



JET FREIGHT LOGISTICS LIMITED

CIN: L63090MH2006PLC161114

Regd. Office: C/706, Pramukh Plaza, Opp. Holy Family Church, Chakala, Andheri East, Mumbai-400099.

Ph: +91-22-61043700 Email: ir@jetfreight.in Website: www.jetfreight.in

Notice of Postal Ballot

[Pursuant to Section 110 of the Companies Act, 2013, read with the Rule 22 of the Companies (Management and Administration Rules, 2014)]

Dear Members,

Notice is hereby given pursuant to the provisions of Section 110 of Companies Act, 2013 read with Rule 22 of Companies (Management and Administration) Rules, 2014 and other applicable provisions of the Companies Act, 2013, if any, (including any statutory modification, amendment or re-enactment thereof for the time being in force) and pursuant to provisions laid down in Chapter IX of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("ICDR Regulations"), for seeking approval of the Members of the Company through Postal Ballot/E-voting for the resolution set out hereinafter.

The Explanatory Statement pertaining to the resolution proposed in this notice setting out all material facts and reasons thereof in terms of Section 110 read with Section 102 of the Companies Act, 2013 is annexed herewith for your consideration.

The Board of Directors of the Company has appointed Ms. Jigyasa Ved (Membership No. FCS 6488 C.P. No. 6018) or failing her, Mr. Mitesh Dhaliwala (Membership No. FCS 8331 C.P. No. 9511) of Parikh & Associates, Practicing Company Secretaries as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner.

Members desiring to exercise their vote by postal ballot are requested to carefully read the instructions printed on the postal ballot form, record your assent or dissent therein by filling necessary details and affixing your signature at the designated place in the Form and return the same duly completed in the enclosed self-addressed postage prepaid envelope. Postal Ballot Form(s), if sent by courier or by registered post/ speed post at the expense of the Member(s) will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given on the self-addressed postage prepaid reply envelope. The duly completed postal ballot form(s) should reach to the office of Scrutinizer not later than 5.00 p.m. on May 09, 2019, to be eligible for being considered, failing which, it will be strictly considered that no reply has been received from the Member.

Pursuant to the provisions of Section 108 read with the Rule 20 of the Companies (Management & Administration) Rules, 2014 as amended by the Companies (Management & Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is also providing e-Voting facility to its Members to exercise their votes by electronic voting system. Furthermore, the company has engaged the services of CDSL (Central Depository Services (India) Limited) to provide e-Voting facility. The instructions for e-Voting are annexed to this notice.

Upon completion of the scrutiny of the Forms, the Scrutinizer will submit his report to the Chairman or any other person authorized by him. The result of the postal ballot would be announced by the Chairman or any other person authorized by him on or before May 11, 2019 at the registered office of the Company. The aforesaid result would be displayed at the registered office of the Company, intimated to the National Stock Exchange of India Limited where the shares of the Company are listed and displayed along with the Scrutinizer's report on the Company's website-www.jetfreight.in

Pursuant to Regulation 277 of ICDR Regulations, the Resolution shall be passed by requisite majority if and only if the votes cast by shareholders other than promoters in favour of the proposal, amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal and the last date of receipt of duly filled Postal Ballots Forms will be Thursday, May 09, 2019 which shall be deemed to be the date of passing of Resolution.

SPECIAL BUSINESS:

Item No. 1 - Migration from NSE EMERGE Platform to NSE Main Board.

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 regulations laid down in Chapter IX of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("ICDR Regulations") and other applicable provisions, if any, of the Companies Act, 2013, other SEBI Regulations and the rules framed there under, including any amendment, modification, variation or reenactment thereof, the consent of the members of the Company be and is hereby accorded for purpose of migration of the Company's present listing of equity shares of the Company from SME Platform of National Stock Exchange of India Ltd. ("NSE") i.e. EMERGE to the Main Board of NSE and follow such procedures specified under ICDR Regulations or Migration Policy issued by NSE, as amended from time to time, to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT the Board of Directors or the Company Secretary of the Company be and are hereby authorised to deal with any Government or Semi Government authorities or any other concerned intermediaries including but not limited to National Stock Exchange of India Ltd., Securities and Exchange Board of India, Registrar of Companies, to apply, modify, rectify and submit any application and/or related documents on behalf of the Company for the purpose of giving effect to aforementioned resolution.

RESOLVED FURTHER THAT the Board of Directors or the Company Secretary of the Company be and are hereby authorized to do all such acts, deeds and things as may be necessary and expedient to give effect to the above resolution, on behalf of the Company."

By order of the Board of Directors,

Shraddha Mehta
CS & Compliance Officer

Mumbai, April 05, 2019

Registered office:

C/706, Pramukh Plaza, Opp. Holy Family Church,
Chakala, Andheri East, Mumbai-400099.

CIN: L63090MH2006PLC161114

Tel: +91-22-61043700

E-mail: ir@jetfreight.in ; website: www.jetfreight.in

Notes:

1. An Explanatory Statement pursuant to Section 102 read with Section 110 of the Act, setting out the material facts and reasons for the proposed Resolution above, is appended herein below along with the Postal Ballot Form for your consideration.
2. The Postal Ballot Notice is being sent to the Members whose names appear in the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") as on Friday, April 05, 2019. The voting rights shall also be reckoned on the paid-up value of shares registered in the name(s) of the Member(s) as on the said date.
3. The Members who have registered their e-mail IDs for receipt of documents in electronic form are being sent the Postal Ballot Notice by e-mail to their email address registered with their depository participants / the Company's Registrars and Share Transfer Agents, Bigshare Services Private Limited ("Bigshare"). Members who receive the Postal Ballot Notice by e-mail, but who wish to vote through physical Postal Ballot Form, can download the same from the website of the Company: www.jetfreight.in. For Members whose e-mail IDs are not registered, physical copies of this Postal Ballot Notice are being sent by registered post/speed post or courier along with a Postal Ballot Form and a self-addressed postage prepaid reply envelope.
4. The Members can opt for only one mode of voting i.e. either by Postal Ballot or through e-Voting. In cases where Members cast their votes through both modes, votes cast electronically ("e-Voting") shall be treated as valid and votes cast through Postal Ballot Forms will be treated as invalid.
5. Members who have not registered their e-mail ID are requested to register the same with Bigshare/ depositories in order to receive the Company's Annual Report and other communication electronically in future.
6. The Scrutinizer will submit his report to the Chairman of the Company or any other person authorised by him, after the completion of scrutiny, and the result of the voting by Postal Ballot will be announced by the Chairman or any person authorised by him, on or before May 11, 2019. The results along with the report of the Scrutinizer shall be displayed on the Company's website: www.jetfreight.in and shall also be communicated to NSE, where the shares of the Company are listed.
7. This Postal Ballot Notice is also placed on the website of the Company.
8. In compliance with the provisions of Sections 108, 110 and other applicable provisions of the Act, read with (i) Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended; and (ii) Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company is offering e-Voting facility to all the Members of the Company and the business may be transacted through electronic voting system. The Company has engaged the services of CDSL for facilitating e-Voting to enable the Members to cast their votes electronically. A Member may avail of this facility at his discretion as per the instructions provided herein.

9. The e-Voting period shall commence on April 10, 2019 at 9:00 a.m. (IST) and end on May 09, 2019 at 5:00 p.m. (IST). The e-Voting will be blocked by CDSL thereafter. During this period, Members of the Company as on the cut-off date, i.e. Friday, April 05, 2019, may cast their vote electronically.
10. Once the vote on the Resolution is cast by the Members, the Members shall not be allowed to change it subsequently.

11. The instructions for Members for e-Voting are as under:

The Company has made arrangements with Central Depository Services (India) Limited ('CDSL') for facilitating e-Voting for Postal Ballot process. The instructions to Members for voting electronically are as under:

- (i) The voting period begins on April 10, 2019 at 9.00 a.m. (IST) and end on May 09, 2019 at 5:00 p.m. (IST). During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. April 05, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) 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.
- (vii) 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) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number (refer serial no. printed on the name and address sticker/Postal Ballot Form/Email) 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.
Bank Details OR	Enter the Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in

Date of Birth (DOB)	order to login. <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 Bank details field as mentioned in instruction (iv).
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- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name > on which you choose to vote.
- (xii) 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.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) If a 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.
- (xviii) **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. iPhone 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.**
- (xix) 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 & ir@jetfreight.in.
 - 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 emailed 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 favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) 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 or ir@jetfreight.in.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) and 110 OF THE COMPANIES ACT, 2013:

The shares of the Company were listed and admitted for dealings on NSE EMERGE SME Platform with effect from Tuesday, December 06, 2016. In terms of present rules/regulations/migration policy, one of the criteria for migrating to the Main Board is that the Company should have been listed on SME Platform for atleast 2 Years. Your company is well poised to migrate to the Main Board of NSE and satisfies all the eligibility criteria for such migration.

The listing on Main Board is likely to have wider participation from investors at large and trading in the equity shares of the company on the Main Board will go a long way in enhancing the image of the company. The benefits of listing on Main Board in the form of market capitalization, increased liquidity, wide sharing of the ownership, visibility, enhanced market exposure will accrue to the shareholders of the company and will also open up avenues for considering further resources raising if required, for the business purpose. This will help the company to grow further and expand the opportunities of business. The shareholder's approval for the said purpose is sought through this resolution.

The members are, therefore, requested to accord their approval, for the purpose of migration of the Company's present listing of equity shares from NSE SME Platform to Main Board of NSE as set out in the resolution. Please note that the proposed special resolution shall be acted upon if and only if the votes cast by shareholders other than promoters in favour of the proposal, amount to, at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal. It is in the interest of all the shareholders including public shareholders to migrate Company's present listing of the Equity Shares of the company on the Main Board of NSE and hence the Board of Directors recommends the passing of said resolution and seeks your approval.

Pursuant to Section 102 of Companies Act, 2013, the Board of Directors of the Company do and hereby confirm that none of its Directors, Key Managerial Personnel and relatives thereof are interested, financially or otherwise, in the aforesaid resolution.

All the documents referred to in this notice and in the explanatory statement shall be available for inspection at the registered office of the Company during working hours on all working days from the date of dispatch of notice till 05:00 p.m., Thursday, May 09, 2019.

By order of the Board of Directors

Shraddha Mehta
CS & Compliance Officer

Mumbai, April 05, 2019

Registered office:

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Encls.:

1. Postal Ballot Form
2. Postage-prepaid Reply Envelope



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POSTAL BALLOT FORM

Name & Registered Address :
of the sole/ first named
shareholder

Name(s) of the joint holder(s), :
(if any)

Registered Folio No. :
DP ID No./ Client ID No.
(Applicable to shareholders
holding shares in dematerialized :
form)

Number of Equity share(s) held :

E-voting Event Number (EVEN) :

User ID :

Password :

I / We hereby exercise my / our vote in respect of the Special Resolution to be passed through postal ballot for the business stated in the Notice of the Company by sending my / our assent or dissent to the said resolution by placing tick (√) mark in the appropriate box below:

Sr. No.	Brief Particulars of the Resolution	No. of Shares held by me	I assent to The Resolution	I dissent from the Resolution
1.	Migration from NSE EMERGE SME Platform to the Main Board of NSE			

Place:

Date:

Signature of the Shareholder

General Instructions:

- a. The voting rights of Members shall be in proportion to the shares held by them on the paid up equity share capital of the Company as on April 05, 2019 and as per the Register of Members of the Company.
- b. Member desiring to exercise vote by postal ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed Postage Prepaid reply envelope. However, envelopes containing Postal Ballot Form, if sent by courier or by registered post at the expense of the Member will also be accepted.
- c. The self-addressed envelope bears the address of the Scrutinizer appointed by the Board of Directors of the Company.
- d. This Postal Ballot Form should be completed and signed by the Member as per the specimen signature registered with the Company or the Depository Participant. In case of joint holding, this Postal Ballot Form should be completed and signed by the first named Member and in his absence, by the next named joint Member.
- e. There will be only one Postal Ballot Form for every Folio/ Client ID irrespective of number of joint holders.
- f. The votes should be casted either in favour or against by putting the tick (√) mark in the column provided for assent or dissent. Postal Ballot Form bearing tick marks in both the columns for the same shares will render the Postal Ballot Form invalid.
- g. Unsigned, incorrectly signed or incomplete Postal Ballot Forms will be rejected.
- h. Duly completed Postal Ballot forms should reach the Scrutinizer not later than 5:00 p.m. on the May 09, 2019. Postal Ballot forms received after this date will be treated as if the reply from the Member has not been received and the same will not considered for the purpose of Postal Ballot.
- i. Voting rights shall be reckoned on the number of shares registered in the name of Members as on April 05, 2019.
- j. Postal Ballot Forms signed in the representative capacity must be accompanied by the requisite certified true copy of Power of Attorney/ Resolution of Board of Directors of the Corporate Member being represented.
- k. Members are requested not to send any other paper along with the Postal Ballot Form. They are also requested not to write anything on the Postal Ballot Form except giving their assent or dissent and putting their signature.
- l. The Scrutinizer's decision on the validity of a postal ballot will be final.
- m. The results of e-Voting & Postal Ballot forms shall be aggregated and declared by the Chairman or any person authorised by him, on or before May 11, 2019.