



JTL Infra Limited

(CIN: L27106CH1991PLC011536)

Registered Office: SCF 18-19, First Floor, Sector 28-C, Chandigarh - 160002

Email: finance@jagan.in, Website: www.jtlinfra.com

Phone: 0172-4668000, Fax: 0172-4667111

NOTICE

Notice is hereby given that 28th Annual General Meeting of the members of the Company will be held on Monday, the 30th day of September 2019 at 09:30 A.M. at the CHANDIGARH CLUB (Near CM House), Sector 1, Chandigarh, 160002, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2019 and the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Rakesh Garg (DIN: 00184081), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. To consider and, if thought fit, to pass, with or without modification, the following resolution as an **ORDINARY RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and Companies (Cost Records and Audit) Rules, 2014, including any statutory modification(s) thereto or re-enactment(s) thereof, for the time being in force, the remuneration of M/s Balwinder & Associates, Cost Accountants (Firm Registration Number:000201), appointed by the Board of Directors as the Cost Auditor to conduct the audit of Cost Records maintained by the Company for the financial year 2019-20, at Rs. 30,000/- (Rupees Thirty Thousand only) plus taxes as applicable, and reimbursement of out-of-pocket expenses incurred, be and is hereby ratified.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to file necessary returns/forms with the Registrar of Companies and to do all such acts, deeds and things as may be considered necessary, incidental and ancillary in order to give effect to this Resolution."

4. To consider and, if thought fit, to pass, with or without modification, the following resolution as a **SPECIAL RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of Sections 149 read with Schedule IV and other applicable provisions, if any of the Companies Act, 2013 (**"the Act"**) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, including any statutory modification(s) thereto or re-enactment(s) thereof, for the time being in force, Ms. Preet Kamal Kaur Bhatia (DIN: 07070977), who was appointed as an Independent Director of the Company to hold office for a period of 5 (five) consecutive years up to 12th January, 2020 and, being eligible offered herself for re-appointment, be and is hereby re-appointed as an Independent Director of the Company to hold office for a second term of 5 (five) consecutive years from 13th January, 2020 up to 12th January, 2025.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to file necessary returns/forms with the Registrar of Companies and to do all such acts, deeds and things as may be considered necessary, incidental and ancillary in order to give effect to this Resolution."

5. To consider and, if thought fit, to pass, with or without modification, the following resolution as a **SPECIAL RESOLUTION:**

"RESOLVED THAT in supersession of the earlier resolution passed at the Annual General Meeting of the Company held on 30th September, 2014 authorizing the Board to mortgage/create charge on the assets of the Company and pursuant to the provisions of Section 180(1)(a) and all other applicable provisions of the Companies Act, 2013, and the Rules made thereunder, including any statutory modification(s) thereto or re-enactment(s) thereof, for the time being in force, and in accordance with the Articles of Association of the Company, and subject to such other approvals, consents, sanctions and permissions, as may be necessary, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to pledge, mortgage, hypothecate and/or charge all or any part of the moveable or immovable

properties of the Company and the whole or part of the undertaking of the Company of every nature and kind whatsoever and/or creating a floating charge in all or any movable or immovable properties of the Company and the whole of the undertaking of the Company to or in favour of banks, financial institutions, investors and any other lenders or debenture trustees to secure the amount borrowed by the Company or any third party from time to time for the due payment of the principal and/or together with interest, charges, costs, expenses and all other monies payable by the Company or any third party in respect of such borrowings provided that the aggregate indebtedness secured by the assets of the Company does not exceed Rs. 200 Crores (Rupees Two Hundred Crores) at any point of time.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to file necessary returns/forms with the Registrar of Companies and to do all such acts, deeds and things as may be considered necessary, incidental and ancillary in order to give effect to this Resolution.”

6. To consider and, if thought fit, to pass, with or without modification, the following resolution as a **SPECIAL RESOLUTION**:

“**RESOLVED THAT** in supersession of the earlier resolution passed at the Annual General Meeting of the Company held on 30th September, 2014 authorizing the Board of Directors of the Company to borrow money from banks/financial institutions and pursuant to the provisions of Section 180(1)(c) and all other applicable provisions of the Companies Act, 2013, and the Rules made there under, including any statutory modification(s) thereto or re-enactment(s) thereof, for the time being in force, and in accordance with the Articles of Association of the Company, and subject to such other approvals, consents, sanctions and permissions, as may be necessary, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to borrow from time to time such sum or sums of money from banks/financial institutions or any other person, firms or body corporate, whether by way of cash credit, advance or deposits, loans, debentures or bill discounting or otherwise, whether secured or unsecured, as they may deem fit notwithstanding however, that the total borrowings exceed the aggregate of paid-up capital and free reserves of the company, provided however that the aggregate of amounts so borrowed and outstanding at any one time (apart from temporary loans obtained from the company’s bankers in the ordinary course of business) shall not exceed an amount of Rs. 200 Crores (Rupees Two Hundred Crores) exclusive of interest.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to file necessary returns/forms with the Registrar of Companies and to do all such acts, deeds and things as may be considered necessary, incidental and ancillary in order to give effect to this Resolution.”

7. To consider and, if thought fit, to pass, with or without modification, the following resolution as a **SPECIAL RESOLUTION**:

“**RESOLVED THAT** pursuant to the provisions of Section 186 and all other applicable provisions, if any, of the Companies Act, 2013 (**‘the Act’**) read with the Companies (Meetings of

Board and its Powers) Rules, 2014, including any statutory modification(s) thereto or re-enactment(s) thereof, for the time being in force, and subject to such other consents, permissions, approvals, as may be required in that behalf, the approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company to (i) give any loan to any person or other body corporate; (ii) give any guarantee or provide any security in connection with a loan to any other body corporate or person and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, as they may in their absolute discretion deem beneficial and in the interest of the Company, subject however that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed a sum of Rs. 100 Crores (Rupees One Hundred Crores only) over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more, as prescribed under Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to file necessary returns/forms with the Registrar of Companies and to do all such acts, deeds and things as may be considered necessary, incidental and ancillary in order to give effect to this Resolution.”

8. To consider and, if thought fit, to pass, with or without modification, the following resolution as a **SPECIAL RESOLUTION**:

“**RESOLVED THAT** pursuant to the provisions of Section 185 and all other applicable provisions, if any of the Companies Act, 2013 read with the Companies (Amendment) Act, 2017 and Rules made thereunder, including any statutory modification(s) thereto or re-enactment(s) thereof, for the time being in force, and subject to such other consents, permissions, approvals, as may be required in that behalf, the approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company to advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any entity which is a subsidiary or associate or joint venture of the Company or any other person in whom any of the Directors of the Company is interested/deemed to be interested, up to limits approved by the shareholders of the Company u/s 186 of the Companies Act, 2013, from time to time, in their absolute discretion as may be deemed beneficial and in the interest of the Company, provided that such loans are utilized by the borrowing company for its principal business activities.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to file necessary returns/forms with the Registrar of Companies and to do all such acts, deeds and things as may be considered necessary, incidental and ancillary in order to give effect to this Resolution.”

NOTES

1. The relevant explanatory statement pursuant to Section 102 of the Companies Act, 2013 (the Act) in respect of item no. 3 to 8 of the Notice set out above is annexed herewith.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE "MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A BLANK FORM OF PROXY IS ENCLOSED HERewith AND, IF INTENDED TO BE USED, IT SHOULD BE RETURNED DULY COMPLETED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE SCHEDULED TIME OF THE COMMENCEMENT OF THE MEETING.
3. A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY IN NUMBER AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. HOWEVER, 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. EVERY MEMBER ENTITLED TO VOTE AT THE MEETING, OR ON ANY RESOLUTION TO BE MOVED THEREAT, SHALL BE ENTITLED DURING THE PERIOD BEGINNING 24 HOURS BEFORE THE TIME FIXED FOR THE COMMENCEMENT OF THE MEETING AND ENDING WITH THE CONCLUSION OF THE MEETING, TO INSPECT THE PROXIES LODGED, AT ANY TIME DURING THE BUSINESS HOURS OF THE COMPANY, PROVIDED THAT NOT LESS THAN THREE DAYS NOTICE IN WRITING OF THE INTENTION SO TO INSPECT IS GIVEN TO THE COMPANY.
3. The Share Transfer Books and Register of Members of the Company will remain closed from Tuesday, 24th September, 2019 to Monday, 30th September, 2019 (both days inclusive).
4. Corporate/Institutional Members (i.e., other than Individuals, HUF, NRI etc.) intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting together with the attested specimen signature(s) of the duly authorized representative(s).
5. Shareholders/Proxies are requested to produce at the Registration Counter the attendance slip sent along with the Annual Report 2018-19, duly completed and signed, for admission to the meeting hall. The route map to the AGM venue is enclosed herewith.
6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the meeting.
7. Members holding shares in physical form are requested to notify/send the following to the Registrar & Transfer Agent (RTA) of the Company i.e., Beetal Financial & Computer Services Pvt. Ltd., Beetal House, 99, Madangir, behind Local Shopping Centre, New Delhi – 110062. Tel: (91) 11 29961281-84. Fax: (91) 11 29961284. E-mail: beetal@beetalfinancial.com:
 - i) their bank account details in order to receive payment of dividend through electronic mode,
 - ii) their email id, in case the same have not been sent earlier, for the purpose of receiving the communication electronically,
 - iii) any change in their address/e-mail id/ECS mandate/ bank details,
 - iv) share certificate(s), held in multiple accounts in identical names or joint accounts in the same order of names, for consolidation of such shareholding into one account.
8. Members holding shares in Dematerialized form are requested to notify to their Depository Participant:
 - i) Their email id.
 - ii) All changes with respect to their address/ email id/ ECS mandate/ bank details.
9. Kindly note that as per Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'Listing Regulations') it is mandatory for the Company to print the bank account details of the investors in dividend payment instrument. Hence, you are requested to register/ update your correct bank account details with the Company/ RTA/Depository Participant, as the case may be.
10. As per Listing Regulations, for securities market transactions and/or for off-market or private transactions involving transfer of shares in physical form, the transferee(s) as well as transferor(s) (including joint holders) shall furnish copy of PAN card to the Company for registration of such transfer of securities. Accordingly, all the shareholders/ transferor(s) / transferee(s) of shares (including joint holders) in physical form are requested to furnish a certified copy of their PAN Card to the Company/ RTA while transacting in the securities market including transfer, transmission or any other corporate action.
11. All the documents referred to in the accompanying notice are open for inspection at the Registered Office of the Company on all working days (except Saturdays, Sundays and Public holidays) between 11.00 am to 1.00 pm up to the date of AGM and copies thereof are also available at Company's Registered office. These documents along with the Register of Directors and Key Managerial

However, in case of non-receipt of attendance slip, members may download the same from Company's website www.jtlinfra.com or write to the Company at its Registered Office for issuing the duplicate attendance slip.

Personnel & their shareholding and the Register of Contracts & Arrangements in which Directors are interested shall be open for inspection at the meeting to any person having right to attend the meeting.

His shareholding in the Company: 14,18,700 equity shares
Relationship with others Directors: Promoter Director
Chairperson of Board Companies: Nil
Member of the Board Committees in any other Listed Company: Nil

12. The Securities and Exchange Board of India (SEBI) vide its Circular dated 20th April, 2018 has mandated the submission of Permanent Account Number (PAN) and Bank Account Details by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN and Bank Details to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form are requested to notify/send their PAN and Bank Details to the Company or Registrar and Transfer Agent of the Company i.e., Beetal Financial & Computer Services Pvt. Ltd., Beetal House, 99, Madangir, behind Local Shopping Centre, New Delhi – 110062. Tel: (91) 11 29961281-84. Fax: (91) 11 29961284. E-mail: beetal@beetalfinancial.com

13. Members holding shares in physical form and desirous of making a nomination or cancellation/ variation in nomination already made in respect of their shareholding in the Company, as permitted under Section 72 of the Act, are requested to submit to the RTA of the Company the prescribed Form SH.13 for nomination and Form SH.14 for cancellation/ variation, as the case may be. Members holding shares in Demat mode may contact their respective Depository Participant for availing this facility.

14. 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 share certificates to M/s Beetal Financial & Computer Services Pvt. Ltd. for consolidation into a single folio.

15. Under Section 124 of the Companies Act, 2013, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the Investor Education and Protection Fund (IEPF), constituted by the Central Government.

16. Additional information on Directors recommended for appointment/ re-appointment as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015 is given as under:-

i) Mr. Rakesh Garg

Mr. Rakesh Garg is the Whole-Time Director in the Company and one among the Promoter Directors. He is well educated. Under his leadership Company is progressing day by day. Having more than 20 years of experience in the Steel Industries, he helps the Company in all critical situations. Mr. Garg also has rich experience in various areas of business and operations.

Directorship in other Companies:-

- a) M/s Chetan Industries Limited
- b) M/s Himani Steels Private Limited
- c) M/s.JTL Real Estate Private Limited

ii) Ms. Preet Kamal Kaur Bhatia

Preet Kamal Kaur Bhatia, daughter of Mr. Dalip Singh Bajaj, resident of House No- 152, Golden Avenue, Near Har Krishan Public School, Amirtsar, Punjab.

Directorship in other Companies:-

- a) M/s Chetan Industries Limited

Her shareholding in the Company: Nil
Relationship with others Directors: Not related
Chairperson of Board Companies: 04
Member of the Board Committees in any other Listed Company: Nil

17. Important communication – Support Green Initiative

Securities and Exchange Board of India (SEBI) & Ministry of Corporate Affairs (MCA) is promoting electronic communication as a contribution to greener environment. Accordingly, as a part of green initiative soft copy of the Annual Report 2018-19 is being sent to all the members whose email address(es) are registered with the Company/Depository Participant(s) unless any member has requested for a hard copy of the same. Further, in accordance with Listing Regulations and Section 136 of the Companies Act, 2013 including Rules made thereunder, hard copy of Abridged Annual Report 2018-19 is being sent to all other members who have not registered their email address(es).

Members, who have not yet registered their email address with the Company/RTA/Depository Participant, are requested to do the same at the earliest by sending an e-mail at finance@jagan.in to the Company. Members can also register their email address along with attendance slip at the Registration Counter at the AGM. Members holding shares in Dematerialized form are requested to register their email address with their Depository Participant only. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon receipt of request for the same, free of cost.

Further, please note that if there is any change in the email address registered with us, you are requested to update the same with your Depository Participants (in case of shares held in Demat mode) and by sending an email to us at finance@jagan.in (in case of shares held in physical form)

18. The Notice of 28thAGM and the Annual Report 2018-19 will also be available on the Company's website www.jtlinfra.com for download by the members. The Notice of AGM will also be available on the website of CDSL at www.evotingindia.com. Physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during business hours.

19. Voting through electronic means:-

In terms of the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment, Rules 2015, and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company is pleased to offer

e-voting facility as an alternate to all its Members to enable them to exercise their right to vote by electronic means. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited ("CDSL") for providing e-voting facility to enable the shareholders to cast their votes electronically.

The process and manner for voting by electronic means and the time schedule including the time period during which the votes may be casted are as under:-

- (i) The voting period begins from Friday on 27.09.2019 at 09.00 A.M and ends on Sunday 29.09.2019, at 05.00 P.M. During this period shareholder of the Company, holding shares either in physical form or in Dematerialized form, as on the cut-off date 23.09.2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Facility for voting through ballot/ polling paper shall also be made available at the AGM and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right to vote at the meeting.
- (iii) The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again. In case vote is cast by both the modes, then vote casted by e-voting shall prevail.
- (iv) The Board of Directors have appointed M.R. Chechi & Associates, as the Scrutinizer, for conducting the voting/poll and remote e-voting process in a fair and transparent manner.
- (v) Members are requested to carefully read the instructions for remote e-voting before casting their vote. A person who is not a member as on the cut-off date should treat this notice for information purposes only.
- (vi) The procedure and instructions for remote e-voting is as under:-
 - a) Log on to the e-voting website www.evotingindia.com
 - b) Click on "Shareholders" tab.
 - c) Now, select the "JTL INFRA LIMITED" from the drop down menu and click on "SUBMIT"
 - d) Now Enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - e) Next enter the Image Verification as displayed and Click on Login.
 - f) If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
 - g) If you are a first time user follow the steps given below:

| For Members holding shares in Demat Form and Physical Form | |
|---|--|
| PAN | <p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both Demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 **then enter RA00000001 in the PAN field. |
| Dividend Bank Detail OR Date of Birth DOB | <p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your Demat account or in the company records in order to login. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv)</p> |

- h) After entering these details appropriately, click on "SUBMIT" tab.
- i) Members holding shares in physical form will then reach directly to the Company selection screen. However, members holding shares in Demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the Demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- j) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- k) Click on the EVSN <190829019> for the relevant JTL INFRA LIMITED on which you choose to vote.
- l) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- m) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

- n) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- o) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- p) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- q) If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- r) **Shareholders may also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- s) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- t) Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. 23.09.2019 may obtain the login ID and password by sending a request at evoting@cdsl.co.in or beetalrta@gmail.com. However, if you are already registered with CDSL for remote e-voting then you can use your existing ID and password for casting your vote. If you forget your password, you can reset your password by using "Forget user details/password" option available on www.evoting.cdsl.com or write an email to helpdesk.evoting@cdslindia.com
- u) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com
- v) In case of members receiving the physical copy, please follow all steps from sl. no. (a) to sl. no. (u) Above to cast vote.
- (vii) The voting period begins on Friday, 27th September, 2019 at 09:00 a.m. and ends on Sunday, 29th September, 2019 at 5:00 p.m., During this period shareholders' of the Company, holding shares either in physical form or in Dematerialized form, as on the cut-off date (record date) of 23rd September, 2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

By Order of the Board of Directors
JTL Infra Limited

Mohinder Singh
Company Secretary
A-21857

Place: Chandigarh
Date: 29/08/2019

EXPLANATORY STATEMENT UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013

For Item No. 3

According to the provisions of Section 148(3) of Companies Act 2013, cost audit shall be conducted by Cost Accountant in Practice who shall be appointed by the Board on such remuneration as determined by the members in such a manner as may be prescribed.

In accordance with the Rule 14 of the Companies (Audit and Auditor) Rules, 2014, in case of the Companies which are required to constitute Audit Committees, the Board shall appoint an Individual who is a Cost Accountant in Practice or Firm of Cost Accountant in Practice, as Cost Auditor on recommendation of Audit Committee who shall also recommend the remuneration of Cost Auditor.

The remuneration recommended by Audit Committee shall be Considered and approved by Board of Directors and ratified subsequently by Shareholders.

The Board of Directors on recommendation of Audit committee on 29th July 2019, appointed M/s. Balwinder & Associates as cost auditors of the company for the FY 2019-20. It is intimated that there is no change in the appointment of cost auditors from the previous year.

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

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

For Item No. 4

Ms. Preet Kamal Kaur Bhatia (DIN: 07070977), was appointed as Independent Director on the Board of the Company pursuant to the provisions of Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the erstwhile Clause 49 of the Listing Agreement with the stock exchanges. She holds office as Independent Director of the Company up to 12th January, 2020 ("first term" in line with the explanation to Sections 149(10) and 149(11) of the Act). The Nomination and Remuneration Committee of the Board of Directors, on the basis of the report of highly satisfactory performance evaluation of Ms. Preet Kamal Kaur Bhatia as an Independent Director, has recommended her re-appointment as an Independent Director for a second term of 5 (five) consecutive years on the Board of the Company.

The Board, based on the performance evaluation of Ms. Preet Kamal Kaur Bhatia, Independent Director and as per the recommendation of the Nomination and Remuneration Committee, considers that, given her background and experience and contributions made by her during her tenure, the continued association of Ms. Preet Kamal Kaur Bhatia would be beneficial to the Company and it is desirable to continue to avail her services as an Independent Director. Accordingly, it is proposed to re-appoint Ms. Preet Kamal Kaur Bhatia (DIN: 07070977) as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company.

Section 149 of the Act and provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") inter alia prescribe that an

independent director of a Company shall meet the criteria of independence as provided in Section 149(6) of the Act. Section 149(10) of the Act provides that an independent director shall hold office for a term of up to five consecutive years on the Board and shall be eligible for re-appointment on passing a special resolution by the Company and disclosure of such appointment in its Board's report.

Section 149(11) provides that an independent director may hold office for up to two consecutive terms. Ms. Preet Kamal Kaur Bhatia, is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given her consent to act as Director. The Company has also received declarations from Ms. Preet Kamal Kaur Bhatia, that she meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the Listing Regulations. In the opinion of the Board, Ms. Preet Kamal Kaur Bhatia fulfils the conditions for appointment as Independent Director as specified in the Act and the Listing Regulations. Ms. Preet Kamal Kaur Bhatia is independent of the management. Further, the appointee is not debarred from holding the office of Director pursuant to any SEBI Order.

Copy of draft letters of appointment of Ms. Preet Kamal Kaur Bhatia setting out the terms and conditions of appointment are available for inspection by the members at the registered office of the Company. Ms. Preet Kamal Kaur Bhatia is interested in the resolution set out at Item No. 3 of the Notice with regard to her re-appointment.

None of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution except Ms. Preet Kamal Kaur Bhatia. This statement may also be regarded as an appropriate disclosure under the Listing Regulations.

The Board recommends the Special Resolution set out at Item No. 4 of the Notice for approval by the Members. A brief profile and additional information as required to be provided pursuant to the requirements of Regulation 36 of Listing Regulations and Secretarial Standard on General Meetings (SS-2), in respect of the all the Directors seeking appointment / re-appointment / revision in remuneration at the Annual General Meeting, is provided at point no. 18 of notes to the Notice and forms part of the Statement.

For Item No. 5 & 6

In accordance with the provisions of Section 180(1)(a) and 180(1)(c) of the Companies Act, 2013, the following powers can be exercised by the Board of Directors with the consent of the company by a Special Resolution:

- To pledge, mortgage, hypothecate and/or charge all or any part of the moveable or immovable properties of the Company and the whole or part of the undertaking of the Company;
- To borrow money, where the money to be borrowed, together with the money already borrowed by the Company will exceed the aggregate of the Company's paid-up share capital and free reserves and securities premium, apart from temporary loans obtained from the company's bankers in the ordinary course of business, except.

The Board is of the view that in order to further expand the business activities of the Company and for meeting the expenses for capital expenditure, the Company may be further required to borrow money, either secured or unsecured, from the banks/financial institutions/other body corporate, from time to time, and to pledge, mortgage, hypothecate

and/or charge any or all of the movable and immovable properties of the Company and/or whole or part of the undertaking of the Company.

The Board of Directors of the Company proposes to increase the limits to borrow money upto Rs. 200 Crores (two hundred crores) and to secure such borrowings by pledging, mortgaging, hypothecating the movable or immovable properties of the Company amounting up to Rs. 200 Crores (two hundred crores).

It is, therefore, required to obtain fresh approval of members by Special Resolution under Sections 180(1)(a) and 180(1)(c) of the Companies Act, 2013, to enable the Board of Directors to borrow money in excess of the aggregate of the paid up share capital and free reserves of the Company and to create charge on the assets over the Company under the Companies Act, 2013.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the said resolutions.

The Board recommends the Special Resolution set out at Item No. 5 & 6 of the Notice for approval by the Members.

For Item No. 7

Pursuant to the provisions of Section 186(2) of the Companies Act, 2013 ('Act'), the Company shall not directly or indirectly: -

- (a) give any loan to any person or other body corporate;
- (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and
- (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is higher.

Pursuant to the provisions of Section 186(3) of the 'Act', where the giving of any loan or guarantee or providing any security or the acquisition of securities exceeds the limits specified in Section 186(2) of the 'Act', prior approval by means of a Special Resolution passed at a General Meeting is necessary. In terms of Rule No.11(1) of the Companies (Meeting of Board and its Powers) Rules ('Rules'), where a loan or guarantee is given or security has been provided by a company to its wholly-owned subsidiary or a joint venture, or acquisition is made by a holding company, by way of subscription of securities of its wholly-owned subsidiary, the requirement of Section 186(3) of the 'Act' shall not apply, however it will be included for the purpose of overall limit. In the normal course of business, the Company may be required to give loans or guarantees or make investments in excess of the limits specified in Section 186(2) of the 'Act'.

Accordingly, it is proposed to seek prior approval of Members vide an enabling Resolution to provide loans, guarantees and make investments up to a sum of Rs. 100 crores (one hundred crores) over and above the aggregate of free reserves and securities premium account of the Company at any point of time.

None of the Directors or Key Managerial Personnel of the Company (including relatives of Directors and Key Managerial Personnel) is in any way, whether financially or otherwise, concerned or interested, in the said resolution.

The Board of Directors recommends the Special Resolution as set out at Item No. 7 of the Notice for approval by the members.

For Item No. 8

As per the provisions of Section 185 of the Companies Act, 2013, no company shall, directly or indirectly, advance any loan including any loan represented by a book debt, to any of its Directors or to any other person in whom the Director is interested or give any guarantee or provide any security in connection with any loan taken by him or such other person. However, in order to promote ease of doing business, the entire Section 185 of the Companies Act, 2013 has been substituted vide Companies (Amendment) Act, 2017 and the same was notified by the Ministry of Corporate Affairs on 7th May, 2018

In terms of the amended Section 185 of the Act, a company may advance any loan, including any loan represented by a book debt, to any person in whom any of the Directors of the Company is interested or give any guarantee or provide any security in connection with any loan taken by any such person, subject to the condition that approval of the shareholders of the Company is obtained by way of passing a Special Resolution and requisite disclosures are made in the Explanatory Statement. The management is of the view that the Company may be required to invest surplus funds, if available in its wholly owned subsidiary Companies or to any other body corporate(s) in which the Directors of the Company are interested, as and when required. Hence, as an abundant caution, the Board decided to seek approval of the shareholders pursuant to the amended provisions of Section 185 of the Act to advance any loan, including any loan represented by book debt, to its subsidiary company(ies) (Indian or overseas) or other body corporate(s) in whom any of the Directors of the Company is interested or to give guarantee or provide any security in connection with any loans/ debentures / bonds etc. raised by its subsidiary company(ies) (Indian or overseas) or other body corporate(s) in whom any of the Directors of the Company is interested up to an aggregate amount of approved by the shareholder of the Company under Section 186 of the Company Act, 2013 over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more.

The Board of Directors recommends resolution as set out in item No. 8 for approval of the members of the Company by way of passing a Special Resolution.

None of the Directors, Key Managerial Personnel of the Company or their relatives or any of other officials of the Company as contemplated in the provisions of Section 102 of the Companies Act, 2013 is, in any way, financially or otherwise, concerned or interested in the resolution.

By Order of the Board of Directors
JTL Infra Limited

Mohinder Singh
Company Secretary
A-21857

Place: Chandigarh
Date: 29/08/2019

ROUTE MAP OF THE AGM VENUE:

VENUE: CHANDIGARH CLUB, SECTOR 1 CHANDIGARH

DATE & TIME: MONDAY SEPTEMBER 30, 2019 AT 9:30 A.M.



From Chandigarh International Airport to Chandigarh Club



From Chandigarh Bus Stand 43 to Chandigarh Club



JTL Infra Limited

(CIN: L27106CH1991PLC011536)

Registered Office: SCF 18-19, First Floor, Sector 28-C, Chandigarh - 160002

Email: finance@jagan.in, Website: www.jtlinfra.com

Phone: 0172-4668000, Fax: 0172-4667111

ATTENDANCE SLIP

(To be presented at the entrance)

Folio No: _____ DP ID No: _____ Client Id No: _____

No. of Shares _____

Name of the Member: _____, Signature: _____

Name of the Proxy Holder: _____, Signature: _____

I, hereby record my presence at the 28th Annual General Meeting at Chandigarh

Signature of Member/ Proxy



JTL Infra Limited

(CIN: L27106CH1991PLC011536)
Registered Office: SCF 18-19, First Floor, Sector 28-C, Chandigarh - 160002
Email: finance@jagan.in, Website: www.jtlinfra.com
Phone: 0172-4668000, Fax: 0172-4667111

PROXY FORM

(Pursuant to Section 105(6) of the Companies Act 2013)

Name of the Member(s): _____

Registered Address: _____

E-mail ID: _____

Folio No./ Client ID: _____

DP ID: _____

I/We, being the member(s) of the company holding _____ shares of the above-named Company, hereby appoint

Name: _____, Email: _____

Address: _____,

Signature _____ Or falling him/her

Name: _____, Email; _____

Address: _____,

Signature _____.

as my/our proxy to attend and vote (on a Poll) for me/us and on my/our behalf at the 28th Annual General Meeting of the Company, to be held on Monday, September 30, 2019, at 9:30 A.M at the CHANDIGARH CLUB (Near CM House), Sector 1, Chandigarh, 160001 and at any adjournment thereof in respect of such resolutions as are indicated below

Ordinary Businesses :

| Sr. No. | Mark (√) | Resolutions |
|---------------------------|----------|---|
| Ordinary Business: | | |
| 1. | | To receive, consider and adopt the Audited Financial Statements (Standalone) of the Company for the Financial Year ended 31 st March, 2019 and the Reports of the Board of Directors and Auditors thereon. |
| 2. | | To appoint a Director in place of Mr. Rakesh Garg (DIN: 00184081), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment |
| Special Business: | | |
| 3. | | To approve reappointment of Ms. Preet Kamal Kaur Bhatia, independent director |
| 4. | | To accord remuneration and ratify the appointment of M/s Balwinder & Associates, Cost accountants as cost auditor of the company for the financial year 2019-2020. |
| 5. | | To approve mortgage assets of the Company under Section 180 (i)(a) |
| 6. | | To approve borrowing limits of the Company under Section 180 (1) (c) |
| 7. | | To approve limits for investments/loans under Section 186 of the Company Act, 2013 |
| 8. | | To approve limits of loans, investments, guarantees or security under section 185 of the Companies Act, 2013 |

Signed this _____ day of _____ 2019

Affix
Revenue
Stamp

Signatures of the Shareholder

Signatures of the Proxy

This form of proxy 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 commencement of the Meeting.
