

Ref.: JTL/CHD/SE/2020-21/022

Date: 8th September, 2020

Corporate Relationship Department,
BSE Limited,
25th Floor, P.J. Towers,
Dalal Street,
Mumbai-400 001.

Corporate Relationship Department,
Metropolitan Stock Exchange of India Ltd.
4th floor, Vibgyor tower, Opposite Trident Hotel,
Bandra-Kurla Complex
Mumbai-400 098.

BSE Scrip Code: 534600

MSEI Symbol: JTLINFRA

Sub: Notice of Annual General Meeting, Intimation of Annual Book Closure and E-Voting Schedule.

Dear Sir,

Pursuant to Regulation 30 and other applicable provisions of SEBI (LODR) Regulations, 2015 read with SEBI Circular no SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 and in pursuance of Ministry of Corporate Affairs ("MCA") General Circular No. 20/2020 dated 5th May, 2020, this is to inform you that 29th Annual General Meeting of the Company will be held on Wednesday , 30th September, 2020 at 9:30 A.M. through video conferencing (VC)/ Other Audio Visual Means (OAVM). A detailed notice of AGM alongwith explanatory statement is enclosed.

We also wish to inform you that the Register of Members and Share Transfer Books of the Company will remain closed from 24th September to 30th September, 2020.

Pursuant to the provisions of section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is provide e-voting facility offering "remote e-voting facility to its members holding shares on cut-off date i.e. 23rd September, 2020 to exercise their right to vote by electronic means on all or any of the business specified in the notice of convening the AGM. The e-voting period commence on 27th September, 2020 at 9:00 A.M. and ends on 29th September, 2020 at 5:00 P.M. Members present at the meeting through VC/OAVM facility who had not cast their votes on the resolutions through remote e voting and otherwise not barred from doing so, shall also be eligible to vote through e-voting system during AGM. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide the e-voting facility.

You are requested please take note of above information and display the same on the exchange website.

Thanking You,
Yours Sincerely,

For JTL Infra Limited

Mohinder Singh
Company Secretary



NOTICE

Notice is hereby given that Twenty Ninth ('29th') Annual General Meeting of the members of **J T L Infra Limited** ('Company') will be held on Wednesday, 30th September, 2020 at 09.30 A.M. through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM') facility, to transact following business:-

ORDINARY BUSINESS:

Item No. 1:

Adoption of Audited Financial Statements

To receive, consider and adopt the Financial Statements of the Company for the year ended 31st March, 2020 including the audited Balance Sheet as at 31st March, 2020, the Statement of Profit and Loss with Cash Flow Statement for the year ended on that date and the reports of the Board of Directors ('the Board') and Auditors' thereon.

Item No. 2:

Appointment of Director retiring by rotation

To appoint a direct in place of Shri Madan Mohan Singla (DIN: 00156668), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

Item No.3:

To re-appointment of Shri Madan Mohan Singla (DIN: 00156668) as a Managing Director of the Company

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 SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Sections , 196, 197 and 203 read with Schedule V and Article of Association of the Company as amended from time to time and all other applicable provisions of the Companies Act 2013 and the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (Including any statutory modification or reenactment(s) thereof for the time being in force), and based on the recommendation of Nomination and Remuneration Committee and subject to such sanctions as may be necessary, the consent of the members be and is hereby accorded, to approve the terms of re-appointment and remuneration of Mr.

Madan Mohan Singla (DIN: 00156668) as the Managing Director of the Company, for a period of five years with effect from 30th May, 2020 to 29th May, 2025 (both days inclusive) on payment of monthly remuneration of between the range of Rs. 1,50,000 to 5,00,000 per month along with such benefits and on such terms and conditions as set out in the explanatory statement attached to this notice and the Board of Directors be and is hereby authorized to alter and vary such terms and conditions of appointment and remuneration so as to not exceed the limits specified in Schedule V to the Companies Act, 2013, as may be agreed to by the Board of Directors and Mr Madan Mohan Singla.

RESOLVED FURTHER THAT in the event of no profit or the profit of the company is inadequate, during the currency of tenure of managerial personnel, the company may pay remuneration to the managerial remuneration not exceeding the limit under section II of the Schedule V of the Companies Act, 2013 subject to the minimum remuneration as prescribed above including any statutory modifications or re-enactment thereof from time to time as prescribed by the Government.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its committee thereof) and / or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.

Item No.4:

To re-appointment of Mr. Rakesh Garg, (DIN: 00184081) as a Whole Time Director

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 sec 196, 197, 198, 203, Schedule V and any other applicable provisions of the Companies Act, 2013 read with Rule 3 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof), Articles of Association of the Company, and based on the recommendation of Nomination and Remuneration Committee and subject to such sanctions as may be necessary the approval of the members of the company be

and is hereby accorded for the re appointment of Mr. Rakesh Garg (DIN: 00184081), as the Whole Time Director of the Company for a term of five consecutive years with effect from 30th May, 2020 to 29th May, 2025 (both days inclusive) on payment of monthly remuneration of between the range of Rs. 1,50,000 to 5,00,000 per month subject to such periodical increase and on such other terms and conditions as applicable to the other employees of the Company, and the Board of Directors be and is hereby authorized to alter and vary such terms and conditions of appointment and remuneration so as to not exceed the limits specified in Schedule V to the Companies Act, 2013, as may be agreed to by the Board of Directors and Mr. Rakesh Garg.

RESOLVED FURTHER THAT in the event of no profit or the profit of the company is inadequate, during the currency of tenure of managerial personnel, the company may pay remuneration to the managerial remuneration not exceeding the limit under section II of the Schedule V of the Companies Act, 2013 subject to the minimum remuneration as prescribed above including any statutory modifications or re-enactment thereof from time to time as prescribed by the Government.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its committee thereof) and / or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.

Item No: 5

Appointment of Mr. Sukhdev Raj Sharma as an Independent Director (DIN:02135083) of the Company

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing

Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Mr. Sukhdev Raj Sharma (DIN: 02135083) who has been appointed as an Additional Director of the Company by the Board of Directors with effect from w.e.f. 30th June, 2020 in terms of Section 161(1) of the Companies Act, 2013 and Articles of Association of the Company and whose term of office expires at the Annual General Meeting and who has submitted a declaration that he meets the criteria for independence as provided in the Act and Listing Regulations, be and is hereby appointed as an Independent Non-Executive Director of the Company for a consecutive period of 5 years w.e.f from 30th June, 2020 to 29th June, 2025 (both days inclusive).

RESOLVED FURTHER THAT the Board of Directors of the Company (including its committee thereof) and / or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.

Item No: 6

Ratification of Remuneration of Cost Auditor of the Company

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) or re-enactment(s) thereof, for the time being in force), the Company hereby ratifies the remuneration of an amount, not exceeding Rs. 40,000/- (Rupees forty thousand only) plus taxes and reimbursement of out of pocket expenses at actual, if any, incurred in connection with the audit payable to M/s Balwinder & Associates, Cost Accountants (Firm Registration Number:000201) who were appointed by the Board of Directors as Cost Auditors of the Company to conduct cost audit relating to cost records of the Company under the Companies (Cost Records and Audit) Rules, 2015 for the financial year ending 31st March, 2021.



RESOLVED FURTHER THAT the Board of Directors of the Company (including its committee thereof) and / or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

Item No: 7

Members approval for Related Party Transactions under section 188 of the Companies Act, 2013

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

"**RESOLVED THAT** pursuant to Section 188 and other applicable provisions if any, of the Companies Act, 2013, in terms of the Rule 15 of the Companies (Meetings of Board and its Powers) Rule 2014 and also Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to such other Regulations, Guidelines and Laws (including any statutory modifications or re-enactment thereof for the time being in force) and subject to all applicable approvals, permissions and such conditions as may be prescribed by any of the concerned authorities while granting such approvals, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company and for entering into any contracts and/ or arrangements in terms of Section 188 (1) (a) to 188 (1)(g) of Companies Act, 2013 with a related party(s) (as detailed in the Statement annexed to the Notice) within the

meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI Listing Regulations up to a maximum aggregate value of Rs. 220 crore at arm's length basis and in the ordinary course of business, for the Financial Year 2020-21.

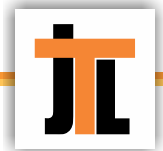
RESOLVED FURTHER THAT the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, including finalizing the terms and conditions, methods and modes in respect thereof and finalizing and executing necessary documents, including contracts, schemes, agreements and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental authorities in this regard and deal with any matters, take necessary steps as the Board may in its absolute discretion deem necessary, desirable or expedient to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Director(s) or Chief Financial Officer or Company Secretary or to any other Officer(s)/Authorized Representative(s) of the Company to do all such acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution(s)."

By order of the Board of Directors
for **JTL Infra Limited**

Mohinder Singh
Company Secretary
ACS-21857

Place: Chandigarh
Date: August 29, 2020

**NOTES:**

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated May 5,2020 read with circulars dated April 8,2020 and April13,2020 (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM"), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC / OAVM. The AGM shall be deemed to be held at the Registered Office of the Company.
2. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to in this Notice.
3. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, Beetal Financial & Computer Services Pvt Ltd for assistance in this regard.
4. Corporate Members are required to send a certified copy of the Board Resolution through email on finance@jagan.in, pursuant to Section 113 of the Companies Act, 2013, authorizing their representatives to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting on their behalf at the Annual General Meeting or any adjournment thereof.
5. A brief resume of each of the directors proposed to be appointed / re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between Directors inter se and Key Managerial Personnel as stipulated under Regulation 36 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, and Clause 1.2.5 of Secretarial Standards-2 on General Meetings, are provided in details of Directors seeking Appointment/ Reappointment at the Annual General Meeting is annexed herewith as **Annexure A**.
6. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Registrar and Transfer Agent / Company.
7. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to all those members whose e-mail IDs are registered with the Company/ Depository Participant(s) for communication purposes. Members are requested to support Green initiative by registering/ updating their e-mail addresses with the Depository Participant.
8. Members may also note that the Notice of the 29th Annual General Meeting and the Annual Report for FY 2019-20 will be available on the Company's website www.jtlinfra.com for their download and also on the website of Central Depository Services (India) Limited viz. www.evotingindia.com and website of the Stock Exchange i.e. BSE Limited at www.bseindia.com For any communication, the shareholders may send a request to the Company's investor e-mail id: finance@jagan.in.
9. The Register of Directors and Key Managerial Personnel



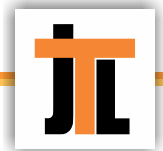
and their Shareholdings, maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which Directors are interested under Section 189 of the Act and any other documents referred to in the accompanying Notice, shall be made available for inspection in accordance with the applicable statutory requirements based on the requests received by the Company at finance@jagan.in.

10. Pursuant to Regulation 42 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, Register of Members and the Share Transfer Books of the Company will remain closed from Thursday, 24th September, 2020 to Wednesday, 30th September, 2020 (both days inclusive) for the purpose of the AGM.
11. In case of joint holders, only such joint holder who is named first in the order of names will be entitled to vote.
12. To comply with the provision of Section 88 of the Companies Act, 2013 read with Rule 3 of the Companies (Management and Administration) Rules, 2014, the Company is required to update its database by incorporating members' designated E-mail IDs in its records. Members are requested to submit their E-mail IDs vide the e-mail updation form enclosed with this Annual Report. The same could be done by filling up and signing at the appropriate place in the said form and by returning the letter through email on finance@jagan.in. The e-mail ID provided shall be updated subject to successful verification of your signature(s) as per record available with the RTA of the Company.
13. Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.
14. Members desirous of getting any information about the accounts and operations of the Company are requested to address their queries to the Company Secretary and Compliance Officer through email on finance@jagan.in at least seven days in advance of the meeting so that the information required may be made readily available at the meeting.
15. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
16. The Securities and Exchange Board of India (SEBI) has mandated the submission of PAN by every participant in securities market. Members holding shares in dematerialized form are therefore requested to submit their PAN to the Depository Participant(s) with whom they are maintaining their dematerialized accounts. Members holding shares in physical form can write to the Registrar and Share Transfer Agent with their PAN details.
17. Members holding shares in physical form are requested to notify/send their email address and any change in their communication address to the Company's Registrar and Share Transfer Agent.
18. **VOTING THROUGH ELECTRONIC MEANS**

In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-2 issued by ICSI, the Company is pleased to provide to Members facility to exercise their Right to vote through remote e-voting platform as well as venue e-voting on the date of the Annual General Meeting on all the resolutions set forth in the Notice convening the 29th Annual General Meeting of the Company. The Company has engaged services of Central Depository Services (India) Limited ("CDSL"), as the authorized agency to provide e-voting facility. Resolutions passed by the Members through e-voting is/are deemed to have been passed, as if they have been passed at the AGM.

The Members attending the meeting, who have not cast their vote through remote e-voting shall be able to exercise their voting rights in the meeting. The members who have casted their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC/ OAVM but shall not be entitled to cast their vote again.

Once an e-vote on a resolution is casted by a Member,



such Member is not permitted to change it subsequently. In terms of requirements of the Companies Act, 2013 and the relevant Rules, the Company has fixed 23rd September, 2020 as the '**Cut-off Date**'. The remote e-voting /voting rights of the shareholders/ beneficial owners shall be reckoned on the equity shares held by them as on the Cut-off Date i.e. 23rd September, 2020 only. The e-voting module shall be disabled by CDSL for voting thereafter. Those Members, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-voting shall be able to exercise their voting rights in the meeting.

The company has appointed M/s. M.R. Chechi & Associates Company Secretaries, Chandigarh as the Scrutinizer for conducting the remote e-voting and the voting process at the Annual General Meeting in a fair and transparent manner.

The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and shall make not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same.

The result declared along with the report of the Scrutinizer shall be placed on the Company's Website www.jtlinfra.com and on the website of CDSL, immediately after the declaration of result by the Chairman of the Meeting or a person authorized by him in writing. The result shall also be immediately forwarded to the BSE Limited.

The instructions to members for voting electronically are as under: -

- I. The voting period begins on 27th September, 2020 (09:00 a.m.) and ends on 29th September, 2020 (05:00p.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) may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- II. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.
- III. The shareholders should logon to the e-voting website - www.evotingindia.com.
- IV. Click on Shareholders/Members
- V. Now enter the User ID
 1. For CDSL: 16 digits beneficiary ID,
 2. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 3. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- VI. Next enter the Image Verification as displayed and Click on Login.
- VII. If members are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then their existing password is to be used.



VIII. If the member is a first time user then follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter the 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
Dividend Bank Details OR Date of Birth (DOB)	<ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
	<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.</p> <ul style="list-style-type: none"> 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(v).

- IX. After entering these details appropriately, click on "SUBMIT" tab.
- X. Members holding shares in physical form will then reach directly 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.
- XI. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- XII. If members are holding shares in DEMAT form and logged on to and casted vote earlier for EVSN (www.evotingindia.com) of any company then the existing log in id and password are to be used.
- XIII. Click on the EVSN for "**JTL Infra Limited**".
- XIV. On the voting page, member 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 member assents to the Resolution and option NO implies that member dissents to the Resolution.
- XV. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- XVI. After selecting the resolution, the member have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If member wishes to confirm his vote, click on "OK", else to change his vote, click on "CANCEL" and accordingly modify the vote.
- XVII. Once the member "CONFIRM" his vote on the resolution, he will not be allowed to modify his vote.
- XVIII. Members can also take out print of the voting done by them by clicking on "Click here to print" option on the Voting page.
- XIX. If Demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- XX. Shareholders can 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, I Phone 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.

XXI. 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 Corporates.
- 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 linked in the login 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.

XXII. In case members have any queries or issues regarding e-voting, they 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.

XXIII. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. Wednesday, 23rd September, 2020, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com.

Process for those shareholders whose email addresses are not registered with the depositories for obtaining login credentials for e-voting for the resolutions proposed in this notice:

1. For Physical shareholders-please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to Company/RTA email id.

Instructions for shareholders for attending the AGM through VC / OAVM are as under:

1. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
2. Shareholders are encouraged to join the Meeting through Laptops/IPads for better experience.
3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **3 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at company's email finance@jagan.in. The shareholders



who do not wish to speak during the AGM but have queries may send their queries in advance **3 days prior to meeting** mentioning their name, demat account number / folio number, email id, mobile number at finance@jagan.in. These queries will be replied to by the company suitably by email.

6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

The instructions for shareholders for e-voting on the day of the AGM are as under: -

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
3. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility , then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

By order of the Board of Directors
for **JTL Infra Limited**

Mohinder Singh
Company Secretary
ACS-21857

Place: Chandigarh
Date: August 29, 2020

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 REGARDING ORDINARY AND SPECIAL BUSINESSES

Item No. 3

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of your Company in its meeting held on 13th May, 2020, re appointed Mr. Madan Mohan Singla as Managing Director, not liable to retire by rotation, for a period of five years effective from 30th May, 2020, subject to approval of the Shareholders.

The Board, while appointing Mr. Madan Mohan Singla (promoter of the Company) as Managing Director of the Company, considered his rich experience of over 30 years in various steel industry segments, Shri Singla steers the Company with a clear vision of growth in context with the changing market scenario. At the helm of the Company, Mr. Singla epitomizes the depth of acumen of tubes and pipes industry and astute business sense. He is known for his business finance and strategic abilities. Under his leadership, the Company grew exponentially gaining national and international recognition.

The Board of Directors recommends appointment Mr. Madan Mohan Singla as Managing Director of the Company. Mr. Madan Mohan Singla has given his consent to act as Managing Director of the Company and brief profile and other details of him is provided as part of this notice as **Annexure A**.

The main terms and conditions relating to the appointment and remuneration of Mr. Madan Mohan Singla as Managing Director of the Company are as follows:

(1) Period:

For a period of 5 years i.e., from 30th May, 2020 to 29th May, 2025 (both days inclusive)

(2) Nature of Duties:

The Managing Director shall devote her whole time and attention to the business of the Company and perform such duties as may be entrusted to him by the Board from time to time and separately communicated to him and exercise such powers as may be assigned to him, subject to superintendence, control and directions of the Board in connection with and in the best interests of the business of

the Company.

(3) Other Terms of Appointment :

- a. The Managing Director, so long as he functions as such, undertakes not to become interested or otherwise concerned, directly or through his spouse and/or children, in any selling agency of the Company.
- b. The terms and conditions of the re-appointment of the Managing Director and/or this Agreement may be altered and varied from time to time by the Board as it may, in its discretion deem fit, irrespective of the limits stipulated under Schedule V to the Act or any amendments made hereafter in this regard in such manner as may be agreed to between the Board and the Whole Time Director, subject to such approvals as may be required.
- c. All Personnel Policies of the Company and the related rules which are applicable to other employees of the Company shall also be applicable to the Managing Director unless specifically provided otherwise.
- d. The appointment may be terminated earlier, without any cause, by either Party by giving to the other Party six months' notice of such termination or the Company paying six months' remuneration which shall be limited to provision of Salary, Benefits, Perquisites, Allowances and any pro-rated Bonus/ Performance Linked Incentive/Commission (paid at the discretion of the Board), in lieu of such notice.

Further, the employment of the Managing Director may be terminated by the Company without notice or payment in lieu of notice, if she is found guilty of any gross negligence, default or misconduct in connection with or affecting the business of the Company or in the event of any serious or repeated or continuing breach (after prior warning) or non-observance by him of any of the stipulations, instructions of the Board or in the event the Board expresses its loss of confidence in the Managing Director.



e. The terms and conditions of appointment of Managing Director also include clauses pertaining to adherence to the Company's Code of Conduct, protection and use of intellectual property, non-competition, non-solicitation post termination of agreement and maintenance of confidentiality etc.

(4) Remuneration : Salary, benefits, perquisites and allowances Details of benefits, perquisites and allowances, as per the Company policy with periodic increment as may be mutually agreed between the Board and Mr. Madan Mohan Singla. Based on the recommendations of the Nomination and Remuneration Committee ('NRC') but subject to maximum ceiling of Rs. 5 lacs per month.

(5) Minimum Remuneration: Notwithstanding anything to the contrary herein contained where in any financial year during the tenure of Mr. Madan Mohan Singla, the Company has no profits or its profits are inadequate, the Company will pay him remuneration by way of salary, benefits and perquisites and allowances, bonus etc. as approved by the Board.

The profile and specific areas of expertise of Mr. Madan Mohan Singla are provided as **Annexure A** to this Notice.

In compliance with the provisions of Section 196, 197, 203 and other applicable provisions of the Act, read with Schedule V to the Act as amended, and based on the recommendation of the Board and the Nomination and Remuneration Committee, approval of the Members is sought for the appointment and remuneration of Mr. Madan Mohan Singla as Managing Director as set out above. The Board recommends the Resolution set forth in Item No. 3 for the approval of Members.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives except Mr. Madan Mohan Singla, to whom the resolution relates, is concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Notice, except to the extent of their shareholding, if any.

Item No. 4

Based on the recommendation of the Nomination and

Remuneration Committee, the Board of Directors of your Company in its meeting held on 13th May, 2020, appointed Mr. Rakesh Garg as Whole Time Director not liable to retire by rotation, for a period of five years effective from 30th May, 2020, subject to approval of the Shareholders.

The Board of Directors recommends appointment Mr. Rakesh Garg as Whole Time Director of the Company.

Mr. Rakesh Garg has given his consent to act as Whole Time Director of the Company and brief profile and other details of him is provided as part of this notice as **Annexure A**.

The main terms and conditions relating to the appointment and remuneration of Mr. Rakesh Garg as Whole Time Director of the Company are as follows:

(1) Period:

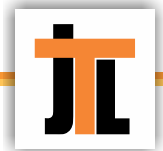
For a period of 5 years i.e., from 30th May, 2020 to 29th May, 2025 (both days inclusive)

(2) Nature of Duties:

The Whole Time Director shall devote her whole time and attention to the business of the Company and perform such duties as may be entrusted to him by the Board from time to time and separately communicated to him and exercise such powers as may be assigned to him, subject to superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company.

(3) Other Terms of Appointment :

- a. The Whole Time Director, so long as he functions as such, undertakes not to become interested or otherwise concerned, directly or through his spouse and/or children, in any selling agency of the Company.
- b. The terms and conditions of the re-appointment of the Whole Time Director and/or this Agreement may be altered and varied from time to time by the Board as it may, in its discretion deem fit, irrespective of the limits stipulated under Schedule V to the Act or any amendments made hereafter in this regard in such



manner as may be agreed to between the Board and the Whole Time Director, subject to such approvals as may be required.

- c. All Personnel Policies of the Company and the related rules which are applicable to other employees of the Company shall also be applicable to the Whole Time Director unless specifically provided otherwise.
- d. The appointment may be terminated earlier, without any cause, by either Party by giving to the other Party six months' notice of such termination or the Company paying six months' remuneration which shall be limited to provision of Salary, Benefits, Perquisites, Allowances and any pro-rated Bonus/ Performance Linked Incentive/Commission (paid at the discretion of the Board), in lieu of such notice.

Further, the employment of the Whole Time Director may be terminated by the Company without notice or payment in lieu of notice, if she is found guilty of any gross negligence, default or misconduct in connection with or affecting the business of the Company or in the event of any serious or repeated or continuing breach (after prior warning) or non-observance by him of any of the stipulations, instructions of the Board or in the event the Board expresses its loss of confidence in the Whole Time Director.

- e. The terms and conditions of appointment of Whole Time Director also include clauses pertaining to adherence to the Company's Code of Conduct, protection and use of intellectual property, non-competition, non-solicitation post termination of agreement and maintenance of confidentiality etc.

(4) Remuneration : Salary, benefits, perquisites and allowances Details of benefits, perquisites and allowances, as per the Company policy with periodic increment as may be mutually agreed between the Board and Mr. Rakesh Garg based on the recommendations of the Nomination and Remuneration Committee ('NRC') but subject to maximum ceiling of Rs. 5 lacs per month.

(5) Minimum Remuneration: Not with standing anything to

the contrary herein contained where in any financial year during the tenure of Mr. Rakesh Garg, the Company has no profits or its profits are inadequate, the Company will pay him remuneration by way of salary, benefits and perquisites and allowances, bonus etc. as approved by the Board.

The profile and specific areas of expertise of Mr. Rakesh Garg are provided as **Annexure A** to this Notice.

In compliance with the provisions of Section 196, 197, 203 and other applicable provisions of the Act, read with Schedule V to the Act as amended, and based on the recommendation of the Board and the Nomination and Remuneration Committee, approval of the Members is sought for the appointment and remuneration of Mr. Rakesh Garg as Whole Time Director as set out above. The Board recommends the Resolution set forth in Item No. 4 for the approval of Members.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives except Mr. Rakesh Garg, to whom the resolution relates, is concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice, except to the extent of their shareholding, if any.

Item No. 5

The Board of Directors of the Company, on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Sukhdev Raj Sharma (DIN 02135083) as Additional Independent Director of the Company with effect from 30th June, 2020 in accordance with Section 161 of the Act. He holds office up to the date of the Annual General Meeting of the Company. The Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Non-Executive Independent Director.

The Board of Directors recommends appointment of Mr. Sukhdev Raj Sharma as Non-executive Independent Director of the Company. Mr. Sukhdev Raj Sharma has given his consent and has submitted a declaration that she meets the criteria for independence as provided in the Act and Listing Regulations.



In term of Section 149 of the Companies Act, 2013, Mr. Sukhdev Raj Sharma's tenure as an Independent Non-Executive Director of the Company shall be for a consecutive period of 5 years w.e.f from 30th June, 2020 to 29th June, 2025. Brief profile and other details of Mr. Sukhdev Raj Sharma is provided as part of this notice as Annexure A.

The Board of Directors recommends resolution for approval of the members of the Company by way of passing an Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives except Mr. Sukhdev Raj Sharma, to whom the resolution relates, is concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice, except to the extent of their shareholding, if any.

Item No. 6

Pursuant to the provisions of Section 148 of the Companies Act, 2013 ("the Act"), read with the Companies (Cost Records and Audit) Rules, 2014, your Company is required to have the audit of its cost records conducted by a cost accountant in practice.

The Board of Directors has, on the recommendation of Audit Committee, approved the appointment and remuneration of M/s. Balwinder & Associates, Cost Accountants, (Firm Registration Number: 000201) as cost auditor of the Company, for a remuneration of Rs. 40,000/- (plus Good and Service Tax and out-of-pocket expenses) to conduct the audit of the cost records maintained by the Company for the financial year ending on 31st March, 2021. M/s. Balwinder & Associates, Cost Accountants have the necessary experience in the field of cost audit and have furnished a certificate regarding their eligibility for appointment as Cost Auditors of the Company.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014 including any statutory modification(s) or re-enactment(s) thereof and as amended from time to time), the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company.

The Board recommends the Ordinary Resolution set out at

Item No. 6 of the Notice for approval by the shareholders.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives, is concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice, except to the extent of their shareholding, if any.

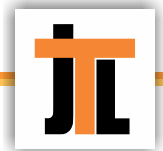
Item No. 7

To ensure uninterrupted operation, approval of the shareholders is being sought, to enter into related party transaction(s) with related party(s) as defined under within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI Listing Regulations, to enter into contracts/arrangements in terms of Section 188 (1)(a) to 188(1)(g) of Companies Act, 2013 for an amount of Rs. 220 crore during Financial Year 2020-21.

Background and Details of the Transaction:

Cost effective and assured supply of goods/services, of desired quality, is a key requirement for the Company. The Company intends to procure material from related party(s) to have consistent control over quality of the supplies. This transaction will not only help the Company to ensure business operations smoothly but also ensure consistent flow of desired quality and quantity of tubes available for uninterrupted operations and business activities.

Approval being sought for Financial Year 2020-21 As per the requirements of Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), all material related party transactions shall require the approval of Members through a Resolution. Further, the explanation to Regulation 23(1) of the SEBI Listing Regulations states that a transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during the financial year, exceeds 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company. The estimated value of transaction with related party(s) for Financial Year 2020-21 will be Rs. 220 crore, which would breach the materiality threshold of 10% of the annual turnover of the Company as per last audited financial statements of FY 2019-



20. Hence, to ensure uninterrupted operations of the Company, it is proposed to secure shareholders' approval for the related party contracts/ arrangements to be entered into with related party(s) during Financial Year 2020-21, as mentioned in item no. 7 of the Notice. For necessary information as required under Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, members are requested to please refer AOC-2 and Note No. 38 of Audited Annual Accounts of the Company for the financial year ended 31st March 2020.

Detail(s) about Arm's Length Pricing/ Ordinary Course of Business

The related party contract/transaction mentioned in this proposal meets the arm's length testing criteria and also qualifies as contract under ordinary course of business.

The said transactions have been recommended by the Audit Committee and Board of Directors of the Company for consideration and approval by the Members. None of the Directors and/or Key Managerial Personnel of the Company and/or their respective relatives are in anyway, except as mentioned above, is concerned or interested either directly or indirectly, in the Resolution mentioned at Item No. 7 of the Notice.

The Board recommends the Ordinary Resolution set forth at Item No. 7 of the Notice for approval of the Members.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the Notice, except to the extent of their shareholding, if any.

By order of the Board of Directors
for **JTL Infra Limited**

Mohinder Singh
Company Secretary
ACS-21857

Place: Chandigarh

Date: August 29, 2020



Information of Director seeking appointment/re-appointment under item no. 3 , 4 & 5 of the Notice convening Annual General Meeting of the Company in terms of Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Secretarial Standard on General Meetings.

Name of Director	No. of Share held	Qualification (Relationship with other Directors)	Nature of Expertise	Name of Companies in which he/ she holds Directorship
Madan Mohan Singla	14,39,700	Graduate	Having rich experience of over 30 years in various steel industry segments.. He is known for his business finance and strategic abilities.	Chetan Industries Limited Mirage Infra Limited Jagan Industries Private Limited
Rakesh Garg	14,18,700	Graduate	Having more than 20 years of experience in the Steel Industries, he helps the Company in all critical situations. Has rich experience in various areas of business, technology, operations etc	Chetan Industries Limited Himani Steel Private Limited
Sukhdev Raj Sharma	NIL	B. Tech, MBA	Worked at top level position in PNB and having ample experience of over 37 years in domestic and overseas financial sector	Indian MSME Helpline Pvt. Ltd.