



JITF INFRALOGISTICS LIMITED

NOTICE

Notice is hereby given that the Extraordinary 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, Mathura, Uttar Pradesh-281403 on Friday, 15th December, 2023 at 12.00 Noon to transact the following business:

SPECIAL BUSINESS

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

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to Regulation 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (‘SEBI Listing Regulations’), the applicable provisions of the Companies Act, 2013 (‘Act’), if any, read with related rules, if any, each as amended from time to time, the Company’s Policy on Materiality of Related Party Transaction(s), the approval of the Members of the Company be and is hereby accorded to enter into contract(s)/ arrangement(s)/ transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) with Siddeshwari Tradex Private Limited, a related party on such terms and conditions as may be agreed between the Company (including any of its subsidiary/associates/joint ventures) and Siddeshwari Tradex Private Limited from time to time, for an aggregate amount of up to Rs. 6000 crores to be entered during financial year 2023-24 and Rs. 7000 crores to be entered during financial year 2024-25 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 of Directors (hereinafter referred to as “Board”, which term shall include any duly authorized Committee constituted by the Board) be and is hereby authorised to do all such acts, deeds and things and to take all such steps as may be necessary for the purpose of giving effect to this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of Directors or any one or more Directors of the Company.”

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

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to Regulation 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (‘SEBI Listing Regulations’), the applicable provisions of the Companies Act, 2013 (‘Act’), if any, read with related rules, if any, each as amended from time to time, the Company’s Policy on Materiality of Related Party Transaction(s), the approval of the Members of the Company be and is hereby accorded to enter into contract(s)/ arrangement(s)/ transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) with Jindal Steel & Power Limited & its Subsidiaries, a related party on such terms and conditions as may be agreed between the Company (including any of its subsidiary/associates/joint ventures) and Jindal Steel & Power Limited & its Subsidiaries from time to time, for an aggregate amount of up

to Rs. 1000 crores to be entered during financial year 2023-24 and Rs. 1500 crores to be entered during financial year 2024-25 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 of Directors (hereinafter referred to as "Board", which term shall include any duly authorized Committee constituted by the Board) be and is hereby authorised to do all such acts, deeds and things and to take all such steps as may be necessary for the purpose of giving effect to this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of Directors or any one or more Directors of the Company.

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

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Regulation 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations'), the applicable provisions of the Companies Act, 2013 ('Act'), if any, read with related rules, if any, each as amended from time to time, the Company's Policy on Materiality of Related Party Transaction(s), the approval of the Members of the Company be and is hereby accorded to enter into contract(s)/ arrangement(s)/ transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) with JSW Steel Limited & its Subsidiaries, a related party on such terms and conditions as may be agreed between the Company (including any of its subsidiary/associates/joint ventures) and JSW Steel Limited & its Subsidiaries from time to time, for an aggregate amount of up to Rs. 1000 crores to be entered during financial year 2023-24 and Rs. 1500 crores to be entered during financial year 2024-25 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 of Directors (hereinafter referred to as "Board", which term shall include any duly authorized Committee constituted by the Board) be and is hereby authorised to do all such acts, deeds and things and to take all such steps as may be necessary for the purpose of giving effect to this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of Directors or any one or more Directors of the Company.

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

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Regulation 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations'), the applicable provisions of the Companies Act, 2013 ('Act'), if any, read with related rules, if any, each as amended from time to time, the Company's Policy on Materiality of Related Party Transaction(s), the approval of the Members of the Company be and is hereby accorded to enter into contract(s)/ arrangement(s)/ transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) with JITF Commodity Tradex Limited, a related party on such terms and conditions as may be agreed between the Company (including any of its subsidiary/associates/joint ventures) and JITF Commodity Tradex Limited from time to time, for an aggregate amount of up to Rs. 1000 crores to be entered during financial year 2023-24 and Rs. 1500 crores to be entered during financial year 2024-25 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 of Directors (hereinafter referred to as “Board”, which term shall include any duly authorized Committee constituted by the Board) be and is hereby authorised to do all such acts, deeds and things and to take all such steps as may be necessary for the purpose of giving effect to this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of Directors or any one or more Directors of the Company.

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

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to Regulation 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (‘SEBI Listing Regulations’), the applicable provisions of the Companies Act, 2013 (‘Act’), if any, read with related rules, if any, each as amended from time to time, the Company’s Policy on Materiality of Related Party Transaction(s), the approval of the Members of the Company be and is hereby accorded to enter into contract(s)/ arrangement(s)/ transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) with SPML Infra Limited & its Subsidiaries, a related party on such terms and conditions as may be agreed between the Company (including any of its subsidiary/associates/joint ventures) and SPML Infra Limited & its Subsidiaries from time to time, for an aggregate amount of up to Rs. 1500 crores to be entered during financial year 2023-24 and Rs. 2000 crores to be entered during financial year 2024-25 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 of Directors (hereinafter referred to as “Board”, which term shall include any duly authorized Committee constituted by the Board) be and is hereby authorised to do all such acts, deeds and things and to take all such steps as may be necessary for the purpose of giving effect to this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of Directors or any one or more Directors of the Company.

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

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to Regulation 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (‘SEBI Listing Regulations’), the applicable provisions of the Companies Act, 2013 (‘Act’), if any, read with related rules, if any, each as amended from time to time, the Company’s Policy on Materiality of Related Party Transaction(s), the approval of the Members of the Company be and is hereby accorded to enter into contract(s)/ arrangement(s)/ transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) with Jindal Saw Limited & its Subsidiaries, a related party on such terms and conditions as may be agreed between the Company (including any of its subsidiary/associates/joint ventures) and Jindal Saw Limited & its Subsidiaries from time to time, for an aggregate amount of up to Rs. 2000 crores to be entered during financial year 2023-24 and Rs. 3000 crores to be entered during financial year 2024-25 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 of Directors (hereinafter referred to as “Board”, which term shall include any duly authorized Committee constituted by the Board) be and is hereby authorised to do all such acts, deeds and things and to take all such steps as may be necessary for the purpose of giving effect to this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of Directors or any one or more Directors of the Company.

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

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to Regulation 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (‘SEBI Listing Regulations’), the applicable provisions of the Companies Act, 2013 (‘Act’), if any, read with related rules, if any, each as amended from time to time, the Company’s Policy on Materiality of Related Party Transaction(s), the approval of the Members of the Company be and is hereby accorded to enter into contract(s)/ arrangement(s)/ transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) with JWIL Infra Limited & its Subsidiaries, a related party on such terms and conditions as may be agreed between the Company (including any of its subsidiary/associates/joint ventures) and JWIL Infra Limited & its Subsidiaries from time to time, for an aggregate amount of up to Rs. 1500 crores to be entered during financial year 2023-24 and Rs. 2500 crores to be entered during financial year 2024-25 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 of Directors (hereinafter referred to as “Board”, which term shall include any duly authorized Committee constituted by the Board) be and is hereby authorised to do all such acts, deeds and things and to take all such steps as may be necessary for the purpose of giving effect to this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of Directors or any one or more Directors of the Company.

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

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to Regulation 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (‘SEBI Listing Regulations’), the applicable provisions of the Companies Act, 2013 (‘Act’), if any, read with related rules, if any, each as amended from time to time, the Company’s Policy on Materiality of Related Party Transaction(s), the approval of the Members of the Company be and is hereby accorded to enter into contract(s)/ arrangement(s)/ transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) with Joint Ventures and/or associates of JITF Infralogistics Limited, a related party on such terms and conditions as may be agreed between the Company (including any of its subsidiary/associates/joint ventures) and JWIL Infra Limited & its Subsidiaries from time to time, for an aggregate amount of upto Rs. 1500 crores to be entered during financial year 2023-24 and Rs. 2500 crores to be entered during financial year 2024-25 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 of Directors (hereinafter referred to as “Board”, which term shall include any duly authorized Committee constituted by the Board) be and is hereby authorised to do all such acts, deeds and things and to take all such steps as may be necessary for the purpose of giving effect to this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of Directors or any one or more Directors of the Company.

Place: New Delhi
Dated: 09/11/2023

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

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ALOK KUMAR
Company Secretary
ACS No.: A-19819

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. Corporate Members intending to send their authorised 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.
4. 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.
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 9th December, 2023 to 15th December, 2023 (both days inclusive).
7. Relevant documents referred to in the accompanying Notice and the Statement are 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.
8. The Members are requested to notify promptly any change in their address to the Company or their depository participant, as the case may be.
9. 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
10. 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.

11. 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.
12. 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.
13. 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.
14. Notice of the EGM is being sent through electronic mode to those Members whose email addresses are registered with the Company/Depositories and physical copies to all other Members whose email is not registered. It is also note that the Notice of the Extraordinary General Meeting is also be available on the Company’s website www.jindalinfralogistics.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The Notice of the Extraordinary General Meeting is being sent to the members holding shares on cut off date i.e. 10th November, 2023.
15. In terms of Section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (“ICSI”) and Regulation 44 of Listing Regulations, 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 EGM. Mr. Awanish Kumar Dwivedi of M/s Awanish Dwivedi & Associates, Company Secretaries, New Delhi shall act as the Scrutinizer for this purpose.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on 12th, December, 2023 at 09:00 A.M. and ends on 14th, December, 2023 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 8th December, 2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 8th December, 2023.

How do I vote electronically using NSDL e-Voting system?

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	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.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

<p>demat mode with NSDL.</p>	<p>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 If you are not registered for IDEAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDEAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <ol style="list-style-type: none"> 2. 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. 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. 3. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>    </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration

	4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
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 022-23058738 or 022-23058542-43

B) Login Method for e-Voting 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 and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting 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 and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
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 awanishcorporate@gmail.com with a copy marked 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 to NSDL Officials 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 e mail 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 contactus@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 contactus@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 and joining virtual meeting 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.

Other Instructions:

(A) The e-voting period commences at 09.00 a.m. on Tuesday, 12th December, 2023 and ends at 05.00 p.m. on Thursday, 14th December, 2023. During this period shareholders of the company holding shares either in physical form or in dematerialized form, as on the cut-off date of 08th December, 2023 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 08th December, 2023.

(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 EGM and remote e-voting process in a fair and transparent manner.

(D) The Scrutinizer shall, immediately after the conclusion of voting at EGM, 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 EGM 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

Place: New Delhi
Dated: 09/11/2023

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 No.: L45201UP2012PLC069573
Email Id: contactus@jindalinfralogistics.com

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ALOK KUMAR
COMPANY SECRETARY
ACS NO.: A-19819

EXPLANATORY STATEMENT
PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013.

Item No- 1 to 8:

As per the provisions of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations"), all Related Party Transactions (RPTs) with an aggregate value exceeding 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.

Accordingly, RPTs of JITF Infralogistics Limited ("Company" or "JIL") and RPTs of its subsidiary entities exceeding the aforesaid threshold of 1000 crores or 10% of the annual consolidated turnover of the Company as per the last audited financial statements, whichever is lower (MRPT), are placed for the approval of the Members of the Company vide Resolutions No. 1 to 8. The Company has provided the Audit Committee with the relevant details, of the proposed MRPTs, as required under Listing 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 recommends the resolutions contained in Item Nos. 1 to 8 of the accompanying Notice to the Members 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 resolutions under Item Nos. 1 to 8.

Item No.1:

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

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 Siddeshwari Tradex Private Limited upto an aggregated amount of Rs. 6000 crore to be entered during the financial year 2023-24 and Rs. 7000 crore to be entered during financial year 2024-25.

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 goods, rendering of services, loan and investment, Supply of any goods, Corporate guarantee, commission or any other transactions for business purpose from/to Siddeshwari Tradex Private Limited during FY 2023-24 and FY 2024-25 for aggregating up to Rs. 6000 crore and Rs. 7000 crore respectively.
2.	Name of the related party and its relationship	Siddeshwari Tradex Private Limited is a related party of the Company.
3.	Tenure of the proposed transactions	financial year 2023-24 and financial year 2024-25
4.	Value of the proposed transaction	Rs. 6000 crore during financial year 2023-24 and Rs. 7000 crore during financial year 2024-25
5.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year	Company's Annual Consolidated Turnover: Rs. 1604 Crore Proposed transactions value for a financial year: For Financial year 2023-24 – Rs. 6000 Crore For Financial year 2024-25 – Rs. 7000 Crore % of Annual consolidated turnover: For Financial year 2023-24 – 374% For Financial year 2024-25 – 436%
6.	Transaction relates to any loans, inter- corporate deposits	Transaction related to unsecured loan.
7.	Justification as to why the RPT is in the interest of the Company	Siddeshwari Tradex Private Limited is one of the promoter company and has furnished unsecured loan to the subsidiaries of the company. The same

		will be utilized towards the business requirements and working capital needs of subsidiaries of the company.
8.	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	STPL annual consolidated turnover: Rs.674.55 Crore Proposed transactions value for a financial year: For Financial year 2023-24 – Rs. 6000 Crore For Financial year 2024-25 – Rs. 7000 Crore % of Annual consolidated turnover: For Financial year 2023-24 – 889.48% For Financial year 2024-25 – 1037.73%

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.

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 set out at Item No. 1 of the Notice.

The Board recommends an ordinary resolution as set out at Item No. 1 of the Notice for your approval.

Item No.2:

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.

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 goods, rendering of services, loan and investment, Supply of any goods, Corporate guarantee, commission or any other transactions for business purpose from/to Jindal Steel and Power Limited and its Subsidiaries during FY 2023-24 and FY 2024-25 for aggregating up to Rs. 1000 crore and Rs. 1500 crore respectively.
2.	Name of the related party and its relationship	Jindal Steel and Power Limited is a related party of the Company.
3.	Tenure of the proposed transactions	financial year 2023-24 and financial year 2024-25

4.	Value of the proposed transaction	Rs. 1000 crore during financial year 2023-24 and Rs. 1500 crore during financial year 2024-25
5.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year	Company's Annual Consolidated Turnover: Rs. 1604 Crore Proposed transactions value for a financial year: For Financial year 2023-24 – Rs. 1000 Crore For Financial year 2024-25 – Rs. 1500 Crore % of Annual consolidated turnover: For Financial year 2023-24 – 62.34% For Financial year 2024-25 – 93.52%
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 JSPL, JRIL has entered into these transactions for supply of Rail Wagons to JSPL 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.	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. 52768.23 Crore Proposed transactions value for a financial year: For Financial year 2023-24 – Rs. 1000 Crore For Financial year 2024-25 – Rs. 1500 Crore % of Annual consolidated turnover: For Financial year 2023-24 – 1.89% For Financial year 2024-25 – 2.84%

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 set out at Item No. 2 of the Notice.

The Board recommends an ordinary resolution as set out at Item No. 2 of the Notice for your approval.

Item No.3:

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.

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 goods, rendering of services, loan and investment, Supply of any goods, Corporate guarantee, commission or any other transactions for business purpose from/to JSW Limited and its Subsidiaries during FY 2023-24 and FY 2024-25 for aggregating up to Rs. 1000 crore and Rs. 1500 crore respectively.
2.	Name of the related party and its relationship	JSW Limited is a related party of the Company.
3.	Tenure of the proposed transactions	financial year 2023-24 and financial year 2024-25
4.	Value of the proposed transaction	Rs. 1000 crore during financial year 2023-24 and Rs. 1500 crore during financial year 2024-25
5.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year	Company's Annual Consolidated Turnover: Rs. 1604 Crore Proposed transactions value for a financial year: For Financial year 2023-24 – Rs. 1000 Crore For Financial year 2024-25 – Rs. 1500 Crore % of Annual consolidated turnover: For Financial year 2023-24 – 62.34% For Financial year 2024-25 – 93.52%
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 JSW is one of the largest steel making companies in the country. For the business requirement of JSW, JRIL has/may enter into these transactions for purchase of steel and supply of Rail Wagons to JSW 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.	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	JSW annual consolidated turnover: Rs.166990 Crore Proposed transactions value for a financial year: For Financial year 2023-24 – Rs. 1000 Crore For Financial year 2024-25 – Rs. 1500 Crore % of Annual consolidated turnover: For Financial year 2023-24 – 0.60% For Financial year 2024-25 – 0.90%

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 set out at Item No. 3 of the Notice.

The Board recommends an ordinary resolution as set out at Item No. 3 of the Notice for your approval.

Item No.4:

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.

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 goods, rendering of services, loan and investment, Supply of any goods, Corporate guarantee, commission or any other transactions for business purpose from/to JITF Commodity Tradex Private Limited during FY 2023-24 and FY 2024-25 for aggregating up to Rs. 1000 crore and Rs. 1500 crore respectively.
2.	Name of the related party and its relationship	JITF Commodity Tradex Private Limited is a related party of the Company.
3.	Tenure of the proposed transactions	financial year 2023-24 and financial year 2024-25
4.	Value of the proposed transaction	Rs.1000 crore during financial year 2023-24 and Rs. 1500 crore during financial year 2024-25
5.	The percentage of the listed entity’s annual consolidated turnover, for the immediately preceding financial year	Company’s Annual Consolidated Turnover: Rs. 1604 Crore Proposed transactions value for a financial year: For Financial year 2023-24 – Rs. 1000 Crore For Financial year 2024-25 – Rs. 1500 Crore % of Annual consolidated turnover: For Financial year 2023-24 – 62.34% For Financial year 2024-25 – 93.52%
6.	Transaction relates to any loans, inter- corporate deposits	Transaction related to unsecured loan.
7.	Justification as to why the RPT is in the interest of the Company	JITF Commodity Tradex Limited is one of the promoter company and has furnished unsecured loan to the subsidiaries of the company. The same will be utilized towards the business requirements and working capital needs of subsidiaries of the company.

8.	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	JCTL annual consolidated turnover: Rs. 49.63 Crore Proposed transactions value for a financial year: For Financial year 2023-24 – Rs. 1000 Crore For Financial year 2024-25 – Rs. 1500 Crore % of Annual consolidated turnover: For Financial year 2023-24 – 2014% For Financial year 2024-25 – 3022%

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 set out at Item No. 4 of the Notice.

The Board recommends an ordinary resolution as set out at Item No. 4 of the Notice for your approval.

Item No.5:

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 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.

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 goods, rendering of services, loan and investment, Supply of any goods, Corporate guarantee, commission or any other transactions for business purpose from/to SPML Infra Limited during FY 2023-24 and FY 2024-25 for aggregating up to Rs. 1500 crore and Rs. 2000 crore respectively.
2.	Name of the related party and its relationship	SPML Infra Limited is a related party of the Company.
3.	Tenure of the proposed transactions	financial year 2023-24 and financial year 2024-25
4.	Value of the proposed transaction	Rs. 1500 crore during financial year 2023-24 and Rs. 2000 crore during financial year 2024-25

5.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year	Company's Annual Consolidated Turnover: Rs. 1604 Crore Proposed transactions value for a financial year: For Financial year 2023-24 – Rs. 1500 Crore For Financial year 2024-25 – Rs. 2000 Crore % of Annual consolidated turnover: For Financial year 2023-24 – 124.70% For Financial year 2024-25 – 93.52%
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	JWIL is engaged in business of infrastructure and SPML in business of infrastructure development. For the business requirement of SPML and JWIL and its subsidiaries have entered into these transactions on the business expediency, on arm's length basis, in ordinary course of business and in the interest of all stakeholders.
8.	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	SPML annual consolidated turnover: Rs. 911 Crore Proposed transactions value for a financial year: For Financial year 2023-24 – Rs. 1500 Crore For Financial year 2024-25 – Rs. 2000 Crore % of Annual consolidated turnover: For Financial year 2023-24 – 164.65% For Financial year 2024-25 – 219.54%

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 set out at Item No.5 of the Notice.

The Board recommends an ordinary resolution as set out at Item No. 5 of the Notice for your approval.

Item No.6:

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.

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 goods, rendering of services, loan and investment, Supply of any goods, Corporate guarantee, commission or any other transactions for business purpose from/to Jindal Saw Limited during FY 2023-24 and FY 2024-25 for aggregating up to Rs. 2000 crore and Rs. 3000 crore respectively.
2.	Name of the related party and its relationship	Jindal Saw Limited is a related party of the Company.
3.	Tenure of the proposed transactions	financial year 2023-24 and financial year 2024-25
4.	Value of the proposed transaction	Rs. 2000 crore during financial year 2023-24 and Rs. 3000 crore during financial year 2024-25
5.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year	Company's Annual Consolidated Turnover: Rs. 1604 Crore Proposed transactions value for a financial year: For Financial year 2023-24 – Rs. 2000 Crore For Financial year 2024-25 – Rs. 3000 Crore % of Annual consolidated turnover: For Financial year 2023-24 – 124.70% For Financial year 2024-25 – 187.03 %
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	JSAW is one of the largest Pipe making companies in the country. The products of JSAW may be used for carrying out JWIL's projects relating to laying of pipelines and water-waste water management system through-out the Country. For the business requirement of the Company, JWIL may enter into these transactions with JSAW to purchase Pipes and steel in order to be competitive, for timely fulfilment of delivery schedule and other logistic convenience such as transportation of Pipes from JSAW's site to the JWIL's project sites, etc. Transactions would always be based on the business expediency, on arm's length basis, in ordinary course of business and in the interest of all stakeholders.
8.	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	JSAW annual consolidated turnover: Rs. 18046 Crore Proposed transactions value for a financial year: For Financial year 2023-24 – Rs. 2000 Crore For Financial year 2024-25 – Rs. 3000 Crore % of Annual consolidated turnover: For Financial year 2023-24 – 11.08% For Financial year 2024-25 – 16.62 %

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 set out at Item No. 6 of the Notice.

The Board recommends an ordinary resolution as set out at Item No. 6 of the Notice for your approval.

Item No.7:

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.

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 goods, rendering of services, loan and investment, Supply of any goods, Corporate guarantee, commission or any other transactions for business purpose from/to JWIL Infra Limited during FY 2023-24 and FY 2024-25 for aggregating up to Rs. 1500 crore and Rs. 2500 crore respectively.
2.	Name of the related party and its relationship	JWIL Infra Limited is a related party of the Company.
3.	Tenure of the proposed transactions	financial year 2023-24 and financial year 2024-25
4.	Value of the proposed transaction	Rs. 1500 crore during financial year 2023-24 and Rs. 2500 crore during financial year 2024-25
5.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year	Company's Annual Consolidated Turnover: Rs. 1604 Crore Proposed transactions value for a financial year: For Financial year 2023-24 – Rs. 1500 Crore For Financial year 2024-25 – Rs. 2500 Crore % of Annual consolidated turnover: For Financial year 2023-24 – 93.52% For Financial year 2024-25 – 155.86%
6.	Transaction relates to any loans, inter- corporate deposits	Transaction related to unsecured loan.
7.	Justification as to why the RPT is in the interest of the Company	JITF Urban Infrastructure Services Limited is one of the promoter company and has furnished unsecured loan to the subsidiaries of the company. The same will be utilized towards the business

		requirements and working capital needs of subsidiaries of the company.
8.	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	JUISL annual consolidated turnover: Rs.1603 Crore Proposed transactions value for a financial year: For Financial year 2023-24 – Rs. 1500 Crore For Financial year 2024-25 – Rs. 2500 Crore % of Annual consolidated turnover: For Financial year 2023-24 – 93.57% For Financial year 2024-25 – 155.96%

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 set out at Item No. 7 of the Notice.

The Board recommends an ordinary resolution as set out at Item No. 7 of the Notice for your approval.

Item No.8:

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.

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 goods, rendering of services, loan and investment, Supply of any goods, Corporate guarantee, commission or any other transactions for business purpose from/to Joint Ventures of JWIL during FY 2023-24 and FY 2024-25 for aggregating up to Rs. 1500 crore and Rs. 2500 crore respectively.
2.	Name of the related party and its relationship	Joint Ventures of JWIL are related party of the Company.
3.	Tenure of the proposed transactions	financial year 2023-24 and financial year 2024-25
4.	Value of the proposed transaction	Rs. 1500 crore during financial year 2023-24 and Rs. 2500 crore during financial year 2024-25
5.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year	Company's Annual Consolidated Turnover: Rs. 1604 Crore

		Proposed transactions value for a financial year: For Financial year 2023-24 – Rs. 1500 Crore For Financial year 2024-25 – Rs. 2500 Crore % of Annual consolidated turnover: For Financial year 2023-24 – 93.52% For Financial year 2024-25 – 155.86%
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	JWIL is engaged in business of water infrastructure and Joint Ventures of JWIL are also in business of similar nature. For the business requirement they have entered into related party transactions on arm's length basis, in ordinary course of business and in the interest of all stakeholders.
8.	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	JWIL annual consolidated turnover: Rs. 950 Crore Proposed transactions value for a financial year: For Financial year 2023-24 – Rs. 1500 Crore For Financial year 2024-25 – Rs. 2500 Crore % of Annual consolidated turnover: For Financial year 2023-24 – 157.89% For Financial year 2024-25 – 263.16%

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 set out at Item No. 8 of the Notice.

The Board recommends an ordinary resolution as set out at Item No. 8 of the Notice for your approval.



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 Infralogistics Limited

Registered Office: - A-1, UPSIDC Industrial Area, Nandgaon Road, Kosi Kalan, 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 Extra Ordinary General Meeting of the company, to be held on the **Friday, 15^h December, 2023 at 12.00 Noon** at A-1, UPSIDC Industrial Area, Nandgaon Road, Kosi Kalan, Mathura, Uttar Pradesh-281403 and at any adjournment thereof in respect of such resolutions as are indicated below:

	Resolution[S]	Vote	
		For	Against
1.	Approval of Material Related Party Transactions between JITF Infralogistics Limited and Its Subsidiaries with Siddeshwari Tradex Private Limited.		
2.	Approval of Material Related Party Transactions between JITF Infralogistics Limited and Its Subsidiaries with Jindal Steel & Power Limited & Its Subsidiaries		
3.	Approval of Material Related Party Transactions between JITF Infralogistics Limited and Its Subsidiaries with JSW Steel Limited & its Subsidiaries.		

4.	Approval of Material Related Party Transactions between JITF Infralogistics Limited and Its Subsidiaries with JITF Commodity Tradex Limited.		
5.	Approval of Material Related Party Transactions between JITF Infralogistics Limited and Its Subsidiaries with SPML Infra Limited & its Subsidiaries.		
6.	Approval of Material Related Party Transactions between JITF Infralogistics Limited and Its Subsidiaries with Jindal Saw Limited & its Subsidiaries		
7.	Approval of Material Related Party Transactions between JITF Infralogistics Limited and Its Subsidiaries with JWIL Infra Limited & its Subsidiaries.		
8.	Approval of Material Related Party Transactions between JITF Infralogistics Limited and Its Subsidiaries with Joint Ventures and/or associates of JITF Infralogistics Limited.		

* Applicable for investors holding shares in Electronic form.

Signed this _____ day of _____, 2023.

Affix revenue stamp of not less than Rs. 1/-
--

Signature of Shareholder

Signature of Proxy Holder

Signature of Shareholder across Revenue Stamp

Notes:-

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.] - 281403

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 Extra Ordinary General Meeting of the Company at A-1, UPSIDC Indl. Area, Nandgaon Road, Kosi Kalan, Distt. Mathura, [U.P.]-281403 on **Friday, 15^h December, 2023 at 12.00 Noon.**

Signature of Shareholder/proxy

*Applicable for investors holding shares in electronic form.



JITF INFRALOGISTICS LIMITED

Route map to the venue of the meeting

