

Date: 04th June, 2024

To,
Corporate Relationship Department,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai- 400001

Script Code: 517063

Dear Sir/Madam,

Subject: NOTICE OF POSTAL BALLOT

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors of the Jetking Infotrain Limited has approved the Postal Ballot Notice on May 28, 2024.

In this regard, please find enclosed herewith the Postal Ballot Notice dated May 28, 2024 along with Explanatory Statement sent to the members of the Company on June 04, 2024, through Electronic Mode, seeking members approval for the Resolutions as set out in the Postal Ballot Notice through Remote E-Voting process.

The Company has engaged the services of 'Link Intime India Private Limited ("Linkintime") for the purpose of providing e-voting facility to all the Members. Members are requested to note that the voting through electronic mode shall commence from **Wednesday, June 05, 2024 at 9.00 a.m. (IST) till Thursday, July 04, 2024 at 5.00 p.m. (IST).**

The details relevant to the Postal Ballot are as under:

Date of Notice	Tuesday, May 28, 2024
Date of Completion of dispatch of Notice (by Electronic Means)	Tuesday, June 04, 2024
E-voting start date and time	Wednesday, June 05, 2024 at 9.00 a.m. (IST)
E-voting end date and time	Thursday, July 04, 2024 at 5.00 p.m. (IST)
Manner of approval	Postal Ballot through remote e-voting
Results of Postal Ballot	On or before Monday, July 08, 2024

Kindly take the above on your record.

Thanking you.

Yours truly,
For **Jetking Infotrain Limited**

Deepesh Rajendra Shah
Digitally signed by
Deepesh Rajendra Shah
Date: 2024.06.04
18:52:16 +05'30'

Deepesh Shah
Company Secretary & Compliance Officer
ACS52042

Encl: a/a



JETKING INFOTRAIN LIMITED
CIN: L72100MH1983PLC127133

Registered Office: 434, Floor -4 Bussa Udyog Bhavan, Tokersey Jivraj Road,
 Sewree (w), Mumbai – 400015.
 Tel.: 9820009165

Website: www.jetking.com; **E-mail:** investors@jetking.com

NOTICE OF POSTAL BALLOT

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014)

To the members of the Company,

Notice is hereby given that the resolutions set out below are proposed to be passed by the members of **Jetking Infotrain Limited (“the Company”)** by means of the Postal Ballot, only by way of remote e-voting process (“**e-voting**”), pursuant to Section 110 of the Companies Act, 2013 (“**the Act**”) read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“**the Rules**”) and other applicable provisions of the Act and the Rules, General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021 read with other relevant circulars, including General Circular No. 20/2021 dated December 08, 2021, General Circular No. 3/2022 dated May 05, 2022, 11/2022, dated 08.12.2022 and General Circular No. 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (“**MCA Circulars**”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), Secretarial Standard on General Meetings (“**SS2**”) issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification or re-enactment thereof for the time being in force and as amended from time to time), to seek your consent for the resolutions as set out hereunder and proposed to be passed through postal ballot (“**Postal Ballot**”) by way of remote electronic voting (“**e-voting**”) Process.

In compliance with the MCA Circulars, the hard copy of the Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelopes are not being sent to the Members. Notice of the Postal Ballot is being sent only through electronic mode to those Members holding shares either in physical form or dematerialized form as on **Friday, May 31, 2024 (“cut-off date”)** and whose email addresses are registered with the Company/ Depositories/ Depositories participant.

The Statement pursuant to Section 102 (1) and other applicable provisions of the Act read with the Rules setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice is annexed hereto.

The Board of Directors in its meeting held on May 28, 2024 has appointed Mr. Anand Mukherjee (Membership No. F11804), Partner of AVS & Associates, Company Secretaries as Scrutinizer for conducting the Postal Ballot, through the e-voting process, in a fair and transparent manner. The Scrutinizer’s decision on the validity of the Postal Ballot shall be final.

The Company has engaged the services of Link Intime India Pvt Ltd (“**Linkintime**”) for the purpose of providing a remote e-voting facility to all its members. In accordance with the MCA Circulars, members can vote only through the remote e-voting process. Accordingly, the Company is pleased to provide a remote e-voting facility for all its members to vote electronically. Members are requested to read the instructions in the Notes in this Postal Ballot Notice to cast their vote electronically not later than **5:00 p.m. IST on 04th July, 2024**, (the last day to cast vote electronically) to be eligible for being considered.

After the completion of scrutiny, the Scrutinizer will submit his report to the Chairman of the Company or any person authorized by him. The results of e-voting will be announced on or before **Monday, 08th July, 2024**, and will be displayed on the Company’s website www.jetking.com and will also be communicated to the Stock Exchanges i.e. BSE Limited (“**BSE**”) and Linkintime. The Company will also display the results of the Postal Ballot at its Registered Office.

**ITEM OF BUSINESSES REQUIRING CONSENT OF SHAREHOLDERS THROUGH POSTAL BALLOT/E-VOTING:
SPECIAL BUSINESS:**

ITEM NO. 1

APPOINTMENT OF MR. GURUPRASAD SHENAI (DIN: 10594029) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

To consider and if thought fit, pass the following resolution, as **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149,150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (“the Rules”) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“LODR”) including any statutory modification or re-enactment thereof for the time being in force, Mr. Guruprasad Shenai (DIN: 10594029), who was appointed as Additional Director (Non-Executive in the Capacity of Independent Director) of the Company, with the recommendation of Nomination and Remuneration Committee and approval of the Board of Directors of the Company, pursuant to provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company, with effect from 16th April, 2024, and who is eligible for appointment and has consented to act as a Director of the Company, be and is hereby appointed as an Independent Director of the Company for a period of (5) five consecutive years with effect from 16th April, 2024 to 15th April, 2029 and shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute all documents and filing of requisites forms that may be required on behalf of the Company, and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution.

RESOLVED FURTHER THAT any of the Directors or Company Secretary of the Company be and are hereby severally authorized to sign the certified true copy of the resolution to be given as and when required.”

ITEM NO. 2

RE-APPOINTMENT OF MR. SURESH BHARWANI (DIN: 00667104) AS CHAIRMAN & NON-EXECUTIVE DIRECTOR OF THE COMPANY FOR THE PERIOD OF 3 (THREE) YEARS

To consider and, if thought fit, pass the following resolution as **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and based on the recommendation of the Nomination & Remuneration Committee, Audit Committee and approval of the Board of Directors, the consent of the members of the Company be and is hereby accorded to appoint Mr. Suresh Bharwani (DIN: 00667104) as Chairman and Non-executive Director of the Company for a period of Three (3) Year with effect from 1st July 2024 to 30th June, 2027,liable to retire by rotation.

RESOLVED FURTHER THAT in return of his services to the Company remuneration not exceeding Rs. 2,00,000/- per month (Rupees Two Lakhs only) be paid during his tenure subject to the necessary approval as required under Companies Act, 2013 and rules made thereunder.

RESOLVED FURTHER THAT any of the Directors or Company Secretary of the Company be and is hereby severally authorised on behalf of the Company to do all such acts, deeds, matters and things as deem necessary and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary e-forms with the Registrar of Companies, Mumbai and to intimate such appointment to stock exchanges and to all regulatory authority wherever required.

RESOLVED FURTHER THAT any of the Directors or Company Secretary of the Company be and is hereby severally authorized to issue certified true copy of this resolution to the concern person/authorities as may be necessary.”

ITEM NO. 3**RE-APPOINTMENT OF MR. NAND BHARWANI (DIN: 00618386) AS VICE CHAIRMAN & NON-EXECUTIVE DIRECTOR OF THE COMPANY FOR THE PERIOD OF 3 (THREE) YEARS.**

To consider and, if thought fit, pass the following resolution as **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of section 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and based on the recommendation of the Nomination & Remuneration Committee, Audit Committee and approval of the Board of Directors, the consent of the members of the Company be and is hereby accorded to appoint Mr. Nand Bharwani (DIN: 00618386) as Vice Chairman and Non-executive Director of the Company for a period of Three (3) Year with effect from 1st July 2024 to 30th June, 2027, liable to retire by rotation.

RESOLVED FURTHER THAT in return of his services to the Company remuneration not exceeding Rs. 2,00,000/- per month (Rupees Two Lakhs only) be paid during his tenure subject to the necessary approval as required under Companies Act, 2013 and rules made thereunder.

RESOLVED FURTHER THAT any of the Directors or Company Secretary of the Company be and is hereby severally authorised on behalf of the Company to do all such acts, deeds, matters and things as deem necessary and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary e-forms with the Registrar of Companies, Mumbai and to intimate such appointment to stock exchanges and to all regulatory authority wherever required.

RESOLVED FURTHER THAT any of the Directors or Company Secretary of the Company be and is hereby severally authorized to issue certified true copy of this resolution to the concern person/authorities as may be necessary.”

ITEM NO. 4**RE-APPOINTMENT OF MR. SIDDARTH BHARWANI (DIN:02020370) AS WHOLE-TIME DIRECTOR OF THE COMPANY FOR THE PERIOD OF 3 (THREE) YEARS**

To consider and, if thought fit, pass the following resolution as **Special Resolution**:

“RESOLVED THAT Pursuant to the applicable provisions of Section 196, 197, 198, 203 read with Schedule V and other applicable provisions if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (“the Rules”) (hereinafter referred to as “the said Act” including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and applicable regulation(s) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or any amendment(s) thereto or any substitution(s) or any re-enactment(s) made thereof for the time being in force) and based on the recommendation of the Nomination and Remuneration Committee, Audit Committee and approval of the Board of Directors, the consent of the members of the Company be and is hereby accorded for the re-appointment of Mr. Siddarth Bharwani (DIN: 02020370) as Whole-Time Director of the Company from 1st July 2024 to 30th June, 2027 inter alia on the following terms and conditions:-

A. Salary: The Salary of Rs. 2,91,667/- (Rupees Two Lakhs Ninety-One Thousand Six Hundred and Sixty-Seven Only) per month.

B. Perquisites:

Mr. Siddarth Bharwani shall also be entitled to the following perquisites:

- i. Rent-free furnished accommodation or house rent allowance in lieu thereof, not exceeding 50% of the basic salary plus actual electricity charges, gas bill, society maintenance, property tax, water charges, home servant salary for accommodation or his house.

- ii. Leave Travel Allowance/ Concession for self and family once in year in India as per actual amount spent towards air ticket, hotel, and other incidental expenses like car/taxi charges, porter charges etc.
- iii. Mr. Siddarth Bharwani shall be covered under Key Managerial Personnel insurance policy or equivalent other insurance policy/policies taken by the Company / that shall be taken by the Company in future and personal accident insurance policy as per the rules of the Company.
- iv. Reimbursement of all medical expenses for self and family(dependent) including hospitalization in India or abroad.

Family” for the purpose of this agreement shall mean the self, spouse, dependent children and dependent parents of Mr. Siddarth Bharwani.
- v. The Company's contribution towards Provident Fund, if applicable. Such contribution shall not be included in the computation of the ceiling on remuneration to the extent these, either singly or put together, are not taxable under the Income Tax Act, 1961.
- vi. Gratuity as per applicable laws which shall not be included in the computation of the ceiling on minimum remuneration.
- vii. Leave encashment in accordance with the rules of the Company.
- viii. Use of chauffeur driven Company's maintained Car for private and official purposes.
- ix. Use of Company's telephone at residence for official and personal purposes and Company paid mobile phone for official and personal use.
- x. Other/ Special allowances applicable as per Company's policy.
- xi. The perquisites and allowances, wherever applicable, shall be valued as per the Income Tax Rules, 1962.

“RESOLVED FURTHER THAT notwithstanding anything hereinabove stated, where in any financial year during the tenure of Mr. Siddarth Bharwani, the Company incurs loss or its profit is inadequate, the Company shall pay remuneration to Mr. Siddarth Bharwani within the limit specified in Part II of Schedule V of the said Act and any time it shall not exceed maximum limit of Rs. 45,00,000/- (Rupees Forty-Five Lakhs Only) for any year during his tenure.

“RESOLVED FURTHER THAT the Board of Directors or Company Secretary of the Company be and are hereby authorised to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute all documents and filing of requisites forms that may be required on behalf of the Company, and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect this resolution.

**By and on behalf of the Board of Directors
of Jetking Infotrain Limited**

**Sd/-
Deepesh Shah
Company Secretary
Membership No: A52042**

Place: Mumbai
Date: 28th May, 2024

Registered Office:
434, Floor -4 Bussa Udyog Bhavan,
Tokersey Jivraj Road,
Sewree (w), Mumbai – 400015
CIN: L72100MH1983PLC127133
E-mail: investorrelations@jetking.com
Website: www.jetking.com
Tel: 9820009165

Notes :

1. In terms of Section 102 and other applicable provisions of the Companies Act, 2013 read together with rules and Secretarial Standard on General Meetings (SS-2), an explanatory statement setting out the material facts concerning special business to be transacted through Postal Ballot is annexed and forms part of this Notice.
2. In compliance with the MCA Circulars and SEBI Circular, if any, the hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the Members. Notice of the Postal Ballot is being sent only through electronic mode to those Members holding shares either in physical form or dematerialized form, whose names appear in the Register of Members/ list of beneficial owners as received from National Securities Depository Limited (“NSDL”)/ Central Depository Services (India) Limited (“CDSL”) on **Friday, May 31, 2024**.
3. In compliance with the provisions of Section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide e-voting facility for its Members to enable them to cast their votes on the resolutions electronically.
4. Each Member’s voting rights shall be in proportion to their share of the Paid-Up Equity Share Capital of the Company as on cut-off date, which will only be considered for voting.
5. Members whose names appear on the Register of Members/ List of Beneficial Owners as on **Friday, May 31, 2024**, will be considered for the purpose of voting. A person who is not a member as on cut-off date for reckoning voting rights should treat this Notice for information purposes only.
6. The E-voting will remain open for the Members for exercising their voting from Wednesday, the 05th day of June, 2024 (9.00 a.m. IST) and ends on Thursday, the 04th day of July, 2024 (5.00 p.m. IST) both days inclusive. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date may cast their vote electronically. The e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
7. Members may note that the Postal Ballot Notice will be available on the Company’s website www.jetking.com , websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com.
8. A Copy of Memorandum & Articles of Association and other necessarily documents of the Company pursuant to Section 102 of the Companies Act, 2013 are open for inspection for the shareholders in electronic mode. Members can inspect the same by sending an email to investors@jetking.com till the last date of voting.
9. The Board of Directors have appointed Mr. Anand Mukherjee (Membership No. F11804), Partner of AVS & Associates, Company Secretaries, as Scrutinizer for conducting voting process in a fair and transparent manner.
10. The results of the postal ballot will be declared not later than 2 working days of conclusion of remote e-voting i.e. on or before **Monday, July 08, 2024**. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company viz., www.jetking.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the stock exchanges where the Company’s shares are listed.
11. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on the last date specified by the Company for remote e-voting i.e. **Thursday, July 04, 2024** . Further, resolutions passed by the Members through remote e-voting are deemed to have been passed effectively at a general meeting.
12. As required by Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with MCA Circulars and the listing regulations, the details pertaining to the postal ballot shall be published in one English national daily newspaper circulating throughout India (in English language) and one Marathi daily newspaper circulating in Mumbai (in vernacular language, i.e. Marathi).

13. Instructions for voting:**Remote e-Voting Instructions for shareholders:**

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

Login method for Individual shareholders holding securities in demat mode is given below:

Individual Shareholders holding securities in demat mode with NSDL:**METHOD 1 - If registered with NSDL IDeAS facility****Users who have registered for NSDL IDeAS facility:**

- a) Visit URL: <https://eservices.nsd.com> and click on “Beneficial Owner” icon under “Login”.
- b) Enter user id and password. Post successful authentication, click on “Access to e-voting”.
- c) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

OR

User who have not registered for NSDL IDeAS facility:

- a) To register, visit URL: <https://eservices.nsd.com> and select “Register Online for IDeAS Portal” or click on <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp> “
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided with Login ID and password.
- d) After successful login, click on “Access to e-voting”.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - By directly visiting the e-voting website of NSDL:

- a) Visit URL: <https://www.evoting.nsd.com/>
- b) Click on the “Login” tab available under ‘Shareholder/Member’ section.
- c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you can see “Access to e-voting”.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with CDSL:**METHOD 1 - If registered with CDSL Easi/Easiest facility****Users who have registered for CDSL Easi/Easiest facility.**

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/home/login> or www.cdslindia.com.
- b) Click on New System Myeasi
- c) Login with user id and password
- d) After successful login, user will be able to see e-voting menu. The menu will have links of e-voting service providers i.e., LINKINTIME, for voting during the remote e-voting period.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

OR

Users who have not registered for CDSL Easi/Easiest facility.

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided Login ID and password.
- d) After successful login, user able to see e-voting menu.
- e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - By directly visiting the e-voting website of CDSL.

- a) Visit URL: <https://www.cdslindia.com/>
- b) Go to e-voting tab.
- c) Enter Demat Account Number (BO ID) and PAN No. and click on "Submit".
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) After successful authentication, click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with Depository Participant:

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL/CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, members shall navigate through "e-voting" tab under Stocks option.
- c) Click on e-voting option, members will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting menu.
- d) After successful authentication, click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Visit URL: <https://instavote.linkintime.co.in>
2. Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details: -

A. User ID:

Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

Shareholders holding shares in **physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above*

Shareholders holding shares in **NSDL form, shall provide 'D' above*

- ▶ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).
- ▶ Click “confirm” (Your password is now generated).

3. Click on 'Login' under '**SHARE HOLDER**' tab.
4. Enter your User ID, Password, and Image Verification (CAPTCHA) Code and click on '**Submit**'.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select '**View**' icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option '**Favour / Against**' (If you wish to view the entire Resolution details, click on the '**View Resolution**' file link).
4. After selecting the desired option i.e. Favour / Against, click on '**Submit**'. A confirmation box will be displayed. If you wish to confirm your vote, click on '**Yes**', else to change your vote, click on 'No' and accordingly modify your vote.

Guidelines for Institutional shareholders (“Corporate Body/ Custodian/Mutual Fund”):

STEP 1 – Registration

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on Sign up under “Corporate Body/ Custodian/Mutual Fund”
- c) Fill up your entity details and submit the form.
- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up at Sr.No. 2 above). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) will be sent to Primary contact person's email ID.
- f) While first login, entity will be directed to change the password and login process is completed.

STEP 2 –Investor Mapping

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on “Investor Mapping” tab under the Menu Section
- c) Map the Investor with the following details:
 - a. 'Investor ID' -
 - i. *Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678*
 - ii. *Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.*
 - b. 'Investor's Name - Enter full name of the entity.
 - c. 'Investor PAN' - Enter your 10-digit PAN issued by Income Tax Department.
 - d. 'Power of Attorney' - Attach Board resolution or Power of Attorney. File Name for the Board resolution/Power of Attorney shall be – DP ID and Client ID. Further, Custodians and Mutual Funds shall also upload specimen signature card.
- d) Click on Submit button and investor will be mapped now.
- e) The same can be viewed under the “Report Section”.

STEP 3 – Voting through remote e-voting.

The corporate shareholder can vote by two methods, once remote e-voting is activated:

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on 'Votes Entry' tab under the Menu section.
- c) Enter Event No. for which you want to cast vote. Event No. will be available on the home page of Instavote before the start of remote voting.
- d) Enter '16-digit Demat Account No.' for which you want to cast vote.
- e) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the '**View Resolution**' file link).
- f) After selecting the desired option i.e., Favour / Against, click on 'Submit'.
- g) A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

OR**VOTES UPLOAD:**

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) You will be able to see the notification for e-voting in inbox.
- c) Select '**View**' icon for '**Company's Name / Event number**'. E-voting page will appear.
- d) Download sample vote file from 'Download Sample Vote File' option.
- e) Cast your vote by selecting your desired option 'Favour / Against' in excel and upload the same under 'Upload Vote File' option.
- f) Click on 'Submit'. 'Data uploaded successfully' message will be displayed. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Helpdesk:**Helpdesk for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode:**

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 - 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Forgot Password:**Individual shareholders holding securities in physical form has forgotten the password:**

If an Individual shareholder holding securities in physical form has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- o Click on '**Login**' under '**SHARE HOLDER**' tab and further Click '**forgot password?**'
- o Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password

should contain a minimum of 8 characters, at least one special character (@!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

User ID for Shareholders holding shares in NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID

User ID for Shareholders holding shares in CDSL demat account is 16 Digit Beneficiary ID.

Institutional shareholders (“Corporate Body/ Custodian/Mutual Fund”) has forgotten the password:

If a Non-Individual Shareholders holding securities in demat mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

o Click on ‘**Login**’ under ‘**Corporate Body/ Custodian/Mutual Fund**’ tab and further Click ‘**forgot password?**’

o Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

InstaVote Support Desk

Link Intime India Private Limited

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (2) AND SECTION 110 OF THE COMPANIES ACT, 2013

ITEM NO.1

The Board of Directors of the Company on the recommendation of the Nomination & Remuneration Committee and pursuant to Section 161 of Companies Act, 2013 and other applicable provisions of the Act, read with the Articles of Association of the Company, had appointed Mr. Guruprasad Shenai (DIN: 10594029) as an Independent Director of the Company for a term of (5) five consecutive years with effect from 16th April, 2024 to 15th April, 2029 (both days inclusive) subject to the approval of the shareholders and shall not be liable to retire by rotation.

In accordance with the provisions of Regulation 17 (1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier, Accordingly, it is proposed to seek approval of members by way of a Special Resolution through a postal ballot to appoint Mr. Guruprasad Shenai as an Independent Director for a term of (5) five years with effect from 16th April, 2024 to 15th April, 2029, not liable to retire by rotation.

Mr. Guruprasad Shenai holds a bachelor's and Master's degree in Computer Engineering from the University of Mumbai. He further holds a post graduate degree in Human Resource Development from NMIMS, Mumbai. He has over thirty years of experience in designing and delivering technical, Soft skills and process training especially for Telecom (technical support, customer service and relationship management, and IT/ITES. He has trained over 5000 persons both School and working professionals. He has designed training solutions for both domestic as well as international markets. He was associated with some of the renowned companies like L&T, Wipro, Vodafone India etc.

In the opinion of the Board, Mr. Guruprasad Shenai fulfils the conditions specified in the Companies Act, 2013 and rules made there under and Regulation 16(1)(b) of the SEBI (LODR) Regulations, 2015 for his appointment as an Independent Director of the Company. The Board considers that his continued association would be of immense benefit to the Company, and it is desirable to continue to avail his services as an Independent Director.

None of the Promoters, Directors and Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board recommends the resolution as set out in **Item No.1** of this notice for the approval by the shareholders of the Company by way of **Special Resolution**

The profile and specific areas of expertise and other relevant information as required under the LODR Regulations and SS-2 are provided below in this Notice.

ITEM NO. 2

Members at the 37th Annual General Meeting ("AGM") of the Company held on 29th September, 2021 had appointed Mr. Suresh Bharwani as Chairman and Non-Executive Director of the Company for a period of 3 (three) years with effect from 01st July 2021 to 30th June, 2024.

The Board of Directors of the Company on the recommendation of the Nomination & Remuneration Committee and pursuant to Section 152 of Companies Act, 2013, and other applicable provisions of the Act, read with the Articles of Association of the Company, had re-appointed Mr. Suresh Bharwani (DIN: 00667104) as Chairman and Non-executive Director of the Company with effect from 1st July 2024 to 30th June, 2027. subject to the approval of the shareholders and shall be liable to retire by rotation.

Accordingly keeping in view his vast experience, role and responsibilities, leadership capabilities, and contribution in the performance of the Company, the Board recommends the resolution in relation to

appointment of Mr. Suresh Bharwani as a Chairman & Non-Executive Director, liable to retire by rotation, for the approval of shareholders of the Company on such terms and conditions including remuneration mentioned in the notice.

Further, Mr. Suresh Bharwani is not disqualified from being appointed as Director in terms of Section 164 of Companies Act, 2013 and member proposing his candidature for the office of the Director in terms of Section 160 of Companies Act, 2013 and he has given his consent to act as Director along with confirmation that he is not debarred from holding the office of Director pursuant to any SEBI order or any other such authority.

Except Mr. Suresh Bharwani, Mr. Siddarth Bharwani, Mr. Avinash Bharwani, Mr. Harsh Bharwani and Mr. Nand Bharwani, Directors of the Company and to the extent their collective shareholding in the Company, none of the Directors and/or Key Managerial Personnel or their relatives, are interested or concerned in the resolution. The Board recommends the resolution as set out in **Item No.2** of this notice for the approval by the shareholders of the Company by way of **Special Resolution**

The profile and specific areas of expertise and other relevant information as required under the LODR Regulations and SS-2 are provided below in this Notice.

ITEM NO. 3

Members at the 37th Annual General Meeting (“AGM”) of the Company held on 29th September, 2021 had appointed Mr. Nand Bharwani as Vice Chairman and Non-Executive Director of the Company for a period of 3 (three) years with effect from 01st July 2021 to 30th June, 2024.

The Board of Directors of the Company on the recommendation of the Nomination & Remuneration Committee and pursuant to Section 152 of Companies Act, 2013, and other applicable provisions of the Act, read with the Articles of Association of the Company, had re-appointed Mr. Nand Bharwani ((DIN: 00618386)) as Vice Chairman and Non-executive Director of the Company with effect from 1st July 2024 to 30th June, 2027. subject to the approval of the shareholders and shall be liable to retire by rotation.

Accordingly keeping in view his rich experience, role and responsibilities and contribution in the performance of the Company, the Board recommends the resolution in relation to appointment of Mr. Nand Bharwani as a Vice Chairman & Non-Executive Director, liable to retire by rotation, for the approval of shareholders of the Company on such terms and conditions including remuneration mentioned in the notice.

Further, Mr. Nand Bharwani is not disqualified from being appointed as Director in terms of Section 164 of Companies Act, 2013 and member proposing his candidature for the office of the Director in terms of Section 160 of Companies Act, 2013 and he has given his consent to act as Director along with confirmation that he is not debarred from holding the office of Director pursuant to any SEBI order or any other such authority.

Except Mr. Suresh Bharwani and Mr. Nand Bharwani, Directors of the Company and to the extent of their collective shareholding in the Company, none of the Directors and/or Key Managerial Personnel or their relatives, are interested or concerned in the resolution. The Board recommends the resolution as set out in **Item No.3** of this notice for the approval by the shareholders of the Company by way of **Special Resolution**

The profile and specific areas of expertise and other relevant information as required under the LODR Regulations and SS-2 are provided below in this Notice.

ITEM NO. 4

Members at the 37th Annual General Meeting (“AGM”) of the Company held on 29th September, 2021 had appointed Mr. Siddarth Bharwani as Whole Time Director (“WTD”) of the Company for a period of 3 (three) years with effect from 01st July 2021 to 30th June, 2024.

He is having 16 years of rich experience in management of 150+franchise centers of Jetking across the country w.r.t planning and executing sales and marketing to creating center of excellence in strategic accounts management, investment management and business planning of the company. Considering his rich and varied experience and due to his sustained efforts, the Company has achieved greater heights.

Further, Mr. Siddarth Bharwani is not disqualified from being appointed as Director in terms of Section 164 of Companies Act, 2013 and member proposing his candidature for the office of the Director in terms of Section 160 of Companies Act, 2013 and he has given his consent to act as Director along with confirmation that he is not debarred from holding the office of Director pursuant to any SEBI order or any other such authority.

Pursuant to succession planning of the Company and considering his association, involvement in operations of the Company, the Board at their meeting held on 28th May, 2024 on the recommendation of Nomination and Remuneration Committee and Audit Committee has approved the re-appointment of Mr. Siddarth Bharwani as a Whole-time Director of the Company for the period of three (3) years from 01st July 2024 to 30th June, 2027, liable to retire by rotation, subject to approval of members in the ensuing General Meeting.

Except Mr. Suresh Bharwani, Mr. Siddarth Bharwani, Mr. Harsh Bharwani, Mr. Avinash, Directors of the Company and to the extent their collective shareholding in the Company, none of the Directors and/or Key Managerial Personnel or their relatives, are interested or concerned in the resolution. The Board recommends the resolution as set out in **Item No.4** of this notice for the approval by the shareholders of the Company by way of **Special Resolution**.

The profile and specific areas of expertise and other relevant information as required under the LODR Regulations and SS-2 are provided below in this Notice.

Details of the Directors seeking Appointment /Re-appointment as required under Regulation 36(3) of SEBI (LODR) Regulations 2015 and applicable provisions of Secretarial Standard – 2:

Name of Director	Guruprasad Shenai	Suresh Bharwani
Director Identification Number	10594029	00667104
Age	53 years	70 years
Date of Birth	02/07/1970	26/08/1953
Nature of expertise in specific functional areas and experience	More than 30 years	More than 48 years
Qualification	Bachelor's and Master's degree in Computer Engineering from the University of Mumbai and post graduate degree in Human Resource Development from NMIMS, Mumbai.	a. Bachelor of Commerce b. Executive Development programme from IIM, Ahmedabad c. Attended 3 years owner president management (OPM) at Harvard Business school.
Terms and Condition of Appointment & Last Remuneration	As Independent Director for 5 years. Last Remuneration Drawn as Director - NIL	As Chairman & Non- executive Director for 3 years w.e.f 01 st July, 2021 to 30 th June, 2024. Last Remuneration Drawn as Director – 24,00,000/-
Remuneration sought to be paid, in case appointment is approved	Not applicable	As set out in the resolution for item no. 2

Directorship in other Companies including Listed Company	Nil	Nil
Membership of Committees Of other Companies including Listed Company (Audit Committee/Nomination Remuneration Committee/ Stakeholders Relationship Committee)	Nil	2
No. of Shares held in the Company	Nil	187275 equity shares of the Company
Date of First Appointment on the Board	16 th April, 2024	26 th December 1983
Relationship with other Director, Manager & KMP	Nil	Relative of Mr. Nand Bharwani, Siddarth Bharwani, Avinash Bharwani, Harsh Bharwani, Directors of the Company.
Board Meeting Attended (F.Y. 2023-24)	Not applicable	5
Skills and capabilities required for the role and the manner in which proposed Independent Director meets such requirements	Refer to the Item no. 1 of the explanatory statement.	Not Applicable

Name of Director	Nand Bharwani	Siddarth Bharwani
Director Identification Number	00618386	02020370
Age	67 years	37 Years
Date of Birth	19/03/1955	16/09/1986
Nature of expertise in specific functional areas and experience	More than 46 years	More than 16 Years
Qualification	a. Bachelor of Commerce b. Management Course, IIM Ahmedabad	a. Bachelors of Business Commerce, Bond University, Brisbane, Australia. b. Bachelor of Mass Media.
Terms and Condition of Appointment & Last Remuneration	As Vice Chairman & Non- executive Director for 3 years w.e.f 01 st July, 2021 to 30 th June, 2024. Last Remuneration Drawn	As Whole-Time Director for a period of 3 (three) years w.e.f 01 st July, 2021 to 30 th June, 2024.

	as Director – 2,00,000/- per month	Last Remuneration Drawn as Director – Rs. 2,91,667/- p.m.
Remuneration sought to be paid, in case appointment is approved	As set out in the resolution for item no. 3	As set out in the resolution for item no. 4
Directorship in other Companies including Listed Company	Nil	4
Membership of Committees Of other Companies including Listed Company (Audit Committee/Nomination Remuneration Committee/ Stakeholders Relationship Committee)	1	1
No. of Shares held in the Company	4,68,257 equity shares of the Company	7,71,708 equity shares of the Company
Date of First Appointment on the Board	05 th January, 1984	01 st July, 2021
Relationship with other Director, Manager & KMP	Relative of Mr. Suresh Bharwani, Director of the Company	Relative of Mr. Suresh Bharwani, Mr. Harsh Bharwani and Mr. Avinash Bharwani, Directors of the Company
Board Meeting Attended (F.Y. 2023-24)	5	5
Skills and capabilities required for the role and the manner in which proposed Independent Director meets such requirements	Not Applicable	Not Applicable

Disclosure as required under Schedule V of the Companies Act, 2013 is given as under:

I.General information

Nature of industry	Higher education, technical & vocational education
Date or expected date of commencement of commercial production:	The Company is in service industry since incorporation
In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not applicable

Standalone financial Performance:

(Amt in Rs Lakhs)

Particulars	F.Y 2021-22	F.Y 2022-23	F.Y 2023-24
Total income from operations (Net)	1580.67	1996.84	2374.36

Total expenses	1414.77	2008.33	2403.52
Profit / Loss before tax	165.90	(11.49)	(29.16)
Profit / Loss after tax	189.24	(11.49)	(29.35)

Consolidated financial performance

Particulars	F.Y 2021-22	F.Y 2022-23	F.Y 2023-24
Total income from operations (Net)	1795.74	2245.87	2374.36
Total expenses	1648.72	2260.70	2403.52
Profit / Loss before tax	147.02	(14.83)	(50.14)
Profit / Loss after tax	173.61	(14.83)	(50.33)

Foreign investments or collaborations, if any: There is no direct foreign investment in the Company except to the extent shares held by Non-Resident acquired through secondary market. There is no foreign collaboration in the Company.

II. Information about the appointee:

Particulars	Mr. Siddarth Bharwani
Background details	Mr. Siddarth Bharwani is having 16 years of rich experience in management of 150+franchise centers of Jetking across the country w.r.t planning and executing sales and marketing to creating center of excellence in strategic accounts management, investment management and business planning of the company. Considering his rich and varied experience and due to his sustained efforts the Company has achieved greater heights.
Remuneration / sitting fees received in FY 2023-24 (Rs In Lakhs)	Rs. 35,00,000/-
Recognition or awards	Launched Influencer Marketing category for digital marketing generating close to 10 Million impressions across Channels. Integrated Facebook and Youtube for more than 150 Business Partners.
Job profile and his suitability	Mr. Siddarth Bharwani shall be responsible for the day to day operation and managing the affairs of the Company under the superintendence, guidance and control of the Board.
Remuneration proposed	As mentioned in Notice
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Relative of Mr. Suresh Bharwani, Mr. Harsh Bharwani and Mr. Avinash Bharwani

Comparative remuneration profile with respect to industry, size of the company, profile of the position and person: Taking into size of the Company, industry benchmark in general, profile, position the proposed remuneration is in line with the current remuneration structure of industry.

III Other information:

Reasons of loss or inadequate profits, Steps taken or proposed to be taken for improvement and expected increase in productivity and profits in measurable terms: The Company has taken all out measures to reduce costs as well as improve operational efficiency and the Company undertakes constant measures to improve it.

IV. Disclosures: Remuneration package of the appointees is fully described in the Explanatory Statement as stated above.

**By and on behalf of the Board of Directors
of Jetking Infotrain Limited**

Place: Mumbai
Date: 28th May, 2024

Registered Office:
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Road, Sewree (w), Mumbai - 400015
CIN: L72100MH1983PLC127133
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Website: www.jetking.com
Tel: 9820009165

**Sd/-
Deepesh Shah
Company Secretary
Membership No: A52042**