



JITF INFRALOGISTICS LIMITED

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

September 09, 2019

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street,
Mumbai-400001

National Stock Exchange of India Ltd.
'Exchange Plaza', C-1, Block-G
Bandra Kurla Complex, Bandra (E)
Mumbai-400051

Scrip Code: 540311
Through: BSE Listing Centre

Scrip Code: JITFINFRA
Through: NEAPS

Sub.: PROCEEDINGS OF 12th ANNUAL GENERAL MEETING HELD ON 9th SEPTEMBER 2019-REGULATION 30 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.

Dear Sir(s),

This is with reference to the captioned subject, we are pleased to inform you that 12th Annual General Meeting of the members of JITF Infralogistics Limited was held on 9th September, 2019 at 3.00 P.M. at the Registered Office of the Company at A-1, UPSIDC Industrial Area, Nandgaon Road, Kosi Kalan, Distt. Mathura, Uttar Pradesh-281403.

The following resolutions/ items were transacted at the aforesaid meeting:

Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2019 and the Reports of the Directors and the Auditors thereon.
2. To appoint a Director in place of Ms. Veni Verma (DIN: 07586927), who retires by rotation and being eligible, offers herself for re-appointment.

Special Business:

3. Change of object Clause of the Memorandum of Association of the Company.

The meeting was concluded at 4.00 P.M. The voting results of the above mentioned said businesses will be disclosed in due course of time.

This is for your information and record please.

Thanking you

Yours faithfully,
For JITF Infralogistics Limited

.....
Alok Kumar
Company Secretary
ACS: 19819



Notice

Notice is hereby given that the 12th Annual General Meeting of the Members of JITF Infralogistics Limited will be held at registered office at A-1, UPSIDC Industrial Area, Nandgaon Road, Kosi Kalan, Distt. Mathura, Uttar Pradesh-281403 on Monday, 9th September, 2019 at 03.00 P.M. to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31.03.2019 and the reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Ms. Veni Verma [DIN: 07586927], who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

3. Change of Object Clause of the Memorandum of Association of the Company

To consider and, if thought fit, to pass with or without modification/s, the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of sections 4, 13 and other applicable provisions if any, of the Companies Act, 2013 and rules made thereunder (including any statutory amendment[s] or modification[s] or re-enactment[s] thereof for the time being in force) consent of the shareholders of the Company be and is hereby accorded for the modification in Clause III i.e. the Objects Clause of the Memorandum of Association of the Company as follows:

In clause III A, the following new sub-clause numbered 6 be substitute in place of earlier sub-clause.

6 To carry on business of rail, water and urban infrastructure and to act as promoters, developers, contractors, constructional engineers, investors, advisors and consultants in India or any part of the world and to promote, undertake, set up or direct in India or abroad, whether on own account or through subsidiaries or in association with others or through others or for and on behalf of others water supply systems, water/waste water treatment plants, sewerage treatment plants/effluent treatment plants, pipeline projects, railway lines, locomotives, railway tracks, wagons, railway signaling and other auxiliary, waste management projects, waste to power plants, to act as technical, engineering, management consultants and/or provider of managerial and technical manpower services and to act as supplier, trader of commodities in furtherance of the above businesses.

RESOLVED FURTHER THAT any of the Directors or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage



Notice

without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

Place : New Delhi

Date : 6th August, 2019

Regd. Office:

A-1, UPSIDC Industrial Area Nandgaon Road,
Kosi Kalan, Distt. Mathura, Uttar Pradesh-281403

CIN : L60231UP2008PLC069245

Email Id: contactus@jindalinfralogistics.com

BY ORDER OF THE BOARD
FOR JITF INFRALOGISTICS LIMITED

ALOK KUMAR
Company Secretary
ACS NO.: A-19819

Notice

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ABOVE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON BEHALF OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES, IN ORDER TO BE VALID & EFFECTIVE, MUST BE RECEIVED BY THE COMPANY AT THE REGISTERED OFFICE NOT LATER THAN FORTY EIGHT HOURS BEFORE THE COMMENCEMENT OF THE ABOVE MEETING.

A person can act as a proxy on behalf of members not exceeding fifty and holding in aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. For the convenience of members the route map of the venue of the meeting is depicted at the end of the Notice.
3. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the shares certificates to the Company's Registrar and Transfer Agents, for consolidation into a single folio.
4. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
5. The Explanatory Statement pursuant to section 102(1) of the Companies Act, 2013 relating to Special Business to be transacted is annexed hereto.
6. The Register of Members and Share Transfer Books of the Company will remain closed from 3rd September, 2019 to 9th September, 2019 (both days inclusive).
7. Brief resume of Directors proposed to be appointed / re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships/chairmanships of Board Committees, shareholding and relationship between directors inter-se as stipulated under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchanges, is given hereunder forming part of the Annual Report
8. Relevant documents referred to in the accompanying Notice and the Statement is open for inspection by the Members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.
9. The Members are requested to notify promptly any change in their address to the Company or their depository participant, as the case may be.
10. Members are entitled to make nomination in respect of shares held by them in physical form as per the provisions of section 72 of the Companies Act, 2013. Members desirous of making nomination are requested to send Form SH-13 either to the company or its Registrar and Shares Transfer Agent. Members holding shares in DEMAT form may contact their respective Depository Participant for recording nomination in respect of their shares.
11. Members are requested to note that pursuant to directions given by SEBI/Stock Exchanges, the Company has appointed M/S RCMC Share Registry Pvt. Ltd. B- 25/1, 1st Floor, Okhla Industrial Area, Phase-II, New Delhi -110020 as Registrar and Transfer Agent to look after the work related to shares held in physical as well as demat mode.

Notice

12. Members holding shares in electronic mode are requested to intimate any change in their address or bank mandates to their Depository Participant ["DPs"] with whom they are maintaining their demat accounts. Members holding shares in physical mode are requested to advise any change in their address or bank mandates to the company/Company's Registrar and Transfer Agents i.e. RCMC Share Registry Private Limited.
13. The Securities and Exchange Board of India [SEBI] has mandated the submission of Permanent Account Number [PAN] by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form shall provide their PAN details to the Company/Registrars and Transfer Agent, M/s RCMC Share Registry Pvt. Ltd.
14. As per SEBI mandate for no transfer of share except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form with a depository.
15. Members are informed that the Company is sending Annual Report through mail to those shareholders who have registered their E-mail ID with the Company/Depository Participant[s]. For members who have not registered their email address with Company/ Depository Participant[s], physical copies of the Annual Report for FY 2018-19 is being sent through permitted mode and also be available on the Company's website www.jindalinfralogistics.com for their download.
16. In terms of Section 108 of the Companies Act, 2013 read with rule 20 of the Companies [Management and Administration] Rules, 2014, the Company has engaged the services of NSDL to provide the facility of electronic voting ['e-voting'] in respect of the Resolutions proposed at this AGM. Mr. Awanish Kumar Dwivedi of M/s Awanish Dwivedi & Associates, Company Secretaries, New Delhi shall act as the Scrutinizer for this purpose.

The procedure to log in to E-Voting website consists of two steps as detailed hereunder:

[A] The instructions for shareholders for E-voting are as under:-

Step 1 : Log-in to NSDL E-Voting system

1. Visit the E-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/>.
2. Once the home page of E-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password 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.

Notice

4. Your User ID details will be as per details given below :
 - 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. Your password details 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, your 'initial password' is communicated to you on your postal address.
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.
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.

Notice

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

1. After successful login at Step 1, you will be able to see the Home page of E-Voting. Click on E-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of the Company.
4. Now you are ready for E-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

[B] 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 [awanishdassociates@gmail.com] to with a copy marked to evoting@nsdl.co.in.
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 to 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 : 1800-222-990 or send a request at evoting@nsdl.co.in.

Other Instructions:

- [A] The E-voting period commences at 09.00 a.m on Friday, 6th September, 2019 and ends at 05.00 p.m. on Sunday, 8th September, 2019. During this period shareholders of the company holding shares either in physical form or in dematerialized form, as on the cut-off date of 2nd September, 2019 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.
- [B]. The voting right of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of 2nd September, 2019.
- [C] Mr. Awanish Kumar Dwivedi of M/s Awanish Dwivedi & Associates, Company Secretaries has been appointed as the Scrutinizer to scrutinize the voting through poll at AGM and remote E-voting process in a fair and transparent manner.

**Notice**

- [D] The Scrutinizer shall, immediately after the conclusion of voting at AGM, first count the votes cast at the meeting, thereafter unblock the votes cast through remote E-voting in the presence of at least two witnesses not in employment of the Company and shall not later than two days submit a consolidated scrutinizer's report of the total votes cast in favour and against, if any, forthwith to the Chairman of the Company.
- [E] The Results declared along with the scrutinizer's report shall be placed on the Company's website www.jindalinfralogistics.com and on the website of NSDL evoting@nsdl.co.in within 48 hours of conclusion of the AGM of the Company and simultaneously forward the results to National Stock Exchange of India Limited and BSE Limited where Company's equity shares are listed
- [F] Members/Proxies are requested to bring their copies of the Annual Report to the Meeting.

Place : New Delhi
Date : 6th August, 2019

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
Email Id: contactus@jindalinfralogistics.com

ALOK KUMAR
Company Secretary
ACS NO.: A-19819

**Notice****EXPLANATORY STATEMENT****(Pursuant to Section 102 of the Companies Act, 2013)****Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013****Item No. 3**

Your Company intends to widen the scope of its business to achieve growth. The Company intends to enter into urban infrastructure business where it wishes to set up water supply systems, water/waste water treatment plants, sewerage treatment plants/effluent treatment plants, pipeline projects, railway lines, locomotives, railway tracks, wagons, railway signaling and other auxiliary, waste management projects, waste to power plants etc. and other services directly. Presently, the company is carrying on these businesses through its subsidiary companies. Accordingly, it is proposed to modify the Clause 6 of the Main Object of the Memorandum of Association of the Company.

Any alteration of the Memorandum of Association of the Company requires approval of the shareholders of the Company by means of a Special Resolution under section 13 of the Companies Act, 2013. The alteration of objects clause of the Memorandum of Association is an item required to be transacted by means of postal ballot under the provisions of section 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies [Management and Administration] Rules, 2014. However, in terms of the proviso to section 110 of the Companies Act, 2013 introduced as per the Companies [Amendment] Act, 2017 read with Rule 20 and 22 of the Companies [Companies Management and Administration] Rules, 2014 including any statutory modifications and amendments thereto, approval of shareholders for any item of business required to be transacted by means of postal ballot may be transacted at a general meeting by a company which is required to provide the facility of voting by electronic means to its shareholders. The Company, being a listed Company is required to provide the facility of voting by electronic means to its shareholders and hence, may obtain the approval of its shareholders to the alteration of the objects clause of the Memorandum of Association at the Annual General Meeting. The Board of Directors vide its resolution dated 6th August, 2019 has accorded its approval to the proposed alteration of the Memorandum of Association.

None of the Directors and Key Managerial Personnel [KMP] or relatives of directors are concerned or interested in the Resolution at Item No. 3 of the accompanying Notice.

The Board recommends the Special Resolution set out at Item No. 3 of the Notice for approval by the shareholders

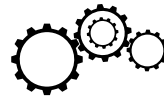
Place : New Delhi
Date : 6th August, 2019

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
Email Id: contactus@jindalinfra.logistics.com

ALOK KUMAR
Company Secretary
ACS NO.: A-19819


Notice
Details of Director seeking appointment / re-appointment at the Annual General Meeting to be held on September 09, 2019

| | |
|-------------------------------------------------------------------------------------------------------------------------|----------------------------------------------|
| Name of the Director | Veni Verma |
| Date of Birth | 10-02-1984 |
| Date of Appointment | 05-09-2016 |
| Expertise in Specific functional area | Human Resources & Organization Development |
| Qualification | Post Graduation in Human Resources, BBA (HR) |
| Directorships in other Companies as on March 31, 2019 | 1. Hexa Tradex Limited |
| Number of Shares held in the Company as on March 31, 2019 | NIL |
| Relationship with Directors and Key Managerial Personnel | NIL |
| Chairman/ Membership of Committees in other Indian Public Limited Companies as on March 31, 2019 [C=Chairman; M=Member] | 2 (M) |
| Remuneration | NIL |



JITF INFRALOGISTICS LIMITED

Form No. MGT-11

Proxy form

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

CIN:- L60231UP2008PLC069245

Name of the Company- JITF Infracor Logistics Limited

Registered Office- A-1, UPSIDC Industrial Area, Nandgaon Road, Kosi Kalan, Distt. Mathura, Uttar Pradesh-281403.

Name of the Member(s)..... Folio No/Client ID*

Registered Address..... D.P. ID

E-mail Id.....

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

Name..... E-mail Id

Address..... Signature

or failing him

Name..... E-mail Id

Address..... Signature

or failing him

Name..... E-mail Id

Address..... Signature

as my/ our proxy to attend and vote [on a poll] for me/us and on my/our behalf at the 12th Annual General Meeting of the company, to be held on the Monday, 9th September, 2019 at 03.00 P.M. at A-1, UPSIDC Industrial Area, Nandgaon Road, Kosi Kalan, Distt. Mathura, Uttar Pradesh-281403 and at any adjournment thereof in respect of such resolutions as are indicated below:

| S No. | Resolution(S) | Vote | |
|-------|---------------------------------------------------------------------------------------------------------------------------------------------------|------|---------|
| | | For | Against |
| 1. | Adoption of the Audited Financial Statement for the financial year ended 31st March, 2019 and the reports of the Directors and Auditors thereon. | | |
| 2. | To appoint a Director in place of Mrs. Veni Verma [DIN: 07586927], who retires by rotation and being eligible, offers herself for re-appointment. | | |

| S No. | Resolution(S) | Vote | |
|-------|--------------------------------------------------------------------------|------|---------|
| | | For | Against |
| 3. | Change of Object Clause of the Memorandum of Association of the Company. | | |

* Applicable for investors holding shares in Electronic form.

| |
|----------------------------|
| Affix Revenue Stamps |
|----------------------------|

Signed this.....day of.....2019.

.....
Signature of Shareholder

.....
Signature of Proxy holder

.....
Signature of the shareholder
across Revenue Stamp

Note:

1. This form, in order to be effective, should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the meeting.
2. The Proxy need not to be a member of the company.
3. This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any all the resolutions , your proxy will be entitled to vote in the manner as he/she thinks appropriate.



JITF INFRALOGISTICS LIMITED

ATTENDANCE SLIP

CIN : L60231UP2008PLC069245

Registered Office : A-1, UPSIDC Industrial Area, Nandgaon Road,
Kosi Kalan, Distt. Mathura (U.P.) – 281 403

PLEASE BRING THIS ATTENDANCE SLIP TO THE MEETING HALL AND HAND IT OVER AT THE ENTRANCE

Joint shareholders may obtain additional Slip at the venue of the meeting

D.P. ID..... Folio No.

Client ID* No. of Shares

Name of the Shareholder:

Address:

I/We hereby record my /our presence at the 12th Annual General Meeting of the Company at A-1, UPSIDC Industrial Area, Nandgaon Road, Kosi Kalan, Distt. Mathura, [U.P.]-281403 on Monday 9th September, 2019 at 3:00 P.M.

Signature of Shareholder/proxy

*Applicable for investors holding shares in electronic form.

Route map to the venue of the meeting

