



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

Dated: 12.01.2024

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 Extra Ordinary 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 Extra Ordinary General Meeting of the Company held on Friday, the 15<sup>th</sup> December 2023 at 12:00 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  
CIN: L60231UP2008PLC069245; E-Mail Id: contactus@jindalinfralogistics.com  
Website: www.jindalinfralogistics.com

## JITF INFRALOGISTICS LIMITED

**MINUTES OF THE EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF JITF INFRALOGISTICS LIMITED HELD ON FRIDAY, THE 15<sup>TH</sup> DAY OF DECEMBER, 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 12.00 NOON AND CONCLUDED AT 01.40 P.M.**

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### **PRESENT:**

Mr. Amarendra Kumar Sinha	Whole Time Director, Chairman of the Meeting, Member of Audit Committee, Member of Stake holder Relationship Committee.
Ms. Kanika Sharma	Director & Chairperson of Stakeholder Relationship Committee
Mr. Anuj Kumar	Chief Financial Officer
Mr. Alok Kumar	Company Secretary

42 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 also briefly introduced the Directors sitting on the dias.

Mr. Amarendra Kumar Sinha, Whole Time Director of the Company was elected as Chairperson of the meeting and accordingly, occupied the Chair and conducted the proceedings of the EGM.

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.

The Chairperson also explained the reasons for absence of other Directors namely, Dr. Raj Kamal Agarwal, Independent Director, Mr. Dhananjaya Pati Tripathi, Independent Director, Mr. Arun Kumar Khosla, Director, Mr. Girish Sharma, Independent Director.

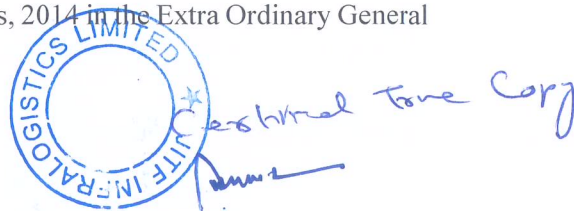
The Chairperson informed the Members that the following documents and Registers were placed on the table and open for inspection during the Meeting.

- i. Notice convening the Extra Ordinary General 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 Extra Ordinary General Meeting and with the consent of the Members present, the Notice convening the meeting, were taken as read.

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 Extra Ordinary 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 on the Resolutions proposed to be passed at the EGM. The Chairperson then requested Mr. Alok Kumar, Company Secretary to brief the Members about the e- voting procedure at the EGM.

Mr. Alok Kumar, Company Secretary, 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 12<sup>th</sup>, December, 2023 at 09:00 A.M. and ends on 14<sup>th</sup>, December, 2023. The detailed procedure of e-voting was also mentioned in the Notice of the Extra Ordinary General Meeting. 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 EGM. The Chairperson further informed that combined results of remote e-voting and e-voting at the venue of the meeting would be announced and displayed on the website of the Company and also on the website of the Stock Exchanges.

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

#### **ITEM NO.1:**

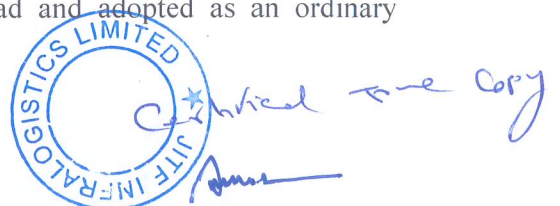
#### **Approval of Material Related Party Transactions between JITF Infralogistics Limited and Its Subsidiaries with Siddeshwari Tradex Private Limited.**

The Chairperson informed the members that as per Regulation 23 of the SEBI Listing Regulations, mandates obtaining prior approval of the members of the listed entity through ordinary resolution for all 'Material' Related Party Transactions to which the subsidiary of a listed entity even though the listed entity is not a party. Therefore, the Members of the Company had in past approved the related party transactions between the below related parties even though the company is not a party to any of the transactions.

- JITF Urban Infrastructure Limited and Siddeshwari Tradex Private Limited ("STPL") – Rs. 1500 Crore.
- JITF Urban Infrastructure Services Limited and Siddeshwari Tradex Private Limited – Rs. 700 Crore.
- Jindal Urban Waste Management (Ahmedabad) Limited and Siddeshwari Tradex Private Limited – Rs. 250 Crore.
- Jindal Rail Infrastructure Limited and Siddeshwari Tradex Private Limited – Rs. 250 Crore.
- Jindal Urban Waste Management (Guntur) Limited and Siddeshwari Tradex Private Limited – Rs. 200 Crore.
- Tehkhand Waste to Electricity Project Limited and Siddeshwari Tradex Private Limited – Rs. 350 Crore.

The above MRPTs to be entered into shall always be based on the market price of the relevant material and service not exceeding Rs. 6000 Crore during financial year 2023-24 and Rs. 7000 Crore during financial year 2024-25. 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.

With the consent of the Members present, Item No. 1 of the Notice pertaining to approval of material related party transactions was taken as read and adopted as an ordinary resolution.

  
Circular stamp of JITF Infralogistics Limited. The stamp contains the text "JITF INFRALOGISTICS LIMITED" around the perimeter. A handwritten signature is written across the stamp, and the word "Copy" is written to the right of the stamp.

## **ITEM NO.2:**

### **Approval of Material Related Party Transactions between JITF Infralogistics Limited and Its Subsidiaries with Jindal Steel & Power Limited & Its Subsidiaries**

The Chairperson informed the members that as per Regulation 23 of the SEBI Listing Regulations, mandates obtaining prior approval of the members of the listed entity through ordinary resolution for all 'Material' Related Party Transactions to which the subsidiary of a listed entity even though the listed entity is not a party. Therefore, the Members of the Company had in past approved the related party transactions between the below related parties even though the company is not a party to any of the transactions.

- Jindal Rail Infrastructure Limited ("JRIL") and Jindal Steel and Power Limited ("JSPL")– Rs. 500 Crores.

It is likely that similar transactions would continue during the financial year 2023-24 and financial year 2024-25, require prior approval of shareholders. Accordingly, considering such possibility, it is proposed to approve the Material Related Party Transaction between the company and its Subsidiaries with Jindal Steel and Power Limited and its Subsidiaries upto an aggregated amount of Rs. 1000 crore to be entered during the financial year 2023-24 and Rs. 1500 crore to be entered during the financial year 2024-25.

The above MRPTs to be entered into shall always be based on the market price of the relevant material and service not exceeding Rs. 1000 crore during financial year 2023-24 and Rs. 1500 crore during financial year 2024-25. 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.

None of the Directors/Key Managerial Personnel of the Company/their relatives are in any way concerned or interested, financially or otherwise in the resolution.

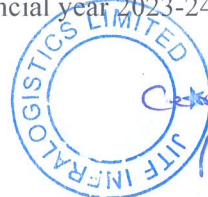
With the consent of the Members present, Item No. 2 of the Notice pertaining to approval of material related party transactions was taken as read and adopted as an ordinary resolution.

## **ITEM NO.3:**

### **Approval of Material Related Party Transactions between JITF Infralogistics Limited and Its Subsidiaries with JSW Steel Limited & its Subsidiaries**

The Chairperson informed the members that Jindal Rail Infrastructure Ltd ("JRIL"), a subsidiary of the Company and JSW Steel Limited ("JSW") is a related party of JRIL. JRIL is in the business of manufacturing rail wagons and purchases steel for its business requirements where JSW manufactures steel. Accordingly, considering such possibility, it is proposed to approve the Material Related Party Transaction between the company and its Subsidiaries with JSW Limited and its Subsidiaries upto an aggregated amount of Rs. 1000 crore to be entered during the financial year 2023-24 and Rs. 1500 crore to be entered during financial year 2024-25. The aforesaid transactions between JRIL and JSW, undertaken on an arm's length basis and in the ordinary course of business are ongoing. The above proposed transactions are between JRIL and JSW; the Company is not a party to any of the said transactions. As per 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.

The above MRPTs to be entered into shall always be based on the market price of the relevant material and service not exceeding Rs. 1000 crore during financial year 2023-24 and Rs. 1500

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*[Signature]*

crore during financial year 2024-25. 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.

None of the Directors/Key Managerial Personnel of the Company/their relatives are in any way concerned or interested, financially or otherwise in the resolution.

With the consent of the Members present, Item No. 3 of the Notice pertaining to approval of material related party transactions was taken as read and adopted as an ordinary resolution.

#### **ITEM NO.4:**

#### **Approval of Material Related Party Transactions between JITF Infralogistics Limited and Its Subsidiaries with JITF Commodity Tradex Limited.**

The Chairperson informed the members that JITF Urban Infrastructure Services Limited ("JUISL"), a subsidiary of the Company and JITF Commodity Tradex Limited ("JCTL") is a related party of JUISL. JITF Commodity Tradex Limited is one of the promoter company and has furnished unsecured loan to the subsidiaries of the company. The same is being utilized towards the business requirements and working capital needs of subsidiaries of the company.

It is likely that similar transactions would continue during the financial year 2023-24 and financial year 2024-25, require prior approval of shareholders. Accordingly, considering such possibility, it is proposed to approve the Material Related Party Transaction between the company and its Subsidiaries with JITF Commodity Tradex Private Limited upto an aggregated amount of Rs. 1000 crore to be entered during the financial year 2023-24 and Rs. 1500 crore to be entered during financial year 2024-25. The aforesaid transactions between JUISL and its subsidiaries and JCTL, undertaken on an arm's length basis and in the ordinary course of business are ongoing. The above proposed transactions are between JUISL and its subsidiaries and JCTL; the Company is not a party to any of the said transactions. As per 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.

The above MRPTs to be entered into shall always be based on the market price of the relevant material and service not exceeding Rs. 1000 crores during financial year 2023-24 and Rs. 1500 crores during financial year 2024-25. 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.

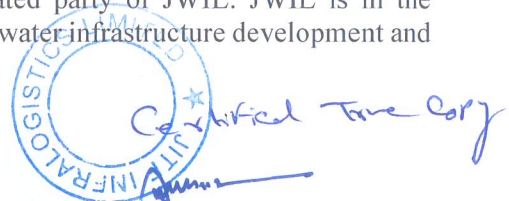
None of the Directors/Key Managerial Personnel of the Company/their relatives are in any way concerned or interested, financially or otherwise in the resolution.

With the consent of the Members present, Item No. 4 of the Notice pertaining to approval of material related party transactions was taken as read and adopted as an ordinary resolution.

#### **ITEM NO.5:**

#### **Approval of Material Related Party Transactions between JITF Infralogistics Limited and Its Subsidiaries with SPML Infra Limited & its Subsidiaries**

The Chairperson informed the members that JWIL Infra Ltd ("JWIL"), a subsidiary of the Company and SPML Infra Limited ("SPML") is a related party of JWIL. JWIL is in the business of infrastructure. JWIL is engaged in business of water infrastructure development and

  
Circular stamp of JITF Infralogistics Limited. The stamp contains the text "JITF INFRA LOGISTICS LIMITED" around the perimeter. Overlaid on the stamp is a signature and the handwritten text "Certified True Copy".

SPML is also in the business of water infrastructure development. For the business requirement of SPML and JWIL and its subsidiaries have entered into these transactions on the business expediency. It is likely that similar transactions would continue during the financial year 2023-24 and financial year 2024-25, require prior approval of shareholders. Accordingly, considering such possibility, it is proposed to approve the Material Related Party Transaction between the company and its Subsidiaries with SPML and its Subsidiaries upto an aggregated amount of Rs. 1500 crore to be entered during the financial year 2023-24 and Rs. 2000 crore to be entered during financial year 2024-25. The aforesaid transactions between JWIL and its Subsidiaries and SPML Limited and its Subsidiaries, undertaken on an arm's length basis and in the ordinary course of business are ongoing. The above proposed transactions are between JWIL and its Subsidiaries and SPML and its Subsidiaries; the Company is not a party to any of the said transactions. As per 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.

The above MRPTs to be entered into shall always be based on the market price of the relevant material and service not exceeding Rs. 1500 crores during financial year 2023-24 and Rs. 2000 crores during financial year 2024-25. 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.

None of the Directors/Key Managerial Personnel of the Company/their relatives are in any way concerned or interested, financially or otherwise in the resolution.

With the consent of the Members present, Item No. 5 of the Notice pertaining to approval of material related party transactions was taken as read and adopted as an ordinary resolution.

#### **ITEM NO.6:**

#### **Approval of Material Related Party Transactions between JITF Infralogistics Limited and Its Subsidiaries with Jindal Saw Limited & its Subsidiaries**

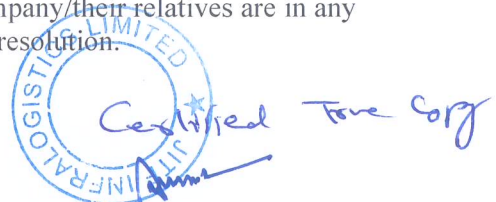
The Chairperson informed the members that Regulation 23 of the SEBI Listing Regulations, mandates obtaining prior approval of the members of the listed entity through ordinary resolution for all 'Material' Related Party Transactions to which the subsidiary of a listed entity even though the listed entity is not a party. Therefore, the Members of the Company had in past approved the related party transactions between the below related parties even though the company is not a party to any of the transactions.

- JWIL Infra Limited ("JWIL") and Jindal Saw Limited ("JSAW") – Rs. 500 Crore.

It is likely that similar transactions would continue during the financial year 2023-24 and financial year 2024-25, require prior approval of shareholders. Accordingly, considering such possibility, it is proposed to approve the Material Related Party Transaction between the company and its Subsidiaries with Jindal Saw Limited and its Subsidiaries upto an aggregated amount of Rs. 2000 crores to be entered during the financial year 2023-24 and Rs. 3000 crores to be entered during financial year 2024-25.

The above MRPTs to be entered into shall always be based on the market price of the relevant material and service not exceeding Rs. 2000 crore during financial year 2023-24 and Rs. 3000 crore during financial year 2024-25. 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.

None of the Directors/Key Managerial Personnel of the Company/their relatives are in any way concerned or interested, financially or otherwise in the resolution.



With the consent of the Members present, Item No. 6 of the Notice pertaining to approval of material related party transactions was taken as read and adopted as an ordinary resolution.

**ITEM NO.7:**

**Approval of Material Related Party Transactions between JITF Infralogistics Limited and Its Subsidiaries with JWIL Infra Limited & its Subsidiaries**

The Chairperson informed the members that as per Regulation 23 of the SEBI Listing Regulations, mandates obtaining prior approval of the members of the listed entity through ordinary resolution for all 'Material' Related Party Transactions to which the subsidiary of a listed entity even though the listed entity is not a party. Therefore, the Members of the Company had in past approved the related party transactions between the below related parties even though the company is not a party to any of the transactions.

- JITF Urban Infrastructure Services Limited and JWIL Infra Limited – Rs. 1100 Crore.

It is likely that similar transactions would continue during the financial year 2023-24 and financial year 2024-25, require prior approval of shareholders. Accordingly, considering such possibility, it is proposed to approve the Material Related Party Transaction between the company and its Subsidiaries with JWIL Infra Limited upto an aggregated amount of Rs. 1500 crore to be entered during the financial year 2023-24 and Rs. 2500 crore to be entered during financial year 2024-25.

The above MRPTs to be entered into shall always be based on the market price of the relevant material and service not exceeding Rs. 1500 crore during financial year 2023-24 and Rs. 2500 crore during financial year 2024-25. 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.

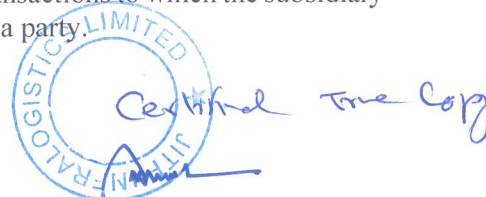
None of the Directors/Key Managerial Personnel of the Company/their relatives are in any way concerned or interested, financially or otherwise in the resolution.

With the consent of the Members present, Item No. 7 of the Notice pertaining to approval of material related party transactions was taken as read and adopted as an ordinary resolution.

**ITEM NO.8:**

**Approval of Material Related Party Transactions between JITF Infralogistics Limited and Its Subsidiaries with Joint Ventures and/or associates of JITF Infralogistics Limited**

The Chairperson informed the members that JWIL Infra Ltd ("JWIL"), a subsidiary of the Company and Joint Ventures of JWIL is a related party of JWIL. JWIL is in the business of water infrastructure development. Accordingly, considering such possibility, it is proposed to approve the Material Related Party Transaction between the company and its Subsidiaries with Joint Ventures of JWIL upto an aggregated amount of Rs. 1500 crore to be entered during the financial year 2023-24 and Rs. 2500 crore to be entered during financial year 2024-25. The aforesaid transactions between JWIL and its Subsidiaries and Joint Ventures of JWIL, undertaken on an arm's length basis and in the ordinary course of business are ongoing. The above proposed transactions are between JWIL and its Subsidiaries and Joint Ventures of JWIL; the Company is not a party to any of the said transactions. As per 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.

  
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The above MRPTs to be entered into shall always be based on the market price of the relevant material and service not exceeding Rs. 1500 crore during financial year 2023-24 and Rs. 2500 crore during financial year 2024-25. 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.

None of the Directors/Key Managerial Personnel of the Company/their relatives are in any way concerned or interested, financially or otherwise in the resolution.

With the consent of the Members present, Item No. 8 of the Notice pertaining to approval of material related party transactions was taken as read and adopted as an ordinary resolution.

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

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

After the casting of votes was over, the Chairperson announced that the combined results of remote e-voting done previously and poll conducted at the time of meeting, would be available on website of the Company and also on the web-site of the Stock Exchanges. It was confirmed that the quorum for the meeting was present throughout the duration of the meeting. He also declared the conclusion of the meeting.

The Chairman thanked the members for sparing their time for attending the meeting.

PLACE : Kosi Kalan  
DATED : 12.01.2024

S/D  
CHAIRPERSON OF THE MEETING

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