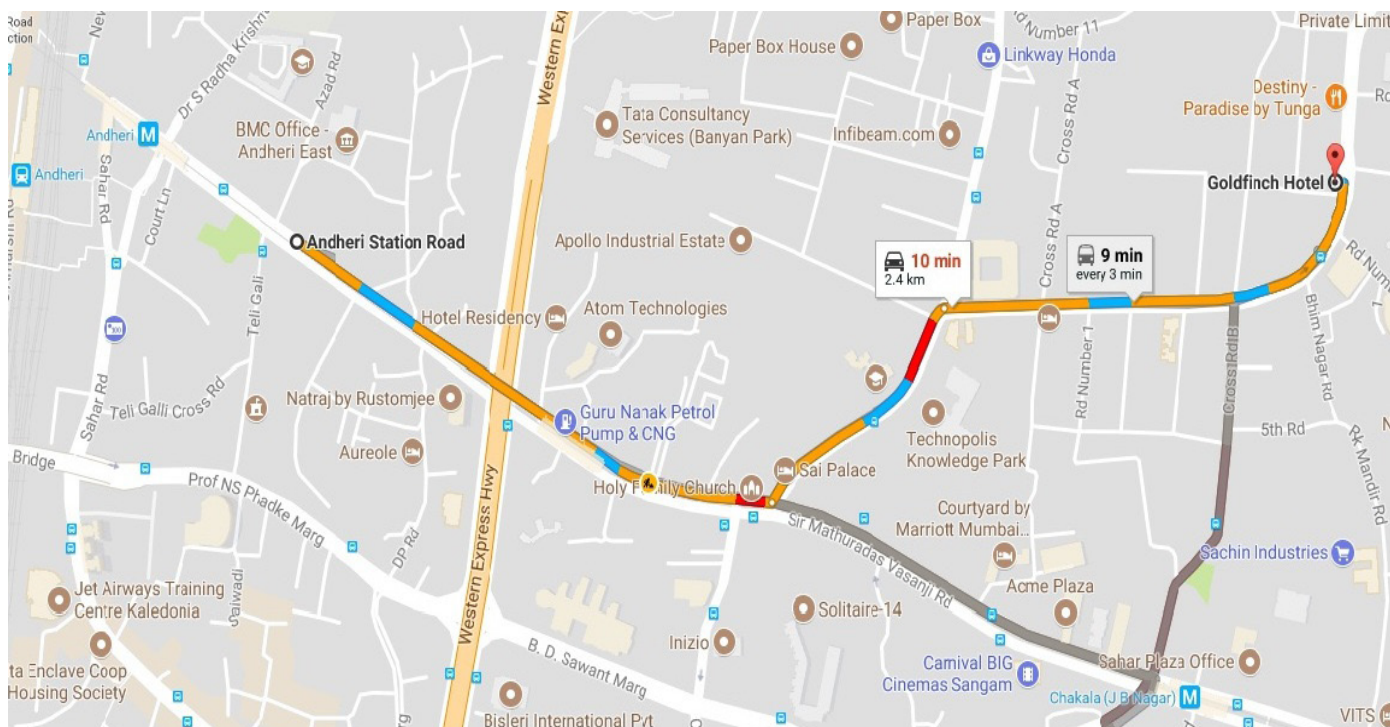
Date: 3rd August, 2018
Place: Mumbai

Shraddha Mehta
Company Secretary & Compliance Officer

DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT 12th ANNUAL GENERAL MEETING

[Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of the Secretarial Standard-2]

Name of the Director	Mr. Dax Francis Theknath
Date of Birth	28.04.1986
Date of first appointment	13.04.2006
Qualification	He holds a license for Commercial pilot issued by Department of Transportation and Federal Aviation Administration (United States of America), FMBA.
Shareholding of directors	11,92,000 equity shares
Directors Inter-se relationship & the KMP	Brother of Mr. Richard Francis Theknath & Son of Agnes Francis Theknath, Directors.
Years of experience	12
No. of Board Meeting attended in FY	6
Area of expertise	He has significant experience in the field of Freight Forwarding, Logistics, Custom Clearing and handling and is also responsible for Marketing and maintaining operational excellence in the Organization.
Terms and conditions of appointment/re-appointment & Remuneration sought for	Nil
Details of remuneration last drawn (2017-18)	60,00,000 p.a.
Directorship in other public companies	Nil
Memberships of Committees in other public companies (Includes only Audit & Stakeholders Relationship Committee)	Nil

ROUTE MAP TO THE VENUE OF THE AGM



FORM NO. MGT – 11

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014, as amended]

JET FREIGHT LOGISTICS LIMITED

CIN: L63090MH2006PLC161114

Regd. Office: C/706, Pramukh Plaza, Opp. Holy Family Church, Chakala, Andheri East, Mumbai-400099.

Ph: +91-22-61043700 **Email:** ir@jetfreight.in **Website:** www.jetfreight.in

Name of the Member: _____ Registered Address: _____

Folio No/ Client ID _____ DP ID _____

Email ID _____

I/We, being the member(s) of _____ shares of the above named company hereby appoint

Name: _____ Address _____

Email Id _____ Signature _____, or failing him

Name: _____ Address _____

Email Id _____ Signature _____

as my/our proxy to attend and vote for me/us and on my/our behalf at the 12th Annual general meeting of the company, to be held on Wednesday September 05, 2018 at 02.30 p.m. at Goldfinch Hotel, Plot No. 34/21, Central Road, MIDC, Andheri (East), Mumbai - 400093 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No	Description
1	To receive, consider and adopt the audited Financial Statements of the Company on a standalone basis, for the financial year ended 31 st March, 2018 including audited Balance Sheet as at 31 st March, 2018 and the Statement of Profit & Loss and Cash Flow Statement for the year ended on that date along with the Reports of the Directors' and Auditors' thereon.
2	To appoint a Director in place of Mr. Dax F Theknath (DIN: 01338030), who retires by rotation and being eligible, seeks re-appointment.
3	To increase Authorized Share Capital of the Company and amend the Capital Clause in the Memorandum of Association of the Company.
4	To approve issue of Bonus shares by capitalization of Reserves / Securities Premium Account.
5	To alter the main Object Clause in the Memorandum of Association of the Company.

Signed this _____ day of _____ 2018

Signature of the shareholder

Signature of the Proxy Holder(s)

Affix
One
Rupee
Revenue
Stamp

Signature across Revenue Stamp

Note: This form of proxy in order to be effective & valid should be duly completed (dated, signed, stamped) and deposited either in person or through post at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

A proxy need not be a member of the Company.



JET FREIGHT LOGISTICS LIMITED

CIN: L63090MH2006PLC161114

Regd. Office: C/706, Pramukh Plaza, Opp. Holy Family Church, Chakala, Andheri East, Mumbai-400099.

Ph: +91-22-61043700 **Email:** ir@jetfreight.in **Website:** www.jetfreight.in

12th Annual General Meeting

ATTENDANCE SLIP

(To be presented at the entrance)

Folio/ DP & Client ID No. _____

No. of shares held _____

Mr. / Ms./Mrs. _____

Address: _____

I hereby record my presence at the 12th Annual General Meeting of the Company held at Goldfinch Hotel, Plot No. 34/21, Central Road, MIDC, Andheri (East), Mumbai – 400093 at 02.30 p.m. on Wednesday, September 05, 2018.

(Proxy's Name in Block letters) _____

(Member's /Proxy's Signature)

1. Strike out whichever is not applicable
2. Please fill in this Attendance Slip and hand it over at the entrance of the meeting hall. Joint shareholders may obtain additional Attendance Slip on request.