

JITF INFRA LOGISTICS LIMITED

**MINUTES OF THE 14TH ANNUAL GENERAL MEETING OF THE MEMBERS OF
JITF INFRA LOGISTICS LIMITED HELD ON WEDNESDAY THE 29TH DAY OF
SEPTEMBER, 2021 AT THE REGISTERED OFFICE OF THE COMPANY AT A-1,
UPSIDC INDUSTRIAL AREA, NANDGAON ROAD, KOSI KALAN, MATHURA,
UTTAR PRADESH-281403 WHICH COMMENCED AT 1.30 P.M AND CONCLUDED
AT 2.30 P.M**

Present:

Mr. Amarendra Kumar Sinha	Whole Time Director, Member of Audit Committee, Member of Stake holder Relationship Committee.
Mr. Dhananjaya Pati Tripathi	Independent Director, Chairman of the Audit Committee, Nomination and Remuneration Committee and Member of Stake holder Relationship Committee
Mr. Anuj Kumar	Chief Financial Officer
Mr. Alok Kumar	Company Secretary

48 shareholders were present in person. No proxy was received by the Company.

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 briefly introduced the Directors sitting on the dias.

Mr. Amarendra Kumar Sinha was elected as Chairman of the meeting and accordingly, occupied the Chair and conducted the proceedings of the Annual General Meeting.

The Chairman 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 12 bodies corporate holding 10788572 (One Crore Seven Lakhs Eighty Eight Thousand Five Hundred Seventy Two Only) equity shares were present in the meeting.

The Chairman also explained the reasons for absence of other Directors namely Dr. Raj Kamal Aggarwal, Mr. Girish Sharma, Independent Director, Mr. Neeraj Kumar, Non-Executive Director, Ms. Veni Verma, Non-Executive Director and Mr. Pankaj Kantha (Secretarial Auditor) in the meeting.

The Chairman 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 14th Annual General Meeting
- ii. Directors' Report along with Annexures thereto for the financial year ended 31st March, 2021.
- iii. The Audited Financial Statements and Auditors' Report thereon for the financial year ended 31st March, 2021.
- iv. The Proxy Register with no valid proxies lodged with the Company in connection with the 14th Annual General Meeting.
- v. The Register of Directors' and Key Managerial Personnel and their shareholdings.
- vi. The Register of Contracts or arrangements in which the Directors were interested.



The Chairman 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 Chairman 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, 2021 were taken as read.

The Chairman then announced that until 48 hours before the time of the commencement of the AGM, 12 (Twelve) representations under Section 113 of the Companies Act, 2013 from Corporate Members, covering a total of 10788572 (One Crore Seven Lakhs Eighty Eight Thousand Five Hundred Seventy Two Only) Equity Shares of Rs.2/- each, had been received and the same were laid on the table.

The Chairman informed the Members that the Auditor's Report on the Annual Accounts of the Company for the financial year ended 31st March, 2021 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 Chairman informed the Members regarding the appointment of 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 Chairman informed that the Company had provided the facility of e-voting to its Shareholders to exercise their vote to cast on the Resolutions proposed to be passed at the Annual General Meeting. The Chairman then requested Mr. Alok Kumar, Company Secretary to brief the Members about the e- voting procedure at the Annual General Meeting.

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 was open from 9.00 A.M on 26th September, 2021 to 5.00 P.M on 28th September, 2021. The detailed procedure of e-voting was also mentioned in Note No. 15 of the Notice of the Annual General meeting on page no. 133 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 Chairman informed the shareholders about the flow of events at the Annual General Meeting. The Chairman 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 Chairman 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, 2021-ORDINARY RESOLUTION

The Members of the Company considered the Audited Financial Statements of the Company for the financial year ended 31st March 2021 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, 2021 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, 2021 together with report of Directors and Auditors thereon be and are hereby approved and adopted."

ITEM NO.2

RE-APPOINTMENT OF MS. VENI VERMA (DIN: 07586927) AS DIRECTOR-ORDINARY RESOLUTION

The Chairman stated that as per the Articles of Association of the Company and statutory requirement of Companies Act, 2013, Ms. Veni Verma shall retire by rotation at this Annual General Meeting and being eligible, offer herself for re-appointment.

The Chairman stated that she would retire in accordance with Article of the Association of the Company and the provisions of Companies Act, 2013 and being eligible, offered herself for re-appointment.

With the consent of the Members present, Item No-2 of the Notice pertaining to re-appointment of Ms. Veni Verma as Director of the Company was taken as read and adopted as an Ordinary Resolution.

"RESOLVED THAT Ms. Veni Verma (DIN: 07586927) 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."

ITEM NO.3

RE-APPOINTMENT OF MR. DHANANJAYA PATI TRIPATHI (DIN: 00131460), AGED 79 YEARS AS INDEPENDENT DIRECTOR OF THE COMPANY- SPECIAL RESOLUTION

The Chairman stated as per Articles of Association of the Company and Section 149 of the Companies Act, 2013, Independent Director can be appointed/re-appointed for the two terms of 5 Consecutive Year and that the tenure of Mr. Dhananjaya Pati Tripathi as independent Director for the first term of 5 Consecutive Year is expired in the present General Meeting. Accordingly, the Chairman proposed Mr. Dhananjaya Pati Tripathi being eligible for re-appointment for the 2nd term of 5 Consecutive Year as the Independent Director of the Company.



With the consent of the Members present, Item No-3 of the Notice pertaining to re-appointment of Mr. Dhananjaya Pati Tripathi as Independent Director of the Company was taken as read and adopted as Special Resolution.

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Mr. Dhananjaya Pati Tripathi (DIN: 00131460), who holds office of Independent Director up to 4th September, 2021 and who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member, signifying his intention to propose Mr. Dhananjaya Pati Tripathi candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years commencing from 5th September, 2021 upto 4th September, 2026.”

RESOLVED FURTHER THAT pursuant to Regulation 17 (1A) of SEBI (LODR), 2015, Consent of Members be and are hereby accorded to Re- appoint Mr. Dhananjaya Pati Tripathi as an Independent Director notwithstanding his age above 75 Years on the date of Re- appointment for a second term of five consecutive years commencing from 5th September, 2021 upto 4th September, 2026.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (including its committee thereof) and / or Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

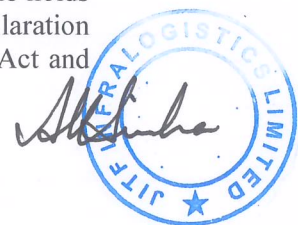
ITEM NO.4

RE-APPOINTMENT OF DR. RAJ KAMAL AGGARWAL (DIN: 00005349), INDEPENDENT DIRECTOR OF THE COMPANY- SPECIAL RESOLUTION

The Chairman stated as per Articles of Association of the Company and Section 149 of the Companies Act, 2013, independent Director can be appointed/re-appointed for the two terms of 5 Consecutive Year and that the tenure of Dr. Raj Kamal Aggarwal as independent Director for the first term of 5 Consecutive Year is expired in the present General Meeting. Accordingly the Chairman proposed Dr. Raj Kamal Aggarwal being eligible for re-appointment for the 2nd term of 5 Consecutive Year as the Independent Director of the Company.

With the consent of the Members present, Item No-4 of the Notice pertaining to re-appointment of Dr. Raj Kamal Aggarwal as Independent Director of the Company was taken as read and adopted as Special Resolution.

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Dr. Raj Kamal Aggarwal (DIN: 00005349), who holds office of Independent Director up to 4th September, 2021 and who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and



Regulation 16(1) (b) of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member, signifying his intention to propose Dr. Raj Kamal Aggarwal candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years commencing from 5th September, 2021 upto 4th September, 2026.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its committee thereof) and / or Company Secretary of the Company, be and are hereby Severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

ITEM NO.5

RE-APPOINTMENT OF MR. GIRISH SHARMA (DIN: 05112440), INDEPENDENT DIRECTOR OF THE COMPANY- SPECIAL RESOLUTION

The Chairman stated as per Articles of Association of the Company and Section 149 of the Companies Act, 2013, independent Director can be appointed/re-appointed for the two terms of 5 Consecutive Year and that the tenure of Mr. Girish Sharma as Independent Director for the first term of 5 Consecutive Year is expired in the present General Meeting. Accordingly the Chairman proposed Mr. Girish Sharma being eligible for re-appointment for the 2nd term of 5 Consecutive Year as the Independent Director of the Company.

With the consent of the Members present, Item No-5 of the Notice pertaining to re-appointment of Mr. Girish Sharma as Independent Director of the Company was taken as read and adopted as Special Resolution.

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Mr. Girish Sharma (DIN: 05112440), who holds office of Independent Director up to 4th September, 2021 and who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member, signifying his intention to propose Mr. Girish Sharma candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years commencing from 5th September, 2021 upto 4th September, 2026.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its committee thereof) and / or Company Secretary of the Company, be and are hereby Severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

The Chairman then invited Shareholders who would like to make comments, make observations and seek clarifications.

After responding to all the queries of Members, the Chairman handed over the e-voting process to the Scrutinizer Mr. Awanish Kumar Dwivedi, Company Secretary. The Scrutinizer distributed the ballot paper to the Members present at the meeting. Thereafter, Mr. Awanish



The image shows a handwritten signature in black ink over a circular blue stamp. The stamp contains the text "JITE INFRA LOGISTICS LIMITED" around the perimeter and a small star at the bottom. The signature appears to be "Awanish Kumar Dwivedi".

Kumar Dwivedi locked and sealed the ballot box in the presence of Members. The Members then started casting their votes and dropped 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 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: New Delhi

DATED: 26.10.2021



A handwritten signature in black ink, appearing to be "A. K. Sharma", written in a cursive style.

CHAIRMAN OF THE MEETING