



Date: 06/09/2020

To,  
The Manager  
Listing Department  
BSE Limited  
Bombay Stock Exchange,  
P. J. Towers, Dalal Street,  
Mumbai-400001.

(Scrip Code: 517063)

Sub: 1. Notice convening 36th Annual General Meeting ("AGM")  
2. Annual Report of the company for Financial Year 2019-20.

Dear Sir/Madam,

Pursuant to Regulation 34(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), please find enclosed Notice convening the 36<sup>th</sup> AGM and the Annual Report of the Company for Financial Year 2019-20. The Annual Report contains the information to be given and disclosures required to be made in terms of Regulation 34 (2) and 34 (3) of the SEBI Listing Regulations.

In view of the outbreak of the COVID-19 pandemic, the Ministry of Corporate affairs ("MCA") has, vide its circular dated 5<sup>th</sup> May, 2020, read with the circulars dated 13<sup>th</sup> April, 2020 and 8<sup>th</sup> April, 2020, (collectively referred to as "MCA Circular") and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12<sup>th</sup> May, 2020 issued by Securities Exchange Board of India (SEBI) the notice of the AGM, the Annual Report including the Audited Financial Statements for the Financial Year 2019-2020 have been sent in electronic mode to members whose e-mail IDs are registered with Company/ Depository Participant/ RTA.

The AGM of the Company will be held on Tuesday, 29<sup>th</sup> September, 2020 at 11.30 a.m. through Video Conferencing/ Other Audio Visual Means in accordance with the aforesaid circulars.

The Annual Report for the Financial Year 2019-20 is also being made available on the website of the Company at [www.jetking.com](http://www.jetking.com).

This is for your information and records.

For and on behalf of Board of Directors of  
Jetking Infotrain Limited

Suresh  
Gordhandas  
Bharwani  
Suresh Gordhandas Bharwani  
Chairman & Managing Director

Digitally signed by Suresh Gordhandas  
Bharwani  
DN: c=IN, o=Personal, postalCode=400052,  
st=Maharashtra,  
2.5.4.20=97098293ec2322e566e9021de981f6  
9cf35af304d772bea632a9481cfe0e7832,  
serialNumber=0071ad6825484f0a69f95ba60a  
6305d6e3729a052062c264d9ecbede91cf45,  
cn=Suresh Gordhandas Bharwani  
Date: 2020.09.06 11:35:57 +05'30'

[www.jetking.com](http://www.jetking.com) Corporate Office: 5th Floor, Amore Building. 2nd Et 4th Rd., Junction, Khar (W), Mumbai-400052. INDIA  
Tel: 022-67414000-03  
CIN: L72100MH1983PLC127133

## NOTICE

**NOTICE** is hereby given that the **THIRTY SIXTH ANNUAL GENERAL MEETING** of the Members of **JETKING INFOTRAIN LIMITED** will be held on **Tuesday, 29<sup>th</sup> day of September, 2020** at 11:30 a.m. IST through Video Conferencing (“VC”)/ Other Audio Visual Means (“OAVM”) to transact the following business:

### **ORDINARY BUSINESS:**

- 1. To receive, consider and adopt the Audited Financial Statements for the year ended March 31, 2020 together with the Reports of the Board of Directors and the Auditors thereon and the Audited Consolidated Financial Statements for the year ended March 31, 2020 and the reports of auditors thereon**
- 2. To appoint a Director in place of Mr. Nandu G. Bharwani (DIN: 00618386), who retires by rotation and, being eligible, offers himself for re-appointment.**

### **SPECIAL BUSINESS:**

- 3. To appoint Statutory Auditors of the Company to fill the casual vacancy:**

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

**“RESOLVED THAT** Pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (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 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 upon recommendation of the Audit Committee & Board of Directors, M/s. PYS & Co. LLP, Chartered Accountants (FRN:12388S/S200048) be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. KNAV & Co., Chartered Accountants (FRN:120458W), Mumbai.

**RESOLVED FURTHER THAT** M/s. PYS & Co. LLP, Chartered Accountants (FRN:12388S/S200048) be and are hereby appointed as Statutory Auditors of the Company from the conclusion of this ensuing 36<sup>th</sup> Annual General Meeting till the conclusion of next Annual General Meeting of the Company and shall conduct the Statutory Audit for the period ended 31<sup>st</sup> March, 2021 at such remunerations plus applicable taxes and out of pocket expenses, as may be fixed by the Board of Directors in consultation with them”

- 4. Appointment of Mr. Harsh Suresh Bharwani (DIN:02020253) as a Director & Whole-Time Director of the Company:**

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

**“RESOLVED THAT** Pursuant to the provisions of Section 152, 160 and other applicable provisions (including any modification or re-enactment thereof), if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force), Mr. Harsh Suresh Bharwani (DIN:02020253) who was appointed as an Additional Director (Executive Director) of the Company by the Board of Directors on August 31, 2020 pursuant to Section 161 of the Companies Act, 2013 and whose term expires at the ensuing 36<sup>th</sup> Annual General Meeting of the Company, notice in writing received from a Member proposing his candidature for the office of the Director, be and is hereby appointed as a Director of the Company.

**RESOLVED FURTHER THAT** Pursuant to the applicable provisions of Sections 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 upon recommendation of the Nomination and Remuneration Committee, approval of Audit Committee and the Board of Directors, Consent of the members of the Company be and is hereby accorded for the appointment of Mr. Harsh Suresh Bharwani (DIN:02020253) as Whole-time Director of the Company for a period of 3 (Three) years with effect from 31st August, 2020 to 30th August, 2023, liable to retire by rotation inter alia on the following terms and conditions;

**A. Salary:**

The Salary of Rs. 154,561/- (Rupees One Lakhs Fifty Four Thousand Five Hundred and Sixty One Only) per month

**B. Perquisites:**

Mr. Harsh Suresh Bharwani shall also be entitled to perquisites like:

- 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 as per actual amount spent towards air ticket, hotel, and other incidental expenses like car/taxi charges, porter charges etc.
- iii. Mr. Harsh Suresh Bharwani shall be covered under Key Managerial Personnel insurance policy or equivalent other insurance policy taken by the Company and personal accident insurance policy as per the rules of the Company.
- iv. Reimbursement of all medical expenses for self and family including hospitalization in India or abroad.
- 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 Cars 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.

"Family" for the purpose of this agreement shall mean the self, spouse, the children and the parents of Mr. Harsh Suresh Bharwani.

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. Harsh Suresh Bharwani, the Company incurs loss or its profit is inadequate, the

Company shall pay remuneration to Mr. Harsh Suresh 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. 18,60,000/- for any year.

**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 filling 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."

**Registered Office:**  
**Jetking Infotrain Limited**  
**401, Bussa Udyog Bhavan,**  
**Tokersi Jivraj Road, Sewri (W),**  
**Mumbai - 400 015**

**Place: Mumbai**  
**Date: 31<sup>st</sup> August, 2020**

**By Order of the Board**  
**For Jetking Infotrain Limited**

**Sd/-**  
**Suresh Gordhandas Bharwani**  
**Chairman & Managing Director**  
**DIN: 00667104**

Notes:

1. In view of the outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and Ministry of Corporate Affairs ("MCA") has vide its General Circular No. 20/2020 dated 5th May, 2020, read with General Circular No. 14/2020 dated 8th April, 2020 and General Circular No. 17/2020 dated 13th April, 2020 (collectively referred to as "said Circulars") permitted the holding of the Annual General Meeting ("AGM") through VC/OAVM, without the physical presence of the Shareholders at a common venue. Accordingly, in compliance with the applicable provisions of the Companies Act, 2013 ("Act") read with the said Circulars and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Company has decided to convene its ensuing 36th AGM through VC/OAVM and the Shareholders can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of Listing Regulations, as may be amended, and MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the 36th AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited ('NSDL') for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting, participation in the AGM through VC/OAVM and the e-voting system on the date of the 36th AGM will be provided by NSDL.
3. For convenience of the members and proper conduct of the AGM, Members can login and join the AGM in the VC/OAVM mode at least 15 (fifteen) minutes before the time scheduled of the commencement of the Meeting by following the procedure mentioned below. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 20/2020 dated May 05, 2020 read with Circular No. 14/2020 dated April 08, 2020, As the AGM shall be conducted through VC/ OAVM, the facility for appointment of proxy by the members to attend and cast

vote for the members is not available for this AGM and hence the proxy form and attendance slip including Route map are not annexed to the Notice. However, in pursuance of Section 113 of the Companies Act, 2013, the Body Corporate member/ institutional members are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate and cast their votes through e-voting. Accordingly, Institutional / Corporate Members are requested to send a scanned copy (PDF / JPEG format) of the Board Resolution authorising its representatives to attend and vote at the AGM, pursuant to Section 113 of the Act, at [cs@jetking.com](mailto:cs@jetking.com)

6. Regulation 36 (1)(b) and (c) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 prescribes that a listed entity shall send a hard copy of the statement containing salient features of all the documents, as prescribed in Section 136 of the Companies Act, 2013 to the shareholders who have not registered their email addresses and hard copies of full annual reports to those shareholders, who request for the same, respectively. However, in line with the MCA General circulars No. 20/2020 dated May 05, 2020 issued by MCA and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 issued by SEBI, owing to the difficulties involved in dispatching of physical copies of the Annual Report for the Financial Year 2019-20 and the Notice of AGM are being sent in electronic mode to Members whose names appear on the Register of Members/ List of Beneficial owners as received from M/s. Sharex Dynamic Private Limited ("RTA") and whose email address is available with the RTA, the Company or the Depository Participant(s) as on Friday, August 28, 2020. Members may note that, Notice and Annual Report 2019-20 can also be accessed from the website of the Company at <https://jetking.com/> and on website of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com). The AGM Notice is also disseminated on the website of NSDL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. <https://www.evoting.nsdl.com/>
7. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Annual General Meeting ('AGM') and the relevant details of director seeking appointment as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and as required under Secretarial Standards -2 on General Meetings issued by the Institute of Company Secretaries of India is annexed thereto.
8. In terms of the SEBI Listing Regulations, securities of listed companies can only be transferred in dematerialized form with effect from 1st April, 2020. In view of the above, Members are advised to dematerialize shares held by them in physical form.
9. Members holding the shares in physical form are requested to notify immediately any update/change of address and/or details of PAN and Bank account to M/s. Sharex Dynamic (India) Private Limited, the Registrar and Share Transfer Agent of the Company. In case shares held in dematerialised form, the information regarding change/update of address, details of bank and PAN should be given to their respective Depository Participant.
10. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
11. Members are requested:
  - a) To notify immediately any change in their registered addresses along with PIN CODE number to their respective Depository Participants (DPs) in respect of equity shares held in electronic form and to the Registrar and Share Transfer Agent of the Company- Sharex Dynamic (India) Private Limited in respect of equity shares held in physical form; and
  - b) To register their e-mail address and changes therein from time to time with Sharex Dynamic (India) Private Limited for shares held in physical form and with their respective Depository Participants for shares held in demat form.
12. In all the correspondence with the Company or with the Share Transfer Agent, members are requested to quote their folio number and in case the shares are held in the dematerialized form, they must quote their Client ID Number and their DPID Number.

13. The Register of Members and Share Transfer Books of the Company shall remain closed from 22nd September, 2020 to 29th September, 2020 (both days inclusive) for determining the names of the members eligible to receive notice of the Annual General Meeting and attend the meeting.
14. The Board of Directors has appointed Ms. Zankhana Bhansali, Practicing Company Secretaries as the Scrutinizer to scrutinize the votes cast through the e-voting system at the meeting and remote e-voting process in a fair and transparent manner.
15. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on September 22, 2020 ("Cut-off date"), are entitled to avail the facility of remote e-voting as well as e-voting system as on the date of the AGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
16. A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the AGM and prior to the Cut-off date i.e. September 22, 2020 shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or e-voting system on the date of the AGM by following the procedure mentioned below.
17. The remote e-voting period will commence at 9.00 a.m. on September 26, 2020 (Saturday) and will end at 5.00 p.m. on September 28, 2020 (Monday). In addition, the Members attending the AGM who have not cast their vote by remote e-voting shall be eligible for e-voting at the AGM. The Members desiring to vote through remote e-voting are requested to refer to the detailed procedure given hereinafter.

#### **18. Procedure for Inspection of Documents:**

The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, Register of Contracts or Arrangements maintained under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice will be available for inspection in electronic mode, basis the request being sent on investors@jetking.com

#### **19. Voting through electronic means :**

The remote e-voting period begins on Saturday, 26th September, 2020 at 09:00 A.M. and ends on Monday, 28th September, 2020 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter.

#### **How do I vote electronically using NSDL e-Voting system?**

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

**Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>**

**Step 2: Cast your vote electronically on NSDL e-Voting system.**

**Details on Step 1 is mentioned below:**

#### **How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.  
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a. pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- b) "Physical User Reset Password?" (If you are holding shares in physical mode) option is available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN number, your name and your registered address.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Details on step-2 are mentioned below:

1. After successful login at Step-1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see "EVEN" of all the companies in which you are holding shares and whose voting cycle is in active status.
3. Select "EVSN-113949" of Jetking Infotrain Ltd. for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. **In case shares are held in physical mode** please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [investors@jetking.com](mailto:investors@jetking.com)
2. **In case shares are held in demat mode**, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [investors@jetking.com](mailto:investors@jetking.com).

**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGHVC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 7 days prior to meeting mentioning their name, Demat account number/folio number, email id, Mobile number at [cs@jetking.com](mailto:cs@jetking.com) The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, Demat account number/folio number, email id, mobile number at [cs@jetking.com](mailto:cs@jetking.com). These queries will be replied to by the Company suitably by email.

**General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail [zankhana.bhansali@gmail.com](mailto:zankhana.bhansali@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case you have any queries or issues regarding AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact Ms. Pallavi Mhatre, e-mail ID: [pallavid@nsdl.co.in](mailto:pallavid@nsdl.co.in), Tel.: 022 - 24994545 or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
4. The Results declared along with Scrutinizer's Report (s) will be available on the website of the Company ([www.jetking.com](http://www.jetking.com)) within two days of passing of resolutions and communication of the same to the BSE Limited.

**Registered Office:**

**Jetking Infotrain Limited  
401, Bussa Udyog Bhavan,  
Tokersi Jivraj Road, Sewri (W),  
Mumbai - 400 015**

**Place: Mumbai**

**Date: 31<sup>st</sup> August, 2020**

**By Order of the Board  
For Jetking Infotrain Limited**

**Sd/-  
Suresh Gordhandas Bharwani  
Chairman & Managing Director  
DIN: 00667104**

## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

### Item No.3

M/s. KNAV & Co., Chartered Accountants (FRN:120458W) were appointed as Statutory Auditors of the Company at 33rd Annual General Meeting ('AGM') held on July 18, 2017 to hold office up to 38th AGM. However, they have furnished their resignation letter dated August 13, 2020 read with Annexure A dated August 17, 2020 attached with said letter stating that "In view of the increasing establishment cost of our firm, it is becoming economically unviable for us to continue being appointed as the statutory auditors of Jetking Infotrain Limited at the consistent audit fees. Our proposal for increase in audit fees was made known to the management informing them that the existing fees are not commensurate with the time and efforts involved. The said proposal has not been accepted by the management resulting in our intimation to them about our resignation as statutory auditors of the Company."

Resignation M/s. KNAV & Co., Chartered Accountants as Statutory Auditors of the company is effective from the date of the issuance of the limited review report for the first quarter ended June 30, 2020.

After that, management has proposed and based on recommendation of audit committee, the board has also recommended appointment of M/s. PYS & Co. LLP, Chartered Accountants (FRN:12388S/S200048) as Statutory Auditors of your Company from the conclusion of this ensuing 36th Annual General Meeting till the conclusion of next Annual General Meeting of the Company, who shall conduct the Statutory Audit for the period ended 31st March, 2021 for the approval of shareholders in ensuing 36th AGM.

M/s. PYS & Co. LLP, Chartered Accountants have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013 and SEBI (LODR), 2015.

According to section 139(8) of the Companies Act, 2013, appointment of auditor due to casual vacancy i.e. resignation of erstwhile auditor, requires shareholder approval in general meeting. Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out in Item No. 3 of the Notice.

None of the Directors and/or Key Managerial Personnel or their relatives, are interested or concerned in the resolution.

The Board recommends the **Ordinary Resolution** set out at **Item No. 3** of the accompanying Notice in the interests of the Company.

### Item No. 4

Pursuant to Section 161 of the Companies Act, 2013 and rules made thereunder, Mr. Harsh Suresh Bharwani (DIN:02020253) has been appointed as an Additional Executive Director of the Company by the Board of Directors on August 31, 2020 and whose term expires at the ensuing Annual General Meeting of the Company.

Further, Mr. Harsh 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.

Accordingly, the Board recommends the resolution in relation to appointment of Mr. Harsh Suresh Bharwani as a Director, liable to retire by rotation. The Members are further informed that, Mr. Harsh Suresh Bharwani is having 17 years of rich experience in Human Resource, Sales and International Business. He is a Certified NLP Trainer and Certified Business Coach and because of his professional traits he managed to overcome different aspects of business. He is currently responsible for Jetking India and Overseas Operations.

Considering his rich and varied experience, the Board of Directors of the Company also approved his appointment as Whole-Time Director of the Company for a period of three years with effect from 31st August, 2020 to 30th August, 2023, liable to retire by rotation, subject to approval of shareholders of the Company on such terms and conditions including remuneration mentioned in the notice.

In terms of pursuant to provisions of Section 196, 197, 198, 203 and read with Schedule V to the extent applicable and all other applicable provisions along with rules made there under, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), the proposed appointment requires approval of members of the Company in form of Ordinary Resolution.

Hence, the members are requested to pass the Ordinary Resolution accordingly.

Except Mr. Harsh Bharwani being appointee, Mr. Suresh Bharwani father of Mr. Harsh Bharwani, none of the Directors and/or Key Managerial Personnel or their relatives, are interested or concerned in the resolution. Mr. Nandu Bharwani is uncle of Mr. Harsh Bharwani.

The brief profile of Mr. Harsh Bharwani (DIN: 02020253), in terms of the Regulation 36(3) of the SEBI Listing Regulations, 2015 and the Secretarial Standard on General Meeting (SS-2) issued by the Institute of Company Secretaries of India, have been provided to this Notice.

The information as required under Section II of Part II of Schedule V of the Companies Act, 2013 for Item No. 4 of the Notice is given below:

## I. GENERAL INFORMATION:

### 1) Nature of Industry:

The Company is primarily engaged in the business of "IT Training in Hardware, Networking and Digital courses". The Company operates through its training centres and affiliates to provide these services across India, Nepal and South East Asia.

### 2) Date or expected date of commencement of commercial production: 26/12/1983

### 3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: NA

### 4) Financial performance based on given indicators:

(₹ in lakhs)

Particulars	2017-18	2018-19	2019-20
Total Income	2536.40	2292.87	1955.54
Profit Before Tax	8.85	(217.66)	(735.05)
Profit after Tax	46.37	(115.73)	(619.95)
Dividend on Equity	NIL	NIL	NIL

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

## II. INFORMATION ABOUT THE APPOINTEE:

### a) Background details:

Mr. Harsh Bharwani is a Commerce Graduate and has 17 years of experience in Human Resource Sales, and International Business. He is a Certified NLP Trainer and Certified Business Coach. Because of his professional traits he managed to overcome different aspects of business. He is currently responsible for Jetking India and Overseas Operations.

- b) **Past Director remuneration:** Nil
- c) **Recognition or award:** Nil
- d) **Job profile and his suitability:**

Mr. Harsh Bharwani possesses rich experience about the business affairs of the Company viz. in the field of Training and Project Planning. He specializes Human Resource, Sales and International Business and has also been observing operations of the Company and is responsible for developing business relationship. His protective and personalized approach to business and competitive spirit has been catalyst in company's growth. He is currently managing Jetking India and Overseas Operations. Thus, he is ideally appropriate for the position of whole time director of the Company.

- e) **Remuneration proposed:** as mentioned in Notice
- f) **Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:** The proposed remuneration to Mr. Harsh Bharwani is reasonably in line with the remuneration in the industry of similar size companies in the same segment of business for similarly placed position and person.
- g) **Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:** Mr. Suresh Bharwani (Father) and Mr. Nandu Bharwani (Uncle) of Mr. Harsh Bharwani.

### 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:** Slow down in the business, decrease in revenue, increase in operative cost are various reasons for loss or inadequate profits of the Company. Management trying to improve the same and taking all possible measures to reduce costs as well as improve operational efficiency/ productivity and the Company undertakes constant measures to improve it. However, it is extremely difficult in the present scenario to predict profits in measurable terms.

The Board recommends the **Ordinary Resolution** set out at **Item No. 4** of the accompanying Notice in the interests of the Company.

**Registered Office:**  
**Jetking Infotrain Limited**  
**401, BussaUdyogBhavan,**  
**TokersiJivraj Road, Sewri (W),**  
**Mumbai – 400 015**

**By Orders of the Board**  
**For Jetking Infotrain Limited**

**Suresh Gordhandas Bharwani**  
**Chairman & Managing Director**  
**DIN: 00667104**

**Place: Mumbai**  
**Date: 31<sup>st</sup> August, 2020**

**TO ITEM NO. 2 & 4 OF THE NOTICE**

Details of Directors retiring seeking appointment/re-appointment at the 36<sup>th</sup> Annual General Meeting (pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and applicable provisions of Secretarial Standard – 2):

<b>Name of the Directors</b>	<b>Mr. Nandu Bharwani</b>	<b>Mr. Harsh Bharwani</b>
Director Identification Number	00618386	02020253
Date of Birth	19th March 1955	07 <sup>th</sup> March, 1982
Work Experience in functional area	More than 43 years	More than 17 years
Qualification	Bachelor of Commerce	Bachelor of Commerce
Terms and Condition of Appointment & Last Remuneration	Joint Managing Director and CFO of the company and appointed for a term upto February 2021 Last Remuneration Drawn: Rs. 9,354,767/-	Whole Time Director for the period of 3 years w.e.f 31 <sup>st</sup> August, 2020 to 30 <sup>th</sup> August, 2023.  Last Director Remuneration Drawn – Rs.NIL
Remuneration sought to be paid, in case appointment	NA	As mentioned in the Notice
Directorship in other Companies including Listed Company	One	One
Membership of Committees of other Companies including Listed Company (Audit Committee/Nomination Remuneration Committee/ Stakeholders Relationship Committee)	NIL	NIL
No. of Shares held in the Company	468,257 Equity Shares in the name of Nandu Bharwani HUF	1,14,046 Equity Shares
Date of Appointment on the Board	26th December 1983	31 <sup>st</sup> August, 2020
Relationship with other Director, Manager & KMP	Relative of Mr. Suresh Bharwani and Mr. Harsh Bharwani	Relative of Mr. Suresh Bharwani and Mr. Nandu Bharwani
Board Meeting Attended (F.Y. 2019-20)	4	NA