

Transcript of 29th Annual General Meeting of JTL Infra Limited

Mr. Mohinder Singh (Company Secretary)

Good Morning to All of You, I welcome you all on behalf of your company JTL Infra Limited to its 29th Annual General meeting which is being held today through video conferencing Mode. Before I hand over the proceedings to the Chairman to declare the meeting open, I would like to highlight certain points here. The joining to this meeting opened 15 minutes before the scheduled time of the commencement of the meeting, which is 9:15 am and it will remain open for another 15 minutes after the end of the meeting. Members are encouraged to join the meeting through their laptops and headphones for a better experience and use internet with a good speed to avoid any disturbance during the meeting. As mentioned in the notice, the facility of participation at the AGM through video conferencing or other audio/visual means has been made available for 1000 members on first come first serve basis, except for large shareholders, promoters, institutional investors, directors, key-managerial personnel, the chairperson of the audit committee, nomination and remuneration committee, and stakeholders relationship committee as well as the auditors who are allowed to attend the AGM without any restrictions on account of first come first serve basis.

Subsequent to the MCA circular of 8th April 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the body corporate is entitled to appoint authorized representatives to attend the AGM through VC, other audio/video means (OAVM) and participate and cast their votes through e-voting. The registered office of the company situates at Chandigarh shall be deemed as the venue for this AGM and proceedings of the AGM shall be deemed to be made here at SCO 18-19, Sector 28-C, Chandigarh to transact the businesses as mentioned in the notice, the members were provided an opportunity to inspect all documents referred to in the notice and the explanatory statement by writing to the company at its

email ID, i.e., finance@jagan.in till the date of AGM. We have not received requests from any member for registration as a speaker shareholder in the AGM. Non-registered shareholders as speakers who are attending this meeting through VC today are also invited to express their views and raise questions, if they have if any, in the chat box provided. The Chairman would be responding to such queries at the end of the meeting.

With this, I now hand over the proceedings to the Chairman. Thank you.

Mr. Mithan Lal Singla (Chairman)

Good Morning, Ladies and Gentlemen. I welcome you all to the 29th Annual General Meeting of your company. I would like to mention that in view of the massive outbreak of the Covid-19 pandemic, this AGM today has been convened through video conferencing as per MCA guidelines. The quorum being present, I declare the meeting open. The financial highlights and future prospects of the Company will be highlighted by Company's CFO, Mr. Dhruv Singla.

Now I request Company Secretary to proceed for the meeting.

Mr. Mohinder Singh (Company Secretary)

Thank you, Chairman Sir.

Dear Shareholders, as per the provisions of Companies Act 2013 and the SEBI listing regulations, the company has provided facility for voting by electronic means to all its members to enable them cast their votes electronically and the business may be transacted through such e-voting.

For this purpose, the company has tied up with the e-voting system of Central Depository (India) Services Limited for facilitating voting through electronic means as the authorized agency. The company provided remote e-voting facility to all the persons who were members on 23rd September 2020, being the cut-off date to vote on all the 7 resolutions set out in the notice of AGM.

Members attending the AGM today who have not cast their vote by remote e-voting are entitled to exercise their right to vote by e-voting.

M/s. Chechi & Associates Company Secretaries has been appointed by the board as the scrutinizer for e-voting today. The results will be declared on or before 2nd October, 2020 after considering the e-voting done today by members participating in this AGM and also the remote e-voting already done by certain members.

The results along with scrutinizer report shall also be submitted to the stock exchanges, i.e., BSE and MSEI and will also be placed on the website of the company. As the meeting is convened through VC today, resolutions have already been put to vote through remote e-voting and the requirement to propose and second is not applicable.

Introduction of Board of Directors

Mr. Mohinder Singh (Company Secretary)

Now with the permission of Chair, I take this opportunity to introduce Board of Directors and other panelists and invitees.

We are having Mr. Madan Mohan Singla, Managing Director and the promoter director of the Company present at the Registered Office of the Company/through electronic means.

Besides him, from promoter's family we have Mr. Rakesh Garg, who is also a whole time director of the Company present at the Registered Office of the Company/through electronic means.

In addition, we have Ms. Preet Kamal Kaur Bhatia, who is an Independent Director on the Board of the Company and have been entrusted with the responsibility as Chairman of the Audit Committee, Nomination & Remuneration Committee, Stakeholders' Relationship Committee and Corporate Social Responsibility Committee of the Company, present through video conferencing.

We have with us Mr. Bhupinder Nayyar, who is an Independent Director and member of Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee.

I would like to introduce Mr. Sukhdev Raj Sharma who is appointed as an independent director on 30th June, 2020 on the Board of Directors of the

Company is also present through electronic means.

Among the invitees we have Mr. Vijay Singla, Promoter of the Company whose terms as whole time director was expired on 29th May, 2020 and he is not opted for reappointment and was ceased to be promoter director with effect from 30th May, 2020.

Thereafter we would like to introduce Mr. Dhruv Singla, Chief Financial Officer and KMP of the Company present at deemed venue of the meeting i.e. Registered Office of the Company along with me.

In addition, we have as some special invitees/attendees

Mr. Sahil Malhotra from S.V. Associates, the secretarial auditor of the Company for the Financial Year 2019-20 and Mr. Mast Ram from M/s. Chechi & Associates Company Secretaries, we have been appointed by the Board as independent scrutinizer for the purpose of this meeting.

Both are present through electronic mode.

With this, I would like to handover it to Mr. Dhruv Singla, CFO to highlight the financial performance of your Company for the FY 20 and future prospectus of the Company.

Over to Mr. Dhruv Singla.

Mr. Dhruv Singla (Chief Financial Officer)

Good Morning, Ladies and Gentlemen. It gives me immense pleasure to welcome you all to the 29th Annual General Meeting of your company. We, the entire management team of your Company hope that all the shareholders, their family members and other associates are in good health and spirit. We are meeting through electronic means this time in very exceptional circumstances, wherein its being advised to stay at your home as much as you can, avoid meeting in person, ensure social distancing and practice caution. Outbreak of the Covid-19 pandemic has forced the entire world to change the way we use to work, interact and socialize. Keeping distance has become an essential norm. To ensure safety and good health of all the stakeholders, this AGM today has been convened through video conferencing in compliance with the companies act 2013, read with specific

circulars dated 8th April 2020, 13th April 2020 and 5th May 2020 issued by the Ministry of Corporate Affairs, Government of India.

Undeniably this is a tough time not only for businesses and economies but for the entire human race. We have to change the way all use to go about and do business. It has become essential to address the challenge posed by the Covid 19 pandemic.

Humans are the most thoughtful entity on earth who can generate solutions for all seen, unseen problems, though it may take some time. We are confident that very soon us humans will achieve victory over this menace and normalcy will resume.

As far as Company's financial performance in FY 2019-20 is concerned, prima facie looking at the numbers of sale, operating margins, profitability etc. it seems that it was not a great year for the Company.

There is a dip in Company's net sales, from Rs. 321.86 cores in FY 2018-19 to Rs. 229.93 crores in FY20. There is a decrease in EBIDTA from Rs. 24.50 Crores in previous year to Rs.19.16 crores in current fiscal, and consequent deterioration in net profit and EPS.

During FY19-20 before the outbreak of COVID-19 and its adverse impact which was experienced in the last quarter, the other reason for decline in sales and absolute profitability have been abrogation of Article 370 and 35A of Indian Constitution, which resulted into almost negligible supplies to Company's biggest domestic market i.e. the State of Jammu and Kashmir. Second, commissioning of our newly state of art manufacturing facility at Mangaon, Distt Raigad, Maharashtra got delayed for want of certain statutory permissions which not only resulted in short fall of projected sale from that unit but also impacted the overall performance of the Company as in anticipation of Mangaon facility shall be available on schedule, we started modernization and debottlenecking of DeraBassi plant, as a result in first half of the FY19-20, production and sales from Mangaon was almost absent and operational levels of Derabassi plant was on lower levels due to modernization and debottlenecking drive, and as such desired sales could not be achieved.

Then this deadly virus came and changed the entire business dynamics. This Covid-19 pandemic is extraordinary and unprecedented. It has impacted the

world and every country, business and individuals, and your company's performance as well. BUT we have continuously been investing into capacities, capabilities and technology in recent past and are ready with big business plans, our Mangaon Plant with installed capacity of 1 Lac MTPA is one among the best manufacturing plant of India and is ready, another expansion of 50,000MTPA is underway at Mangaon and shall be available in later part of the FY21, we have just commissioned machines to produce Solar Module Mounting Structures at Mangaon, we have concluded modernization and debottlenecking of our Derabassi plant, and with this preparedness we are quite confident to do well in the current Fiscal 21.

Your Company's products are well received in both domestic and exports markets, demand is also picking up day by day as the situation is improving with the passage of time. Then, after the abrogation of Article 370, huge opportunities are awaiting in J&K which will increase demand for the company's products in the region, your Company's products are already have all the requisite approvals and well accepted by the end users, government agencies and international market.

Further, management of your company is in advance stage of discussion with various intermediaries to formulae and implement the management decision for integration of promoter's other businesses into your company. We are expecting this to happen in early second half of the current fiscal itself. This will create huge business synergies and economies of scale which will eventually lead to higher sales and higher profitability and earnings per share.

However, considering the overall situations, we remain cautiously optimistic and are focusing on priorities of keeping our businesses on growth path with long term sustainability and that too with great financial discipline.

Before I conclude, I would like to express my gratitude towards all employees, the Board, customers, bankers and vendors who have supported us. Above all, I express my gratitude to the shareholders for their support and trust throughout this journey.

Thanking you.

With this, I hand over to the company secretary to proceed further.

Mohinder Singh (Company Secretary)

Thank you, Sir. Now I would like to inform the shareholders that e-voting facility will open for further 15 minutes to facilities that shareholders who could not cast their vote during e-voting period.

With this, I would like to conclude this Annual general Meeting. Thanks to all the Board Members and the Shareholders for attending this Virtual Annual General Meeting of the Company.

Thanks everyone and wish you all good health.