



NOTICE IS HEREBY GIVEN THAT 9TH EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF JET FREIGHT LOGISTICS LIMITED WILL BE HELD ON THURSDAY, AUGUST 31, 2017 AT ITS CORPORATE OFFICE AT C/706, PRAMUKH PLAZA, OPP. HOLY FAMILY CHURCH, CHAKALA, NEAR WEH METRO STATION, ANDHERI EAST, MUMBAI-400099 AT 11.30 A.M. TO TRANSACT THE FOLLOWING BUSINESS:

SPECIAL BUSINESS:

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

1. To issue 3,50,000 Equity Shares on Preferential Basis.

“RESOLVED THAT pursuant to the provisions of Section 62(1)(c), Section 42 & such other applicable provisions, if any, of the Companies Act, 2013 read with Rule 13 of Companies (Share Capital and Debenture) Rules, 2014 and Rule 14 of the Companies (Prospectus & Allotment of Securities) Rules, 2014 (including any amendment thereto or re-enactment thereof), and in accordance with the provisions of the Articles of Association of the Company and the Securities Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (“SEBI (ICDR Regulations)”) and SEBI (Listing Obligations & Disclosure Requirements) Regulation, 2015 (“SEBI (LODR) Regulations) and subject to approval of any regulatory or statutory authority, the consent of Shareholders of the Company be & is hereby accorded to offer, issue and allot shares to following persons on such terms as mentioned in the explanatory statement.

PROPOSED ALLOTTEES	PAN OF PROPOSED ALLOTTEES	NUMBER OF SHARES ALLOTTED	FACE VALUE PER SHARE	PREMIUM PER SHARE	AMOUNT
M/s Param Capital	AAPFP7724D	3,00,000	10	70	2,40,00,000
Mr. Swapneel A Shah	BOPPS6148B	50,000	10	70	40,00,000
TOTAL		3,50,000			2,80,00,000

RESOLVED FURTHER THAT

- i) The relevant date for the preferential issue, as per the SEBI (ICDR Regulations), 2009 as amended from time to time, for the determination of price for the issue of the above mentioned Equity Shares shall be 1st August, 2017 being the date 30 days prior to the date of Extra Ordinary General Meeting (i.e. 31st August, 2017).
- ii) The Equity Shares to be issued and allotted shall be listed and traded on Emerge Platform of National Stock Exchange of India Limited (NSEIL) and shall be subject to the provisions of the Memorandum and Articles of Association of the Company;
- iii) The Equity Shares allotted to allottees shall rank pari-passu with the existing Equity Shares of the Company, from the date of their allotment. Such new Equity Shares

when issued and allotted as aforesaid shall also be entitled for dividend as per the regulations / notifications / clarifications issued by SEBI in this regard;

- iv) The Equity Shares allotted on a preferential basis shall remain locked in as per the provisions of SEBI (ICDR Regulations), 2009;
- v) The Board be and is hereby authorized to accept any modification(s) to or modify the terms of issue of Equity Shares, subject to the provisions of the Act and SEBI (ICDR Regulations), without being required to seek any further consent or approval of the members of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, any of the Directors of the Company or Shradha P Mehta, Company Secretary & Compliance Officer of the company be and is hereby authorized, to do all such acts, matters, deeds and things and to take all such steps and to do all such things and give all such directions as may be considered necessary, expedient or desirable, including without limitation, to prescribe the forms of application, allotment, to enter into any agreements or other instruments, and to take such actions or give such directions as may be necessary or desirable and to settle any question or difficulty that may arise with regard to the issue and allotment of Equity Shares.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred by the above resolutions to any Director(s) or to any Committee of the Board or any other Officer(s) of the Company to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT any of the Director or Company Secretary & Compliance Officer of the Company be and is hereby authorised to sign & file all the relevant documents, e-forms, returns with Registrar of Companies, Maharashtra, Mumbai or other regulatory as may be required."

By Order of the Board of Directors
For Jet Freight Logistics Limited

Sd/-

Ms. Shradha Prakash Mehta
Company Secretary & Compliance Officer
M No. A44186

Date: August 04, 2017
Place: Mumbai

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

The instrument of Proxy in order to be effective and valid, should be deposited at the Corporate Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.

Members are requested to note that a person can act as a proxy on behalf of Members not exceeding 50 members provided shareholding of those members in aggregate should not be more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

3. All the documents referred to in the accompanying notice and the explanatory statement are open for inspection at the Registered Office or Corporate Office of the Company between 10.00 a.m. to 1.00 p.m. on any working day except Saturdays up to the date of this Extra Ordinary General Meeting of the Company.
4. Corporate Members intending to send their authorized representative to attend the meeting pursuant to section 113 of the Companies Act, 2013 are requested to send to the Company a certified true copy of Board resolution together with their specimen signature authorizing their representative to attend and vote on their behalf at the meeting.
5. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
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 the PAN to their Depository Participants with whom they are maintaining their demat accounts.

7. The notice of EGM is being sent by electronic mode to all the members whose email IDs are registered with the Company/Depository Participant(s) unless any member has requested for a physical copy of the same. For members who have not registered their email addresses, physical copies are being sent by the permitted mode.
8. Non-resident Indian members are requested to inform the Company or its RTA or to the concerned DPs, as the case may be, immediately the change in the residential status on return to India for permanent settlement.
9. Members are requested to make all correspondence in connection with shares held by them by addressing letters directly to the Company or its RTA quoting their Folio number or their Client ID number with DPID number, as the case may be.
10. This notice is being sent to all members of the Company whose name appears in the Register of Members/ list of beneficiaries received from the depositories on the end of 4th August, 2017.
11. The entry to the meeting venue will be regulated by means of attendance slips. For attending the meeting, members, proxies and authorized representatives of the members, as the case may be, are requested to bring the enclosed attendance slip completed in all respects, including client ID and DP ID, and signed. Duplicate attendance slips will not be issued.
12. **All members are requested to support Green Initiative of the Ministry of Corporate Affairs, Government of India and register their email addresses to receive all these documents electronically from the Company in accordance with Rule 18 of the Companies (Management & Administration) Rules, 2014 and Rule 11 of the Companies (Accounts) Rules, 2014. All the aforesaid documents have been uploaded on and are available for download from the Company's website, being www.jettfreight.in.**
13. Rule 3 of the Companies (Management and Administration) Rules, 2014 mandates that the register of members of all companies should include details pertaining to email address, permanent account number (PAN) or CIN, unique identification number, if any; father's/ mother's/ spouse's name, occupation, status, nationality; in case member is a minor, name of guardian and the date of birth of the member, and name and address of nominee. All members are requested to update their details as aforesaid with their respective depository.
14. No gifts shall be provided to members before, during or after the EGM.
15. Members may pursuant to section 72 of the Companies Act 2013 read with Rule 19 of the

Companies (Share Capital and Debentures) Rules, 2014 file nomination in prescribed form SH-13 with the respective depository participant.

16. A route map showing direction to reach the venue of the 9th EGM is given at the end of this notice as per the requirement of Secretarial Standards -2 on General Meeting.

17. Voting system:

- Pursuant to the provisions of section 108 of the Companies Act, 2013, rules 20 and 21 of the Companies (Management & Administration) Rules 2014 and sub Reg. (1) & (2) of Reg. 44 of SEBI (LODR) Regulations, 2015, the Company is not required to provide mandatorily to its members the electronic facility to exercise their right to vote at the EGM. Therefore, the facility for voting through polling paper shall be made available at the meeting and the members attending the Meeting shall be able to exercise their right at the Meeting through polling paper. A Proxy can vote in the ballot/poll process.
- A Member present in person or by Proxy shall, on a poll or ballot, have votes in proportion to his share in the paid up equity share capital of the company, subject to differential rights as to voting, if any, attached to certain shares as stipulated in the Articles or by the terms of issue of such shares. A Member who is a related party is not entitled to vote on a Resolution relating to approval of any contract or arrangement in which such Member is a related party.
- The Members of the Company holding shares on the “cut-off date” of **18th August, 2017** are entitled to vote on the resolutions proposed. Cut-off date means the date on which the right of voting of the members shall be reckoned and a person who is not a member as on the cut-off date should treat this notice for information purposes only.
- The results of the Ballot process will be placed by the company on its website www.jetfreight.in within 48 hours from the conclusion of the EGM and also communicated to the stock exchanges, where the shares of the company are listed.
- The resolutions proposed will be deemed to have been passed on the date of the EGM subject to the receipt of the requisite number of votes in favor of the resolutions.
- Mr. Sunil Agarwal, Practicing Company Secretary, (Membership No. FCS 8706) has been appointed as the Scrutiniser to scrutinise the Ballot process.

Explanatory Statement under Section 102 of the Companies Act, 2013

The Company is engaged in providing shipment/logistics services for Perishable cargo, Time sensitive cargo and are also providing Shipment of Hazardous cargo, ODC consignments, pharmaceutical cargo, temperature controlled and general cargo whereas companies main segment is transport of perishable cargo which includes handling frozen and chilled meat, seafood, vegetables, fruits, cut flowers and pharmaceutical products.

As Company's business is expanding, there's a requirement of working capital for which company has decided to raise funds by issuing equity shares ranking pari-pasu on preferential basis to below mentioned persons by issuing 3,50,000 equity shares Rs. 10/- each at a price of Rs. 80/- per equity share (including a share premium of Rs. 70/- per equity share) aggregating to Rs. 2,80,00,000 (Two Crores Eighty Lakhs Only).

The Board of Directors at its meeting held on 4th August, 2017, after considering the various sources for sourcing funds for this investment; while at the same time maintaining public shareholding at 25% post issue, deemed it appropriate to create, issue, offer and allot equity shares to the following:

PROPOSED ALLOTTEES	PAN OF PROPOSED ALLOTTEES	NUMBER OF SHARES ALLOTTED	FACE VALUE PER SHARE	PREMIUM PER SHARE	AMOUNT
M/s Param Capital	AAPFP7724D	3,00,000	10	70	2,40,00,000
Mr. Swapneel A Shah	BOPPS6148B	50,000	10	70	40,00,000
TOTAL		3,50,000			2,80,00,000

Pursuant to provisions of Section 62 (1) (c) read with Section 42 of Companies Act, 2013, any preferential allotment of securities needs to be approved by the shareholders by way of Special Resolution. The proposed issue of shares is in accordance with the provisions of SEBI (ICDR Regulations) and other applicable regulations, if any. In terms of the provisions of the Companies Act, 2013 read with Rule 13 (2) of the Companies (Share Capital and Debentures) Rules, 2014 and the aforesaid SEBI (ICDR Regulations), the relevant disclosures are given as follows:

• **The Object of the Issue through Preferential Offer:**

The proceeds will be utilized for meeting the Working Capital requirements.

• **Issue Size, number of Equity Shares to be issued & price thereof:**

PROPOSED ALLOTTEES	PAN OF PROPOSED ALLOTTEES	NUMBER OF SHARES ALLOTTED	FACE VALUE PER SHARE	PREMIUM PER SHARE	AMOUNT
M/s Param Capital	AAPFP7724D	3,00,000	10	70	2,40,00,000
Mr. Swapneel A Shah	BOPPS6148B	50,000	10	70	40,00,000
TOTAL		3,50,000			2,80,00,000

The Intention of the Promoters / PAC / Directors / Key Management Persons to subscribe to the offer:None of the Promoters / PACs / Directors / Key Management Persons intends to subscribe this offer. None of them are in anyway concerned or interested financially or otherwise in this Resolution.

• **Relevant Date:**

The relevant date for the preferential issue, as per the SEBI (ICDR Regulations), as amended from time to time, for the determination of price for the issue of the above mentioned Equity Shares shall be **1st August, 2017** being the date 30 days prior to the date of Extra Ordinary General Meeting (i.e. **31st August, 2017**)

• **Pricing of Preferential Issue:**

The Equity Shares will be allotted in accordance with the price determined in terms of Regulation 76 of the SEBI (ICDR Regulations). The trading price of securities of the Company on the stock exchange is taken into consideration for determining the pricing of securities allotted on preferential basis.

Accordingly, the price per Equity Share to be issued is fixed at Rs. 80 (including premium of Rs.70) which is not less than higher of the following:

- a) The average of the weekly high and low of the volume weighted average price at the NSE Emerge Platform for 26 weeks prior to the Relevant Date and
- b) The average of the weekly high and low of the volume weighted average prices at the NSE Emerge Platform for 2 weeks prior to the Relevant Date.

Since the Company is listed on Stock Exchange (NSE Emerge Platform), price of equity shares need not be decided by the Registered Valuer.

- **Identity of person and shareholding thereof**

NAME OF ALLOTTEES	CLASS OF SUCH ALLOTTEES	PAN OF ALLOTTEES	IDENTITY OF PERSONS/ BENEFICIAL OWNERS	SHAREHOLDING	
				PRE-ISSUE HOLDING	POST-ISSUE HOLDING
M/s Param Capital	Public-resident individual (partnership firm)	AAPFP7724D	Mukul Agrawal on behalf of M/s Param capital	2,12,000 Equity Shares (3.89%)	5,12,000 Equity Shares (8.83%)
Mr. Swapneel A Shah	Public-resident individual	BOPPS6148B	Mr. Swapneel A Shah	(0.00%)	50,000 Equity Shares (0.86%)

- **Terms of Issue of Equity Shares:**

The issue is authorized by Articles of Association of the Company. The consideration price of the equity shall be received from respective allottee's banks accounts;

The entire Pre Preferential Allotment Shareholding of the allottees, if any, shall be locked in from the relevant date up to a period of six months from the date of Trading Approval to be received from the Stock Exchange.

- **Proposed time limit within which the allotment shall be completed:**

As required under the SEBI (ICDR Regulations), the allotment of Equity Shares pursuant to the Special Resolution shall be completed within a period of fifteen days from the date of passing of the Special Resolution approving allotment.

Provided that where the allotment is pending on account of any such approval of allotment by any regulatory authority including stock exchange or the Central Government, the allotment shall be completed within a period of 15 days from the date of such approval.

- **Change in the Control or Composition of the Board:**

There will neither be any change in the composition of the Board nor any change in the Control of the Company on account of the proposed preferential allotment. However, there will be corresponding changes in the shareholding pattern as well as voting rights consequent to preferential allotment.

- **Auditors' Certificate:**

It is proposed to obtain a certificate from M/s. S.C Mehra & Associates, Statutory Auditors of the Company, certifying that the issue of Equity Shares is being made in accordance with the SEBI (ICDR Regulations), 2009 and shall be placed before EGM.

- Shareholding Pattern before and after the preferential issue:

Sl. No.	Category of Shareholder	Pre-issue		Post-issue	
		Total number of shares held	% of share equity holding	Total number of equity shares held	% of equity share holding
A	Shareholding of Promoter and Promoter group				
1	Indian				
	Individuals	3998473	73.36	3998473	68.93
	Bodies Corporate	--	--	--	--
Sub Total A(1)		3998473	73.36	3998473	68.93
2.	Foreign Promoters	--	--	--	--
Sub Total A(2)		--	--	--	--
Total Shareholding of Promoter group A(1)+A(2)		3998473	73.36	3998473	68.93
B	Public Shareholding	--	--	--	--
1.	Institutional Investors	--	--	--	--
2.	Non Institutions:				
	Private Corporate Bodies	122000	2.24	122000	2.10
	Directors/Relatives	--	--	--	--
	Indian Public	1330000	24.40	1680000	28.97
	Others (including NRIs)	--	--	--	--
Total Public Shareholding (B)		1452000	26.64	1802000	31.07
Grand Total A+B		5450473	100	5800473	100

- **No allotment have been made to any person during the year.**
- **Undertaking:**

In terms of SEBI (ICDR) Regulations, 2009 issuer hereby undertakes that:

- a) It shall re-compute the price of the specified securities in terms of the provision of these regulations where it is required to do so.
- b) If the amount payable on account of the re computation of price is not paid within the time stipulated in these regulations, the specified securities shall continue to be locked- in till the time such amount is paid by the allottees.

Section 62 of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014, inter alia, provides that whenever it is proposed to increase the subscribed capital of a company by issue of further shares, such shares may be offered to any persons, whether or not those persons are holders of the equity shares of the company, if so authorized by way of a Special Resolution.

The Board recommends the above mentioned resolution to be passed as a Special Resolution.

None of the Directors of the Company, nor the Key Managerial Personnel of the Company nor their respective relatives are in any way concerned or interested, financially or otherwise in this Resolution.

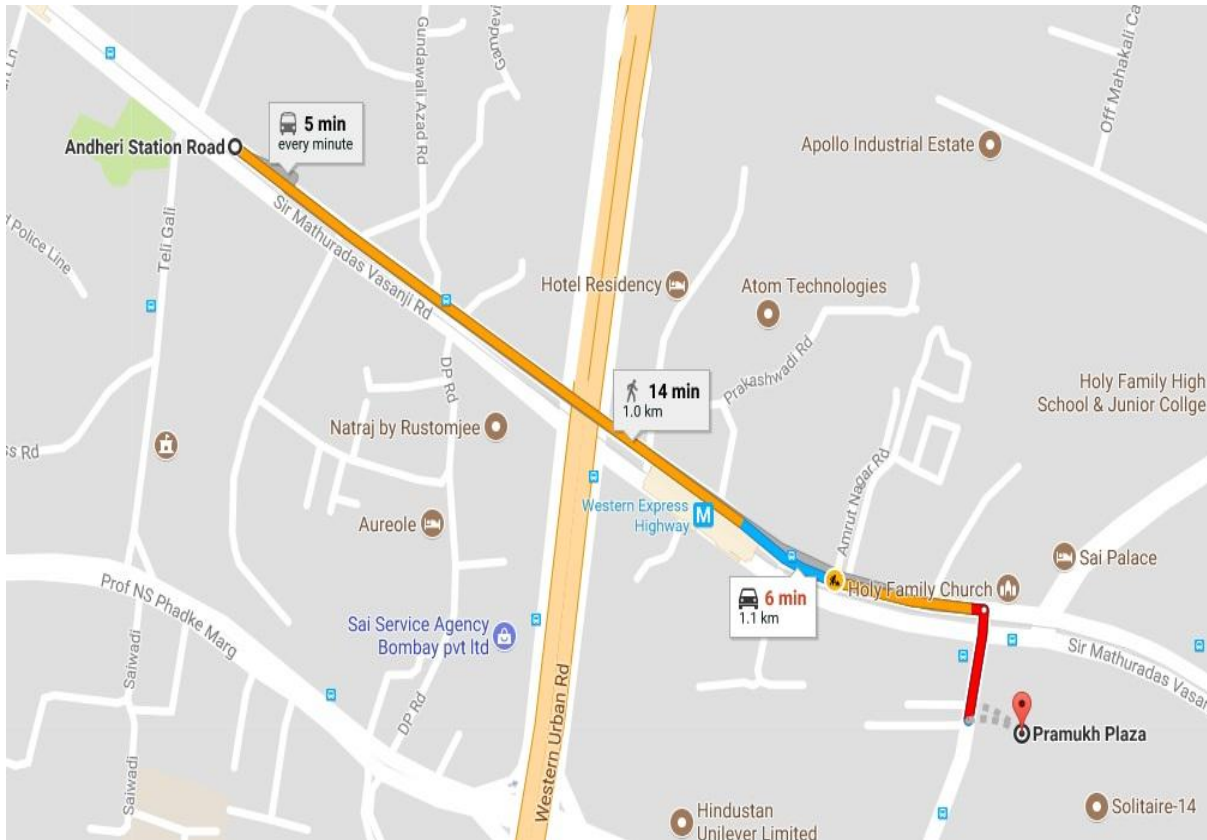
By Order of the Board of Directors
For Jet Freight Logistics Limited

Sd/-

Ms. Shradha Prakash Mehta
Company Secretary & Compliance Officer
M No. A44186

Date: August 04, 2017
Place: Mumbai

ROUTE MAP TO THE VENUE OF THE EGM



FORM NO. MGT - 11 PROXY FORM
[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the
Companies (Management and Administration) Rules, 2014]



JET FREIGHT LOGISTICS LIMITED

CIN: U63090MH2006PLC161114

Regd. Office: B/5, 2nd Floor, Roy Apartment, Near Sahar Cargo Complex, Sahar Road, Andheri East,
Mumbai-400099.

Corporate Office: C/706, Pramukh Plaza, Opp. Holy Family Church, Chakala, Near WEH Metro Station,
Andheri East, Mumbai-400099.

Ph: +91-22-61043700 Email: info@jetfreight.in

Website: www.jetfreight.in

Name of The Member: _____ Registered Address: _____

Folio No/ Client ID _____ DP ID _____

Email ID _____

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

Name: _____ Address _____

Email Id _____ Signature _____, or failing him

Name: _____ Address _____

Email Id _____ Signature _____

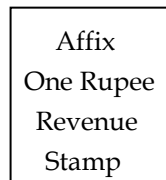
as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 9th Extra Ordinary General Meeting of the company, to be held on Thursday, August 31, 2017 at 11.30 a.m. at its Corporate Office at C/706, Pramukh Plaza, Opp. Holy Family Church, Chakala, Near WEH Metro Station, Andheri East, Mumbai-400099 and at any adjournment thereof in respect of such resolution as are indicated below:

Resolution No	Description
1	To issue 3,50,000 Equity Shares on Preferential Basis.

Signed this _____ day of _____ 2017

Signature of the shareholder

Signature of the Proxy Holder(s)



Signature across Revenue Stamp

Note:

This form of proxy in order to be effective & valid should be duly completed (dated, signed, stamped) and deposited either in person or through post at the Corporate Office of the Company, not less than 48 hours before the commencement of the Meeting.

A proxy need not be a member of the Company.



JET FREIGHT LOGISTICS LIMITED

CIN: U63090MH2006PLC161114

Regd. Office: B/5, 2nd Floor, Roy Apartment, Near Sahar Cargo Complex, Sahar Road, Andheri East, Mumbai-400099.

Corporate Office: C/706, Pramukh Plaza, Opp. Holy Family Church, Chakala, Near WEH Metro Station, Andheri East, Mumbai-400099.

Ph: +91-22-61043700 Email: info@jetfreight.in

Website: www.jetfreight.in

9th Extra Ordinary General Meeting

ATTENDANCE SLIP

Folio / DP & Client ID No. **No. of shares held**

Mr. / Ms./Mrs. _____

Address: _____

I hereby record my presence at the 9th Extra Ordinary General Meeting of the company, to be held on Thursday, August 31, 2017 at 11.30 a.m. at its Corporate Office at C/706, Pramukh Plaza, Opp. Holy Family Church, Chakala, Near WEH Metro Station, Andheri East, Mumbai-400099.

(Proxy's Name in Block letters) _____

(Member's /Proxy's Signature)

1. Strike out whichever is not applicable
2. Please fill in this Attendance Slip and hand it over at the entrance of the meeting hall. Joint shareholders may obtain additional Attendance Slip on request.