



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

Dated: 27.10.2023

To,

BSE Limited
Corporate Relation Department
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai- 400001

Scrip Code: 540311

Through: BSE Listing Centre

National Stock Exchange of India Ltd.,
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex,
Bandra (E)
Mumbai – 400 051

Scrip Code: JITFINFRA

Through: NEAPS

Sub.: Minutes of 16th Annual General Meeting of the Company — Regulation 30 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sirs,

This is with reference to the captioned subject, please find attached certified true copy of minutes of the 16th Annual General Meeting of the Company held on Friday, the 29th September 2023 at 02:30 P.M. registered office at A-1, UPSIDC Indl. Area, Nandgaon Road, Kosi Kalan, Distt. Mathura (U.P.) — 281403.

This is for your information and record please.

Thanking You,

Yours Faithfully

FOR JITF INFRALOGISTICS LIMITED

.....
ALOK KUMAR
COMPANY SECRETARY
ACS No. 19819
Encl: As Above

Regd. Office: A-1, UPSIDC Industrial Area, Nandgaon Road, Kosi Kalan, Distt. Mathura (U.P.) – 281403
Tel. No.: 05662-232426, 232001-03; Fax No.: 05662-232577
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JITF INFRALOGISTICS LIMITED

MINUTES OF THE 16TH ANNUAL GENERAL MEETING OF THE MEMBERS OF JITF INFRALOGISTICS LIMITED HELD ON FRIDAY, THE 29TH DAY OF SEPTEMBER, 2023 AT THE REGISTERED OFFICE OF THE COMPANY AT A-1, UPSIDC INDUSTRIAL AREA, NANDGAON ROAD, KOSI KALAN, MATHURA, UTTAR PRADESH-281403 WHICH COMMENCED AT 02.30 P.M AND CONCLUDED AT 03.20 P.M.

PRESENT:

Mr. Dhananjaya Pati Tripathi	Independent Director, Chairperson of Audit Committee & Nomination and Remuneration Committee.
Dr. Raj Kamal Aggarwal	Independent Director, Chairman of the Meeting
Mr. Amarendra Kumar Sinha	Whole Time Director
Mr. Arun Kumar Khosla	Director
Ms. Kanika Sharma	Director & Chairperson of Stakeholder Relationship Committee
Mr. Anuj Kumar	Chief Financial Officer
Mr. Alok Kumar	Company Secretary

43 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.

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 12 bodies corporate holding 1,10,68,904 (One Crore Ten Lakh Sixty Eight Thousand Nine hundred and Four Only) equity shares were present in the meeting.

He further also informed that Mr. Girish Sharma, Independent Director, due to his prior commitments could not attend the meeting.

He also informed that Shri Gaurav Lodha, Partner of M/S Lodha & Co, Statutory Auditors was present 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 16th Annual General Meeting
- ii. Directors' Report along with Annexures thereto for the financial year ended 31st March, 2023.
- iii. The Audited Financial Statements and Auditors' Report thereon for the financial year ended 31st March, 2023.



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[Signature]

- iv. The Proxy Register with no valid proxies lodged with the Company in connection with the 16th 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, 2023 were taken as read.

The Chairperson informed the Members that the Auditor's Report on the Annual Accounts of the Company for the financial year ended 31st March, 2023 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 Auditor's 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 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 cast 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 was open from 09.00 A.M on 26th September, 2023 to 5.00 P.M on 28th September, 2023. The detailed procedure of e-voting was also mentioned in Note no. 16 of the Notice of the Annual General meeting on page no. 216 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.



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ITEM NO.1:

ADOPTION OF AUDITED STANDALONE AND CONSOLIDATED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31.03.2023 AND THE REPORTS FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2023.-ORDINARY RESOLUTION

The Members of the Company considered the Audited Standalone & Consolidated Financial Statements of the Company for the financial year ended 31st March 2023 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, 2023 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 Standalone & Consolidated Financial Statements of the company for the financial year ended 31st March, 2023 together with report of Directors and Auditors thereon be and are hereby approved and adopted."

ITEM NO.2:

TO APPOINT MR. ARUN KUMAR KHOSLA (DIN:00038033), WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT- ORDINARY RESOLUTION

The Chairman stated that as per the Articles of Association of the Company and statutory requirement of Companies Act, 2013, Mr. Arun Kumar Khosla shall retire by rotation at this Annual General Meeting and being eligible, offer himself for re-appointment. The Chairman 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 reappointment. With the consent of the Members present, Item No-2 of the Notice pertaining to re-appointment of Mr. Arun Kumar Khosla as Director of the Company was taken as read and adopted as an Ordinary Resolution.

"RESOLVED THAT Mr. Arun Kumar Khosla (DIN: 00038033) who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as Director of the Company, liable to retire by rotation."

ITEM NO.3:

TO RE-APPOINT MR. AMARENDRA KUMAR SINHA (DIN:08190565) AS WHOLE TIME DIRECTOR OF THE COMPANY FOR A FURTHER PERIOD OF 3 YEARS-SPECIAL RESOLUTION.

The Chairman informed that the Members of the Company in their meeting held on 27th September, 2018 approved the appointment of Mr. Amarendra Kumar Sinha as Whole-time Director of the Company for the period of five years effective from 03rd August, 2018.

It was further informed the members that the Directors of the Company in their meeting held on 1st August, 2023, based on the recommendation of Nomination and Remuneration Committee, recommend the re-appointment of Mr. Amarendra Kumar Sinha as Wholetime



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Director for further period of three years effective from w.e.f. 03rd August, 2023 for your approval. Mr. Amarendra Kumar Sinha has complete clarity in thought and the performance of the Company has improved due to his sustained efforts and contribution. Considering his result-oriented approach and improvement in the performance of the Company, it will be in the best interests of the Company that Mr. Amarendra Kumar Sinha continues as Whole-time Director of the Company for a further period of 3 years.

The Chairman also informed the members that Mr. Amarendra Kumar Sinha is not disqualified being appointed as director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as director.

Accordingly, with the consent of the Members present, Item No. 3 of the Notice pertaining to re-appointment of Mr. Amarendra Kumar Sinha as a whole time Director of the company in the Annual General Meeting was taken as read and adopted as a Special Resolution.

“RESOLVED THAT in accordance with the provisions of Section 196, 197, 198 & 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and subject to such approvals as may be necessary, Mr. Amarendra Kumar Sinha (DIN: 08190565) be and is hereby re-appointed as Whole time Director of the Company for a further period of 3 years with effect from 03rd August 2023 on the following terms and conditions including remuneration with authority to the Board of Directors to alter and vary the terms and conditions of the said arrangement and/or remuneration subject to the same not exceeding the limits specified in Section 197 read with Schedule V of the Companies Act, 2013 as may be agreed between the Board of Directors and Mr. Amarendra Kumar Sinha.

CTC: Not exceeding an overall ceiling of 10 lakhs per month as recommended by the Nomination & Remuneration Committee.

RESOLVED FURTHER THAT where in any financial year, during the currency of the tenure of Mr. Amarendra Kumar Sinha (DIN: 08190565) as Whole Time Director, the Company has no profits or its profits are inadequate, the Company shall pay remuneration by way of salary, perquisites and allowances as specified above as minimum remuneration, subject to the limits and conditions prescribed under Schedule V of the Companies Act, 2013, as may be amended from time to time. The Whole-time Director so long as he functions as such shall not be paid any sitting fee for attending the meetings of Board of Directors or Committees.

“RESOLVED FURTHER THAT his appointment can be terminated by giving two months’ notice or salary in lieu thereof by either party.”

“RESOLVED FURTHER THAT the Board may in its absolute discretion lower the remuneration than the maximum remuneration here-in-above stipulated and revise the same from time to time within the maximum limit stipulated by this resolution.”

“RESOLVED FURTHER THAT any one of the Directors and/or Company Secretary of the Company be and is hereby severally authorized to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this Resolution.

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



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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.



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Arun

PLACE : Kosi Kalan
DATED : 26th Oct 2023

CHAIRPERSON OF THE MEETING