



JITF INFRALOGISTICS LIMITED

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

Dated: 14.11.2022

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: Notice of Postal Ballot & E-Voting to Shareholders —Updates

Further to our letter dated 11th Nov, 2022, we enclose the Notice of Postal Ballot & E-Voting seeking approval of the Members of the Company for Material Related Party transaction, as per details contained in the said Notice.

The aforementioned notice is sent by electronic mode today (14th Nov, 2022) to all the Members, who have registered their e-mail address with the Company/Depository Participant/Depository/Registrar and Transfer Agent of the Company viz., RCMC Share Registry Limited and whose names appear in the Register of Members/list of Beneficial Owners as received from National Securities Depository Limited and the Central Depository Services (India) Limited as on Friday, 4th Nov 2022. The Notice is also available on the website of the Company viz., www.jindalinfralogistics.com. The remote e-voting commences on Wednesday, 16th Nov, 2022 at 9.00 A.M. IST and ends on Thursday, 15th Dec 2022 at 5.00 P.M. IST and the result thereof will be declared on or before Saturday, 17th Dec, 2022. Further details and instructions for remote e-voting are contained in the Notice.

We request you to kindly take the above on record.

Thanking You,

Yours Faithfully

FOR JITF INFRALOGISTICS LIMITED

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



JITF INFRALOGISTICS LIMITED

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

POSTAL BALLOT NOTICE

[Pursuant to the provisions of Section 110 of the Companies Act, 2013, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014]

To
The Members
JITF Infralogistics Limited

NOTICE is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (“**the Act**”) read together with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (as amended from time to time), including any statutory modification or re-enactment thereof for the time being in force, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time) (“**SEBI (LODR) Regulations**”), Secretarial Standard-2 issued by the Institute of Company Secretaries of India on General Meetings (“**SS-2**”) and the relaxations and clarifications issued by Ministry of Corporate Affairs vide General Circular No.14/2020 dated 8th April, 2020 read with General Circular No.17/2020 dated 13th April, 2020, General Circular No.22/2020 dated 15th June, 2020, General Circular No.33/2020 dated 28th September, 2020, General Circular No.39/2020 dated 31st December, 2020, General Circular No.10/2021 dated 23rd June, 2021, General Circular No. 20/2021 dated 8th December, 2021 and General Circular No.3/2022 dated 5th May, 2022 (“**MCA Circulars**”) and other applicable laws and regulations, if any, to consider and pass the Resolutions as set out in the Notice of Postal Ballot proposed for passing by the Members of the Company by way of remote e-voting process (“**remote e-voting**”).

As per the MCA Circulars, the Company is sending Postal Ballot Notice along with e-voting instructions (the “Notice”) only by way of e-mail to all its Members who have registered their e-mail addresses with the Company or depository(ies)/depository participants and the communication of assent/dissent of the Members on the Resolutions proposed in the Notice will only take place through the remote e-voting system. This Notice is accordingly being issued to the Members in compliance with the MCA Circulars. A detailed Statement pursuant to Section 102 and other applicable provisions of the Act read with the Rules setting out the material facts concerning the Resolutions in this Notice and instructions for e-voting are also annexed to this Notice for your consideration.

The Board of Directors, at its Meeting held on November, 11, 2022 has appointed Mr. Awanish Kumar Dwivedi of M/s. Dwivedi & Associates, Company Secretary, New Delhi, as the Scrutinizer for conducting the Postal Ballot by way of remote e-voting process, in a fair and transparent manner.

The Company has engaged the services of M/s. RCMC Share Registry Private Limited to provide remote e-voting facility to all its Members. Please note in accordance with the MCA Circulars, the Members can vote only through the remote e-voting process and accordingly, the Company is providing remote e-voting facility to all its Members to cast their votes electronically. Please carefully read the instructions in the Notes to this Notice so as to cast the votes electronically not later than 5.00 P.M. I.S.T. on Thursday, 15th December, 2022 (the last day to cast votes electronically) to be eligible for being considered. The Scrutinizer will submit his report to the Chairman or the Whole Time Director of the Company after completion of the scrutiny. The results of the e-voting will be announced by the Chairman or the Whole-Time Director of the Company on or before Saturday, 17th December, 2022 at the Registered Office of the Company. The results of the Postal Ballot will be posted on the Company’s website viz., <http://www.jindalinfra.logistics.com/> and also in RCMC Share Registry Private Limited website viz., <http://www.rcmcdelhi.com/> besides being communicated to the Stock Exchanges viz., BSE Ltd., and the National Stock Exchange of India Ltd., where the Company’s shares are listed.

The Resolutions along with the Explanatory Statement setting out the material facts are as follows:

SPECIAL BUSINESS:

ITEM NO. 1

1. APPROVAL OF MATERIAL RELATED PARTY TRANSACTIONS BETWEEN JINDAL RAIL INFRASTRUCTURE LIMITED AND JINDAL STEEL & POWER LIMITED

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

“RESOLVED THAT pursuant to Regulation 23(4) and other applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”) for the time being in force (including any statutory modification(s) or re-enactment thereof) read with the Company’s Policy on Materiality of Related Party Transactions as also dealing with Related Party Transactions, consent of the Members be and is hereby accorded to Jindal Rail Infrastructure Limited (“JRIL”), a subsidiary of the Company and Jindal Steel and Power Limited (“JSPL”), a related party of JRIL within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the Listing Regulations, to enter into various transactions including the transactions for the purchase of Pipes & Steel on such terms and conditions as may be agreed between the JRIL and JSPL from time to time for an aggregate value upto Rs 300 Crore (Rupees Three Hundred Crore only) to be entered during Financial Year 2022-23, provided that such contract(s)/arrangement(s)/transaction(s) shall always be carried out at arm’s length and in the ordinary course of business of the Company.”

RESOLVED FURTHER THAT the Board, be and is hereby authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalizing the terms and conditions, methods and modes in respect thereof and finalizing and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board, be and is hereby authorised to delegate all or any of the powers herein conferred, to Whole-time Director or Chief Financial Officer or Company Secretary or any other Officer(s) / Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

RESOLVED FURTHER THAT all actions taken by the Board or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects.”

Place: New Delhi
Dated: 11th November 2022

BY ORDER OF THE BOARD
FOR JITF INFRALOGISTICS LIMITED

Regd. Office:
A-1, UPSIDC Industrial Area Nandgaon Road,
Kosi Kalan, Distt. Mathura, Uttar Pradesh-
281403
CIN : L60231UP2008PLC069245
EmailId: contactus@jindalinfralogistics.com

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ALOK KUMAR
Company Secretary
ACS No.: A-19819

NOTES:

1. The Explanatory Statement pursuant to Section 102 read with Section 110 and other applicable provisions of the Act read with the rules framed thereunder concerning the special business in respect of item no.1 to as set out above is annexed hereto and forms part of this Notice.
2. In accordance with the MCA Circulars and the SEBI Listing Regulations, the Company is sending the Notice in electronic form only by e-mail to all Members, whose names appear in the Register of Members maintained by the Depositories viz., National Securities Depository Limited (the "NSDL") and Central Depository Services (India) Limited (the "CDSL") as on 4th November 2022 (the "Cut-Off Date") and who have registered their e-mail addresses, in respect of electronic holdings, with the Depository through the concerned Depository Participants and in respect of physical holdings, with the Registrar and Share Transfer Agent of the Company, M/s. RCMC Share Registry Private Limited (the "RTA"), in accordance with the provisions of the Act read with the rules framed thereunder and the framework provided under the MCA circulars. Cut-Off Date is for determining the eligibility to vote by electronic means. A person who is not a member as on the Cut-Off Date or who becomes a member of the Company after the Cut-Off Date should treat this Notice for information only.
3. In accordance with the MCA Circulars, the Notice is being sent in electronic form only. The hard copy of the Notice along with the Postal Ballot forms and pre-paid business envelope will not be sent to the Members for the Postal Ballot. Accordingly, the communication of the assent or dissent of the Members would take place through the e-voting system only.
4. In compliance with the provisions of Section 108 and 110 of the Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and Secretarial Standard (SS)-2 issued by the Institute of Company Secretaries of India on General Meeting, the Company is offering e-voting facility to enable the Members to cast their votes electronically. The instructions for e-voting are provided as part of this Notice.
5. In light of the MCA Circulars, Members who have not registered their e-mail addresses and in consequence the e-voting notice could not be serviced, may temporarily get their e-mail address registered with the Company's RTA, M/s. RCMC Share Registry Private Limited, by clicking the link: <http://www.rcmcdelhi.com/>
6. Post successful registration of the e-mail, the member would get soft copy of the notice and the procedure for e-voting along with the User ID and Password to enable e-voting for this Postal Ballot. In case of any queries, member may write to investor.services@rcmcdelhi.com.
7. It is clarified that for permanent registration of e-mail address, the members are however requested to register their e-mail address, in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company's RTA to enable servicing of notices, etc. electronically to their e-mail address.
8. The e-voting rights of the shareholders / beneficiary owners shall be reckoned on the shares held by them as on 4th November 2022, being the Cut-off date for the purpose. The shareholders of the Company holding shares either in dematerialized or in physical form, as on the Cut-off date, can cast their vote electronically.
9. The voting rights for the equity shares of the Company are one vote per equity share, registered in the name of the member. The voting rights of the members shall be in proportion to the percentage of paid-up share capital of the Company held by them. In case of joint holders, only such joint holder who is higher in the order of names will be entitled to vote.
10. A member cannot exercise his/ her vote through proxy on postal ballot. However corporate and institutional members shall be entitled to vote through their authorised representatives. Corporate and institutional members (are required to send scanned certified true copy (PDF Format) of the board resolution/authority letter, power of attorney together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer by email to awanishdassociates@gmail.com with a copy marked to evoting@nsdl.co.in.

11. Once the vote is cast, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again.
12. Postal Ballot (e-voting) commences from **9:00 a.m. (IST) on Wednesday, November 16, 2022** and ends at **5:00 p.m. (IST) on Thursday, December 15, 2022**. At the end of the e-voting period, the facility shall forthwith be blocked, and e-voting shall not be allowed beyond the said date and time
13. The proposed resolutions, if approved, by requisite majority, shall be deemed to have been passed on the last date of e-voting, which would be **Thursday, December 15, 2022**. The resolutions passed by the Members through Postal Ballot are deemed to have been passed as if the same have been passed at a general meeting of the Members.
14. This Notice shall also be available on the website of the Company at www.jindalinfralogistics.com, websites of the stock exchanges where the equity share of the Company are listed, i.e. National Stock Exchange of India Limited and B S E Limited at www.nseindia.com and www.bseindia.com respectively, and on the website of NSDL at www.nsdl.co.in.
15. All the documents referred to in the explanatory statement will be available for inspection electronically until the last date for receipt of votes through the e-voting process. Members seeking to inspect such documents can send an email to contactus@jindalinfralogistics.com
16. The voting period begins from **9:00 a.m. (IST) on Wednesday, November 16, 2022** and ends at **5:00 p.m. (IST) on Thursday, December 15, 2022**. During this period, the shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of November 11, 2022, may cast their votes electronically. The e-voting module shall be disabled by NSDL for voting thereafter.
17. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9 December, 2020, Login method for e-voting for Individual shareholders holding securities in Demat mode is given below:

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility. Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. Existing IDEAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDEAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsd.com>. Select “**Register Online for IDeAS Portal**” or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>
3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
4. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.
3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com

	<p>and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:

- a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of email ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to www.jindalinfralogistics.com.

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to www.jindalinfralogistics.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, Secretarial Standard - 2 on General Meetings and Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015

ITEM No- 1- Approval of Material Related Party Transactions between Jindal Rail Infrastructure Ltd and Jindal Steel & Power Limited.

As per the provisions of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations'), as amended vide SEBI (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective April 1, 2022 (SEBI Listing Regulations), all Material Related Party Transactions (MRPT) with an aggregate value exceeding Rs. 1,000 crore or 10% of annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower, shall require prior approval of shareholders. The said limits are applicable, even if the transactions are in the ordinary course of business of the company and at an arm's length basis. The amended Regulation 2(1)(zc) of the SEBI Listing Regulations has also enhanced the definition of related party transaction which now includes a transaction involving a transfer of resources, services or obligations between a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand, regardless of whether a price is charged or not.

The Company has provided the Audit Committee with the relevant details, of the proposed RPTs, as required under the regulations, including material terms and basis of pricing. The Audit Committee, after reviewing all necessary information, has unanimously granted approval for entering into the below mentioned MRPTs. The Audit Committee has further noted that the transactions will be at an arms' length basis and in the ordinary course of business of the Company. Accordingly, basis the approval of the Audit Committee, the Board of Directors recommend the resolutions contained in Item No.1 of the accompanying Notice to the Shareholders for approval. In terms of the provisions of the SEBI Listing Regulations, the related parties as defined thereunder (whether such related party or parties are a party to the aforesaid transactions or not), shall not vote to approve the said resolution.

Jindal Rail Infrastructure Ltd ("JRIL"), a subsidiary of the Company and Jindal Steel & Power Limited ("JSPL") is a related party of JRIL. JRIL is in the business of manufacturing rail wagons.

During the Financial Year 2021-22, JRIL has entered into a contract dated 02.02.2022 with JSPL to supply Wagons amounting to Rs. 174.20 crore. The Contract was further amended whereby additional wagons were to be supplied, hence enhancing the total contract value to Rs.202.79 crore for supply of 438 wagons of different specifications. Another contract was entered into between JRIL and JSPL for supplying 15 wagons amounting to Rs.9.11 crore. Further, in September 2022 fresh orders for supply of 6 Rakes amounting to Rs. 182 Crore were received from JSPL. Based on the above and considering the maximum annual requirements, the proposed transactions between JRIL and JSPL are estimated to be around Rs 300 crore during the Financial Year 2022-23.

The aforesaid transactions between JRIL and JSPL, undertaken on an arm's length basis and in the ordinary course of business are on-going. Accordingly, the value of the transactions proposed to be undertaken for the Financial Year 2022-23 duly extrapolated and marked appropriately for any exigencies, price variation / revision by the regulator, impact of annual inflation, and increase in demand for steel and wheel sets, etc., is estimated to be for an amount not exceeding Rs. 300 Crore.

The above proposed transactions are between JRIL and JSPL; the Company is not a party to any of the said transactions. With effect from 1st April, 2022, Regulation 23 of the SEBI Listing Regulations, mandates obtaining prior approval of the Members of a listed entity through ordinary resolution for all 'material' Related Party Transactions to which the subsidiary of a listed entity is a party even though the listed entity is not a party.

As per the SEBI circular number SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021, the information as placed before the Audit Committee for approval of MRPT are reproduced here:

S. No.	Particular	Details
1.	Type, material terms and particulars of the proposed transaction	The transaction involves Sale/Purchase of wagons (including Job Work.); rendering of service, receipt of service and other transactions for business purpose from/to JRIL and JSPL during FY 2022-23, aggregating up to Rs. 300 crores.
2.	Name of the related party and its relationship	JSPL is a related party of the company and one of its subsidiary company i.e, JRIL.
3.	Tenure of the proposed transactions	Financial year 2022-23
4.	Value of the proposed transaction	Rs. 300 crores in aggregate.
5.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year	Company's Annual consolidated turnover: Rs. 1,244 Crores Proposed transactions value for a financial year: Rs. 300 crores % of annual consolidated turnover: 24.11%
6.	Transaction relates to any loans, inter-corporate deposits	Not Applicable
7.	Justification as to why the RPT is in the interest of the Company.	JRIL is engaged in manufacturing of Rail Wagons and JSPL is one of the largest steel making companies in the country. For the business requirement of the Company, the JRIL has entered into these transactions for supply of Rail Wagons to JSPL and purchase of Raw Material from them. Transactions were based on the business expediency, on arm's length basis, in ordinary course of business and in the interest of all stakeholders.
8.	A copy of the valuation or other external party report, if any such report has been relied upon.	Not applicable as the transaction will be entered on the arm-length basis and on the basis of prevailing market price on competitive basis.

9.	Percentage of the counter-party's annual consolidated turnover for preceding financial year.	JSPL annual consolidated turnover : Rs. 51,085 Crores. Proposed transactions value for a financial year: Rs. 300 crores % of annual consolidated turnover: 0.59%
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The above RPTs to be entered into shall always be based on the market price of the relevant material and service not exceeding Rs. 300 crore in aggregate. Where market price would not be available, alternative method including reimbursement of actual cost incurred as per arm's length pricing criteria shall be allowed.

Your Directors recommend the resolution at Item No. 1 for approval by the Members by way of an Ordinary Resolution.

None of the Directors, Key Managerial Personnel of the Company and their relatives, have any concern or interest, financial or otherwise in the Resolution.

Place: New Delhi
Dated: 11th November 2022

BY ORDER OF THE BOARD
FOR JITF INFRALOGISTICS LIMITED

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ALOK KUMAR
Company Secretary
ACS No.: A-19819