

JTL Infra Limited

(CIN: L27106CH1991PLC011536)

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

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

Phone: 0172-4668000, Fax: 0172-4667111

NOTICE

Notice is hereby given that 27th Annual General Meeting of the members of the Company will be held on Saturday, the 29th day of September 2018 at 11.00 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 Financial Statements (Standalone) of the Company for the Financial Year ended 31st March, 2018 and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Vijay Singla (DIN: 00156801), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.
3. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act 2013 and the Rules made thereunder, as amended from time to time, M/s Suresh K Aggarwal & Co, Chartered Accountants (FRN: 021129N) be and is hereby appointed as the Statutory Auditors of the Company, to hold office for a period of five year from the conclusion of this annual general meeting till the conclusion of 32nd annual general meeting (i.e for the Financial Year 2018-19 to Financial Year 2022-23), on a remuneration that may be determined by the Audit Committee in consultation with the auditors, and that such remuneration may be paid on a progressive billing basis.”

“RESOLVED FURTHER THAT any Director 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, proper and expedient to give effect to this Resolution.”

SPECIAL BUSINESS:

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) thereto or re-enactment(s) thereof, for the time being in force), Mr. Bhupinder Nayyar (DIN: 06790358), who was appointed by the Board of Directors as an Additional Director (Independent) of the Company with effect from May 17, 2018 and who holds office up to date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company for a period of 5 (Five) years with effect from May 17, 2018 and whose office shall not be liable to retire by rotation.”

“RESOLVED FURTHER THAT any Director 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, proper and expedient to give effect to this Resolution.”

5. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and other applicable provisions, if any, consent of the members be and is hereby accorded for continuation of Directorship of Mr. Mithan Lal Singla (DIN: 00156885), who holds office as the Non-Executive (Non-Independent) Director of the Company, notwithstanding the fact that he has attained the age of 75 years.”

“RESOLVED FURTHER THAT any Director 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, proper and expedient to give effect to this Resolution.”

6. To consider and if thought fit, to pass/ratify, with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT in accordance with the provisions of Regulation 73(1)(e) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 and in accordance with the approval of the shareholders by way of Special Resolution passed through Postal Ballot for the issue of 12,00,000 fully convertible warrants on preferential basis to the persons belonging to promoter, promoter group and non-promoter category as detailed in the Postal Ballot Notice dated March 7, 2018, the disclosure of ultimate beneficiary of a non-promoter allottee viz. BLP Equity Research Private Limited in the said issue of 12,00,000 fully Convertible Warrants, which was originally required to be disclosed to the members in the Postal Ballot Notice dated March 7, 2018, but which is disclosed in the Notice of this Annual General Meeting be and is hereby ratified and confirmed.”

“RESOLVED FURTHER THAT the consent of the members of the Company be and is hereby accorded to the said issuance of 12,00,000 Fully Convertible Warrants which was originally approved by way of Special Resolution through Postal Ballot Notice dated March 7, 2018 notwithstanding the fact that the disclosure of ultimate beneficiary of a non-promoter allottee viz BLP Equity Research Private Limited was not given in the said notice of Postal Ballot.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose and to delegate all or any of the powers herein conferred by above resolutions to any Director or any other executive(s) / officer(s) of the Company or any other person as the Board at its discretion deem appropriate, to do all such acts, deeds, matters and things as also to execute such documents, writings, etc. as may be necessary to give effect to the aforesaid resolution.”

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

“RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any of the Companies Act, 2013 and the Rules made thereunder (including any Statutory modification(s) thereto or re-enactment thereof, for the time being in force), consent of the members of the Company be and is hereby accorded for the payment of remuneration of Rs. 25,000/- (Rupees Twenty Five Thousand only) plus applicable taxes and out of pocket expenses to M/s Balwinder and Associates, Cost Auditors, appointed by the Board of Directors as Cost Auditors for conducting the audit of cost records of the Company for the Financial Year ending 31st March 2019.”

“RESOLVED FURTHER THAT any Director 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, proper and expedient 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. 4 to 7 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.
4. 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.
5. The Share Transfer Books and Register of Members of the Company will remain closed from Monday, 24th September, 2018 to Saturday, 29th September, 2018 (both days inclusive).
6. 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).
7. Shareholders/Proxies are requested to produce at the Registration Counter the attendance slip sent along with the Annual Report 2017-18, duly completed and signed, for admission to the meeting hall. The route map to the AGM venue is enclosed herewith.

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

8. 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.
9.
 - A) 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.
 - B) 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.
 - C) 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 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.
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. Vijay Singla

Mr. Vijay Singla is the Whole-Time Director in the Company and one among the Promoter Directors. He is graduate by qualification. Under his leadership Company achieved the Maximum sale in the relevant previous year.

Having more than 30 year of experience in the Steel Industries, he helps the Company in all critical situations. Mr. Vijay Singla also has rich experience in various areas of business, technology, operations etc.

Directorship in other Companies:-

- a) M/s Chetan Industries Limited
- b) M/s Mirage Infra Limited

His shareholding in the Company: 14,67,600 equity shares

Relationship with others Directors: Promoter Director

Chairperson of Board Companies: Nil

Member of the Board Committees in any other Listed Company: Nil

ii) Mr. Bhupinder Nayyar

Mr. Bhupinder Nayyar was appointed as the Additional Independent Director of the Company and hold office upto ensuing Annual General Meeting in terms of Section 161(1) of the Companies Act 2013.

He is M.Com from Delhi School of Economics, University of Delhi, LLB from Law Centre, University of Delhi, CAIB from Indian Institute of Bankers, Mumbai.

He is having more than 35 years of vast exposure in Banking Industry in different areas of its operation, which includes overseeing of various Zones across the Country and overseas assignment.

Age: 63 Years

Directorship in other Companies:-

- a) M/s Amir Chand Jagdish Kumar (Exports) Limited
- b) M/s Pooja Finelease Limited

His Shareholding in the Company: Nil

Relationship with other Directors: None

iii) Mr. Mithan Lal Singla:

He was senior most Promoter Director on the Board of the Company and serving in the Company since its incorporation and has overall experience of more than 50 years. His experience helps the Company in decision making in Complex Situation.

Directorship in other Companies:-

- a) Jagan Industries Pvt Ltd
- b) Chetan Industries Limited

Chairperson of Board Companies: Nil

Member of the Board Committees in any other Listed Company: Nil

Shareholding in the Company: 596700 equity shares

Relationship with other Directors: Promoter Director

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 2017-18 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 2017-18 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 27thAGM and the Annual Report 2017-18 will also be available on the Company's website www.jaganinternational.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 Wednesday on 26.09.2018 at 09.00 A.M and ends on Friday on 28.09.2018, 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 22.09.2018, 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 Mr. Mast Ram Chechi, Company Secretary in whole time practice, 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	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • 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	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)

- 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 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. 22.09.2018 may obtain the login ID and password by sending a request at evoting@cdsl.co.in or beetalra@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 Wednesday, 26th September, 2018 at 09:00 a.m. and ends on Friday, 28th September, 2018 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 Saturday, 22nd September, 2018, 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
Sd/-
Neeraj Kaushal
Company Secretary
A42650

Place: Chandigarh
Date: 04/09/2018

EXPLANATORY STATEMENT UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013**ITEM NO. 4**

In accordance with the provisions of Section 149 read with Schedule IV to the Companies Act, 2013, appointment of an Independent Director requires approval of members in their general meeting. Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors appointed Mr. Bhupinder Nayyar (DIN: 06790358) as an Additional (Independent) Director of the Company, effective from May 17, 2018.

The appointment of Mr. Bhupinder Nayyar, shall be effective upon approval of the members in their general meeting.

Mr. Bhupinder Nayyar is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Company has received a declaration from Mr. Bhupinder Nayyar that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). In the opinion of the Board, Mr. Bhupinder Nayyar fulfils the conditions for his appointment as an Independent Director as specified in the Act and the Listing Regulations. Mr. Bhupinder Nayyar is independent of the management and possesses appropriate skills, experience and knowledge.

Details of Mr. Bhupinder Nayyar are provided in the Notes to the Notice pursuant to the provisions of (i) the Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Copy of draft letter of appointment of Mr. Bhupinder Nayyar setting out the terms and conditions of appointment is available for inspection by the members at the registered office of the Company.

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.

This statement may also be regarded as an appropriate disclosure under the Listing Regulations.

In the opinion of the Board, the appointment of Mr. Bhupinder Nayyar will be in the best interests of the Company and he is eligible to be appointed as an Independent Director hence, the Board commends the Ordinary Resolution for approval by the members.

ITEM NO: 5

Mr. Mithan Lal Singla, is the Non-Executive Director in the Company. He is the Promoter Director of the Company and has experience of more than 50 years in the Steel Industries. He was appointed as the Director so that Company can get the benefit of his vast experience.

SEBI has amended the Listing Regulations, 2015 vide circular dated 9th May 2018 which require appointment/continuance of any Non-Executive Director who has attained the age of 75 Years to be approved by the Shareholders by way of a Special Resolution. Though Mr. Mithan Lal Singla can hold office under the erstwhile resolution, he has attained the age of 75 Years during the term of this appointment. Hence the Special Resolution is placed before the shareholders by way of abundant caution for adoption.

In view of the said provision of SEBI (LODR) Regulations, 2015, the Nomination and Remuneration Committee of the Board discussed the matter and recommended the continuation of Directorship of Mr. Mithan Lal Singla as Non-Executive (Non-Independent) Director of the Company.

Mr. Mithan Lal Singla is expert in his field and his experience and valuable guidance is beneficial to the Company.

The Board based on the recommendation of the Nomination and Remuneration Committee and considering benefits of the expertise of Mr. Mithan Lal Singla has recommended the resolution for approval of shareholders by way of Special Resolution.

None of the Directors, or Key Managerial Personnel of the Company or their relatives except Mr. Mithan Lal Singla himself, is in any way interested or concerned, financially or otherwise in this resolution.

ITEM NO: 6

The issuance of 12,00,000 fully Convertible Warrants on preferential basis to the persons belonging to promoter, promoter group and non-promoter category was approved by the members by way of passing a Special Resolution through Postal Ballot.

In the Postal Ballot Notice dated March 7, 2018 all disclosures as stipulated by the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 and other applicable laws were made and result of postal ballot process was announced on April 7, 2018. However, during the process of obtaining 'In-Principal Approval' from the Stock Exchanges, where the securities of the Company are listed, for the said preferential warrants issue it was observed that details of ultimate beneficiary of a non-promoter allottee viz. BLP Equity Research Private Limited as required to be disclosed in terms of Regulation 73(1)(e) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 were inadvertently left non included in the Postal Ballot Notice. An undertaking was submitted with the Stock Exchanges that the Company shall disclose details of ultimate beneficiary of this non-promoter allottee and shall get it ratified by its members either through Postal Ballot or in General Meeting before seeking the listing approvals of the shares to be issued upon conversion of these warrants.

The Stock Exchanges granted their 'In-Principal Approval' for the said preferential warrants issue in terms of Regulation 28 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 subject to the condition that the Company shall make necessary disclosure and get it ratified by the shareholders.

In due compliance, details of the ultimate beneficiary of a non-promoter allottee viz. BLP Equity Research Private Limited are disclosed herein below:-

Name of the Entity : BLP Equity Research Private Limited
 Registered Office : H-2/78, Sector-16, Rohini, Delhi 110089
 Corporate Identity No. : U74999DL2017PTC310662

Name of the Shareholders	No of Shares held	% to Total Shares
Mr. Rajiv Purohit	100	.001
Mr. Dinesh Pareekh	19,900	.217
Mr. Vikram Sharma	20,000	.218
Mr. Sanjay Kumar Satija	22,500	.245
Ms. Pushp Lata Sharma	25,000	.272
Mr. Rakesh Chand Pareekh	30,000	.327
Dr. Anil Kumar Pareekh	100,000	1.088
M/s Shakti Hotels Pvt. Ltd.	250,000	2.721
Mr. Vikas Gupta	500,000	5.442
M/s. Sanjay Gupta HUF	500,000	5.442
Mr. Anurag Gupta	750,000	8.163
M/s Smridhi Farms Pvt. Ltd.	850,000	9.252
M/s Commercial Advertising & Marketing P. Ltd.	23,90,000	26.014
M/s Securocrop Securities India Pvt. Ltd.	37,30,000	40.598
Total	91,87,500	100.00

Thus, the Board of Directors, in order to comply with the SEBI (ICDR) Regulations, 2009 and condition stipulated by the Stock Exchanges proposes the item No. 6 of the Notice to be passed by the shareholders by way of Special Resolution.

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

ITEM NO: 7

The Board, on the recommendation of the Audit Committee, has approved the appointment of M/S Balwinder & Co., Cost Accountants as a Cost Auditor of the Company to conduct the audit of the cost records of the Company for the financial year ending March 31, 2017 on a remuneration of Rs. 25000/- p.a. in accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rule, 2014, the remuneration payable to the Cost Auditor has to be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at item No. 7 of the Notice for ratification of the remuneration payable to the Cost Auditor for the financial year ending March 31, 2018.

None of the Directors/ Key Managerial Personnel of the Company/ their relative are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the Notice.

By Order of the Board of Directors
JTL Infra Limited
Sd/-
Neeraj Kaushal
Company Secretary
A42650

Place: Chandigarh
Date: 04/09/2018

ROUTE MAP OF THE AGM VENUE:

VENUE: Chandigarh Club, Sector 1 Chandigarh
DATE & TIME: Saturday September 29, 2018 at 11:00 A.M.



From Chandigarh International Airport to Chandigarh Club



From Chandigarh Bus Stand 43 to Chandigarh Club

ATTENDANCE SLIP
(to be presented at the entrance)
JTL Infra Limited

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

No. of Share _____

Name of the Member: _____, Signature: _____

Name of the Proxy Holder: _____, Signature: _____

I, hereby record my presence at the 27th Annual General Meeting at _____

Signature of Member/ Proxy

PROXY FORM
(Pursuant to Section 105(6) of the Companies Act 2013)
JTL Infra Limited
(CIN: L27106CH1991PLC011536)
Registered Office: SCF 18-19, Sector- 28 C, Chandigarh
Email: finance@jagan.in, Website: www.jaganinternational.com
Phone: 0172-4668000, Fax: 0172-4667111

Name of the Member(s): _____

Registered Officer: _____

E-mail ID: _____

Folio No./ Client ID: _____

DP ID: _____

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

Name: _____, Email: _____
Address: _____
Signature _____

Or falling him/her

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 27th Annual General Meeting of the Company, to be held on Saturday, September 29, 2018, at 11:00 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 Business:

- 1. Adoption of the Audited Accounts of the Company for the Financial Year ended 31st March, 2018 and the reports of the Board of Directors' and Auditors' thereon.
- 2. To re-appoint Mr. Vijay Singla who retires by rotation and being eligible, offers himself for re-appointment.

3. To approve the appointment of Suresh K Aggarwal & Co., Chartered Accountants as the Statutory Auditors of the Company for a period of 5 years.

Special Business:

4. To approve the appointment of Mr. Bhupinder Nayyar as an Independent Director of the Company.
5. To ratify the appointment of Mr. Mithan Lal Singla as the Director of the Company.
6. To ratify the resolution passed through postal ballot for the allotment of 12,00,000 fully convertible warrants on preferential basis to the persons belonging to promoter, promoter group and non-promoter category.
7. To ratify the remuneration of M/s Balwinder & Associates, Cost Auditors, of the Company

Signed this _____ day of _____ 2018

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.
