

Date: 15<sup>th</sup> February, 2023

To,

**Corporate Relationship Department,**  
BSE Limited,  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai- 400001  
**Script Code: 517063**

Dear Sir/Madam,

**Subject: NOTICE OF POSTAL BALLOT**

This is furtherance to our letter/outcome of Board Meeting dated February 09, 2023 and 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 February 09, 2023.

In this regard, please find enclosed herewith the Postal Ballot Notice dated February 09, 2023 along with Explanatory Statement sent to the members of the Company on February 15, 2023, 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 'National Securities Depository Limited' ("NSDL") 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 **Friday, the 17<sup>th</sup> day of February, 2023 at 9.00 a.m. (IST)** and ends on **Saturday, the 18<sup>th</sup> day of March, 2023 at 5.00 p.m. (IST)**.

**The details relevant to the Postal Ballot are as under:**

<b>Date of Notice</b>	Thursday, February 09, 2023.
<b>Date of Completion of dispatch of Notice (by Electronic Means)</b>	Wednesday, February 15, 2023.
<b>E-voting start date and time</b>	Friday, February 17, 2023 at 9.00 a.m. (IST)
<b>E-voting end date and time</b>	Saturday, March 18, 2023 at 5.00 p.m. (IST)
<b>Manner of approval</b>	Postal Ballot through remote e-voting.
<b>Results of Postal Ballot</b>	On or before Monday, March 20, 2023.

Kindly take the above on your record.

Thanking you.

Yours truly,  
For **JETKING INFOTRAIN LIMITED**

**PRITESH K. JHAVERI**  
**COMPANY SECRETARY & COMPLIANCE OFFICER**  
**ACS51446**

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](http://www.jetking.com); **E-mail:** [investors@jetking.com](mailto: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, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/21 dated June 23, 2021 read with other relevant circulars, including General Circular No. 20/2021 dated December 08, 2021 and General Circular No. 10/2022 and General Circular No. 11/2022, dated 28.12.2022, 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”).

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, February 10, 2023 (“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 February 09, 2023 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 National Securities Depository Limited (‘NSDL’) 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 18<sup>th</sup> March 2023**, (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, 20<sup>th</sup> March 2023**, and will be displayed on the Company’s website [www.jetking.com](http://www.jetking.com) and will also be communicated to the Stock Exchanges i.e. BSE Limited (‘BSE’) and National Securities Depository Limited (‘NSDL’).

## ITEM OF BUSINESSES REQUIRING CONSENT OF SHAREHOLDERS THROUGH POSTAL BALLOT/ E-VOTING:

### SPECIAL BUSINESS:

#### Item No. 1

#### TO APPROVE DIVESTMENT (SALE/TRANSFER) OF SHARES HELD IN ITS MATERIAL SUBSIDIARY:

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

**“RESOLVED THAT** pursuant to the provision of Section 180(1) (a) of the Companies Act, 2013 (**“Act”**) to the extend applicable and other applicable provisions of the Act (including any statutory modifications(s) thereof for the time being in force) and in accordance with Regulation 24 (5) and other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“Listing Regulations”**) read with the Material Subsidiary Policy of the Company, and subject to the approvals, consents, permissions and/or sanctions, as may be required from any other relevant statutory authorities or departments and government, the consent of the members be and is hereby accorded to the Board of Directors (‘the Board’, which term shall be deemed to mean and include any Committee constituted by the Board) of the Company to effect divestment (sale/transfer) of the Shares held in Jetking Technologies Private Limited (previously known as Jetking Skill Development Private Limited)(**“JTPL”**), a wholly owned (**“Material”**) subsidiary of the Company to one or more potential investors and dilution of shareholding percentage in JTPL in such a manner that the Company may cease to exercise control over the material subsidiary including further issue of share capital to the potential investor by the material subsidiary, in a structured manner over a period of time in one or more tranches in the best interest of the company at an aggregate consideration of not less than the value arrived at by the Independent Registered Valuer and shall be on arm’s length basis and on such terms and conditions and with such modifications as may be required as the Board of Directors of the Company, may deem fit and appropriate in the best interests of the Company.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to do or cause to be done all such acts, deeds and things, including actions which may have been taken, as may be necessary, or deemed necessary or incidental thereto, from time to time for giving effect to the above resolution, without further referring to the Members of the Company; and seek the requisite approvals from the relevant authorities and third parties, including governmental authorities; to suitably inform and apply to all the concerned authorities, to settle any questions, difficulty or doubt that may arise in this regard, and to take all necessary steps in the matter as it may in its absolute discretion and in the best interests of the Company deem necessary, desirable or expedient, to give effect to the above resolution.”

**“RESOLVED FURTHER THAT** all actions taken by the Board /Committee(s) of the Board in connection with any matter(s) referred or contemplated in any of the foregoing resolution for the above matter, be and are hereby approved and confirmed in all respects.”

**“RESOLVED FURTHER THAT,** for the purpose of giving effect to the above resolution the Board of Directors of the Company or a duly authorized Committee thereof, be and is hereby authorized to take such actions and to give all such directions as may be necessary or desirable and also to settle any question or difficulty that may arise in regard to the sale of shares to the Purchaser and to do all such acts, deeds, matters and things and to execute all such deeds, documents and writings as may be necessary, desirable or expedient in connection therewith.”

**ITEM NO. 2****APPROVAL OF RELATED PARTY TRANSACTIONS UNDER SECTION 188 OF THE COMPANIES ACT, 2013 ("ACT") AND UNDER REGULATION 23 OF SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, ('SEBI LISTING REGULATIONS'):**

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

**"RESOLVED THAT** pursuant to the provision of Section 188 of the Companies Act 2013 and the other applicable provisions, if any, read with Rule 15 of Companies (Meeting of Board and its Powers) Rules 2014, as amended from time to time and pursuant to Regulation 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations'), as amended from time to time read with the Company's Policy on Related Party Transaction(s), the approval of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to enter into, for the proposed "Material Related Party" transaction/contract(s)/ arrangement(s)/ transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) as mentioned in the explanatory statement with Mrs. Dipti Bharwani, Mrs. Urvashy Bharwani Thadhani and Mrs. Ritika Nikhil Jaisinghani which is being related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, on such terms and conditions as may be agreed between the Company and such related party, for an aggregate value of up to Rs. 2,43,00,000/- (Rupees Two Crores Forty Three Lakhs Only) to be entered during FY 2023-24, subject to such contract(s)/ arrangement(s)/ transaction (s) being carried out at arm's length basis.

**"RESOLVED FURTHER THAT** the Board be and is hereby authorized to do or cause to be done all such acts, deeds and things, including actions which may have been taken, as may be necessary, or deemed necessary or incidental thereto, from time to time for giving effect to the above resolution, and to take all necessary steps in the matter as it may in its absolute discretion and in the best interests of the Company deem necessary, desirable or expedient, to give effect to the above resolution."

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

**ITEM NO. 3****APPROVAL OF RELATED PARTY TRANSACTIONS UNDER SECTION 188 OF THE COMPANIES ACT, 2013 ("ACT") AND UNDER REGULATION 23 OF SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, ('SEBI LISTING REGULATIONS'):**

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

**"RESOLVED THAT** pursuant to the provision of Section 188 of the Companies Act 2013 and the other applicable provisions, if any, read with Rule 15 of Companies (Meeting of Board and its Powers) Rules 2014, as amended from time to time and pursuant to Regulation 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations'), as amended from time to time read with the Company's Policy on Related Party Transaction(s), the approval of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to enter into, for the proposed "Material Related Party" transaction/contract(s)/ arrangement(s)/ transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) as mentioned in the explanatory statement with Mr. Harsh Bharwani and Mr. Avinash Bharwani which is being related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, on such terms and conditions as may be agreed

between the Company and such related party, for an aggregate value of up to Rs. 2,07,00,000/- (Rupees Two Crores and Seven Lakhs Only) to be entered during FY 2023-24, subject to such contract(s)/ arrangement(s)/ transaction (s) being carried out at arm's length basis.

**"RESOLVED FURTHER THAT** the Board be and is hereby authorized to do or cause to be done all such acts, deeds and things, including actions which may have been taken, as may be necessary, or deemed necessary or incidental thereto, from time to time for giving effect to the above resolution, and to take all necessary steps in the matter as it may in its absolute discretion and in the best interests of the Company deem necessary, desirable or expedient, to give effect to the above resolution."

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

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

**Pritesh K. Jhaveri  
Company Secretary  
Membership No: A51446**

Place: Mumbai

Date: 9<sup>th</sup> February, 2023

**Registered Office:**

434, Floor -4 Bussa Udyog Bhavan,

Tokersey Jivraj Road,

Sewree (w), Mumbai – 400015

CIN: L72100MH1983PLC127133

E-mail: investors@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, February 10, 2023**.
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, February 10, 2023.**, 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 **Friday, February 17, 2023** at 9.00 a.m. (IST) till **Saturday, March 18, 2023** at **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 by NSDL 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 viz., [www.jetking.com](http://www.jetking.com), websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com).
8. 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.
9. 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, March 20, 2023**. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company viz., [www.jetking.com](http://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.
10. 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. **Saturday, 18<sup>th</sup> March, 2023**. Further, resolutions passed by the Members through remote e-voting are deemed to have been passed effectively at a general meeting.
11. 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).

## **12. Instructions for voting:**

### **A. 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: Access to NSDL e-Voting system**

##### **A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> <li>1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the <b>“Beneficial Owner”</b> icon under <b>“Login”</b> which is available under <b>‘IDeAS’</b> section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on <b>“Access to e-Voting”</b> under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select <b>“Register Online for IDeAS Portal”</b> or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>.</li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon <b>“Login”</b> which is available under <b>‘Shareholder/Member’</b> section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>4. Shareholders/Members can also download NSDL Mobile App <b>“NSDL Speede”</b> facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div style="text-align: center; margin-top: 10px;"> <p><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> </div>

Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/ CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode 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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33



**B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**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 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP 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. Password details for shareholders other than Individual shareholders 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, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

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 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, your name and your registered address etc.
  - 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.

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

### **How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **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 to [anand.mukherjee@avsassociates.co.in](mailto:anand.mukherjee@avsassociates.co.in) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on **“Upload Board Resolution / Authority Letter”** displayed under **“e-Voting”** tab in their login.
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 of any queries, 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 call on toll free no.: 022-4886 7000 and 022- 2499 7000 or send a request to at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**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.
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. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

### **ITEM NO.1**

Jetking Technologies Private Limited (JTPL) (previously known as Jetking Skill Development Private Limited) is a material subsidiary of the Company as defined under Regulation 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 (Listing Regulations).

Keeping in view the Company's strategy and to focus on Company's core business, the board is evaluating opportunities w.r.t divestment (sale/transfer) of the Equity Shares held in Jetking Technologies Private Limited (previously known as Jetking Skill Development Private Limited), a wholly owned (Material) subsidiary of the Company to one or more potential investors and dilution of shareholding percentage in JTPL in such a manner that the Company may cease to exercise control over the material subsidiary including further issue of share capital to the potential investor by the material subsidiary, in a structured manner over a period of time in different tranches in the best interest of the company, thereby freeing up capital invested for redeployment elsewhere.

Accordingly, the proposal for divestment (sale/transfer) in JTPL was considered by the Board upon the recommendation of the Audit Committee in its meeting held on February 09, 2023.

The Board believes that the consideration from the sale of said investments will generate significant shareholder value and presents an attractive monetization opportunity and is in the best interest of the Company.

As per Regulation 24 (5) of SEBI (LODR) Regulations a listed entity shall not dispose of shares in its material subsidiary resulting in reduction of its shareholding to less than fifty percent or cease the exercise of control over the subsidiary without passing a special resolution and accordingly consent of the shareholders is sought through postal ballot.

None of the Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the aforementioned Special Resolution.

The Board accordingly recommends the Special Resolution set out at Item No. 1 of this Postal Ballot Notice for approval of members by way of Special Resolution.

### **ITEM NO. 2**

Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations'), as amended vide SEBI (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective April 1, 2022, states that all Material Related Party Transaction ('RPT') with an aggregate value exceeding Rs.1,000 crore or 10% of annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower, shall require prior approval of shareholders.

Also, as per Section 188 (1) (b) of the Companies act 2013 and the applicable Rules framed thereunder provide that any Related Party Transaction w.r.t selling or otherwise disposing of, or buying, property of any kind requires the approval of shareholders through an ordinary resolution if the aggregate value of the transaction(s) amounts to 10% or more of the Networth of the Company as per last audited financial statements of the Company.

The fourth proviso to Section 188(1) of the act states that the aforementioned provision shall not apply to any transaction entered into by a company in its ordinary business, on an arms' length basis. The proposed transaction could be construed as being outside the ordinary course of business as well it is material related party transaction and therefore prior approval of the Members of the Company under Section 188 of the Companies Act, 2013 and Regulation 23 of SEBI Listing Regulations is being sought by way of an Ordinary resolution.

It is in the above context that Item Nos. 2 are placed for the approval of the Members of the Company.

## Background and details of the transaction

The Company intends to purchase the property from the relatives of Mr. Nand Bharwani, Vice Chairman and Non- Executive Director of the Company situated at Office No. 502, Amore Bldg, 2<sup>nd</sup> & 4<sup>th</sup> Road Junction, Khar West, Mumbai 400052 measuring 540 Sq. Ft, which is adjacent to the properties currently own by the Company viz, 503, 504 and 505 of the same building premises and shares common lobby, Common entrance and common lavatory with the Company owned premises.

The Management has provided the Audit Committee with the relevant details, as required under law, of the proposed RPTs including material terms and basis of pricing. The Audit Committee, after reviewing all necessary information, has granted approval for entering the above-mentioned RPTs. The Committee has noted that the said transactions will be on an arms' length basis and it is outside the purview of the ordinary course of business of the Company. Accordingly, basis the approval of the Audit Committee, the Board of Directors recommends the resolution contained in Item No. 2 of the accompanying Notice to the shareholders for approval.

Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, The key details of the proposed Related Party Transactions to be entered by the Company with Related Parties is as follows :-

- a) **Name of the Related Party and nature of relationship:** Mrs. Diypti Bharwani, Mrs. Urvashy Bharwani Thadhani and Mrs. Ritika Nikhil Jaisinghani; Mrs. Dipyti Bharwani is the Wife of Mr. Nand Bharwani and Mrs. Urvashy Bharwani Thadhani and Mrs. Ritika Nikhil Jaisinghani are the daughter of Mr. Nand Bharwani, Vice Chairman and Non- Executive Director of the Company. All are part of promoter group of the Company.
- b) **Name of the Director /Key Managerial personnel who is related, if any :** Mr. Nand Bharwani, Vice Chairman and Non- Executive Director of the Company is a relative of Mrs. Diypti Bharwani, Mrs. Urvashy Bharwani Thadhani and Mrs. Ritika Nikhil Jaisinghani as per the definition under the Companies Act, 2013.
- c) **Nature, material terms, monetary value and particulars of contracts or arrangement:** The transactions involve buying of property of any kind from Mrs. Diypti Bharwani, Mrs. Urvashy Bharwani Thadhani and Mrs. Ritika Nikhil Jaisinghani who are the joint owners of the property, relative of Mr. Nand Bharwani, Vice Chairman and Non- Executive Director of the Company as per the definition under the Companies Act, 2013 and SEBI listing Regulations.
  - a. **Monitory Value of Transaction:** Not exceeding Rs. 2,43,00,000/- (Rupees Two Crores Forty Three Lakhs Only)
  - b. **Manner of determining the pricing and other commercial terms, both included as a part of the contract and not considered as a part of contract:** The proposed RPTs have been evaluated by a reputed external independent consulting firm in terms of pricing and arm's length criteria and the report confirms that the proposed RPTs are on arm's length basis.
- d) **Any other information that may be relevant:** All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice.

The Members may note that in terms of the provisions of the SEBI Listing Regulations, the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve resolution under Item No. 2.

Except, Mr. Nand Bharwani, Mr. Suresh Bharwani, Mr. Harsh Bharwani, Mr. Siddarth Bharwani and Mr. Avinash Bharwani, Directors of the Company, none of the other Directors and the KMPs of the Company and their relatives are concerned or interested in this Ordinary resolution.

The Board accordingly recommends the Ordinary Resolution set out at Item No. 2 of this Postal Ballot Notice for approval of members by way of Ordinary Resolution.

**ITEM NO. 3**

Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations'), as amended vide SEBI (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective April 1, 2022, states that all Material Related Party Transaction ('RPT') with an aggregate value exceeding ` 1,000 crore or 10% of annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower, shall require prior approval of shareholders.

Also, as per Section 188 (1) (b) of the Companies act 2013 and the applicable Rules framed thereunder provide that any Related Party Transaction w.r.t selling or otherwise disposing of, or buying, property of any kind requires the approval of shareholders through an ordinary resolution if the aggregate value of the transaction(s) amounts to 10% or more of the Networth of the Company as per last audited financial statements of the Company.

The fourth proviso to Section 188(1) of the act states that the aforementioned provision shall not apply to any transaction entered into by a company in its ordinary business, on an arms' length basis. The proposed transaction could be construed as being outside the ordinary course of business as well it is material related party transaction and therefore prior approval of the Members of the Company under Section 188 of the Companies Act, 2013 and Regulation 23 of SEBI Listing Regulations is being sought by way of an Ordinary resolution.

It is in the above context that Item Nos. 3 are placed for the approval of the Members of the Company.

**Background and details of the transaction**

The Company intends to purchase the property from Mr. Harsh Bharwani, Whole-Time Director and Chief Executive Officer of the Company jointly with Mr. Avinash Bharwani, Whole-Time Director of the Company situated at Office No. 501, Amore Bldg, 2<sup>nd</sup> & 4<sup>th</sup> Road Junction, Khar West, Mumbai 400052 measuring 460 sq. ft. which is adjacent to the properties currently own by the Company viz, 503, 504 and 505 of the same building premises and shares common lobby, entrance, toilet facility with the Company owns property.

The Management has provided the Audit Committee with the relevant details, as required under law, of the proposed RPTs including material terms and basis of pricing. The Audit Committee, after reviewing all necessary information, has granted approval for entering the above-mentioned RPTs. The Committee has noted that the said transactions will be on an arms' length basis and it is outside the purview of the ordinary course of business of the Company. Accordingly, basis the approval of the Audit Committee, the Board of Directors recommend the resolution contained in Item No. 3 of the accompanying Notice to the shareholders for approval.

Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, The key details of the proposed Related Party Transactions to be entered by the Company with Related Parties is as follows :-

- a) **Name of the Related Party and nature of relationship:** Mr. Harsh Bharwani, Whole- Time Director and Chief Executive Officer and Mr. Avinash Bharwani, Whole-Time Director of the Company. Both are part of Promoter/Promoter Group of the Company.
- b) **Name of the Director /Key Managerial personnel who is related, if any :** Mr. Harsh Bharwani, Whole- Time Director and Chief Executive Officer and Mr. Avinash Bharwani, Whole-Time Director of the Company.
- c) **Nature, material terms, monetary value and particulars of contracts or arrangement:** The transactions involve buying of property of any kind from Mr. Harsh Bharwani, Whole-Time Director and Chief Executive Officer and Mr. Avinash Bharwani who are the joint owners of the property.
  - I. **Monetary Value of Transaction:** Not exceeding Rs. 2,07,00,000/- (Rupees Two Crores and Seven Lakhs Only).
  - II. **Manner of determining the pricing and other commercial terms, both included as a part of the contract and not considered as a part of contract:** The proposed RPTs have been evaluated by a reputed external independent consulting firm in terms of pricing and arm's length criteria and the report confirms that the proposed RPTs are on arm's length basis.

- d) **Any other information that may be relevant:** All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice.

The Members may note that in terms of the provisions of the SEBI Listing Regulations, the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve resolution under Item No. 3.

Except, Mr. Nand Bharwani, Mr. Suresh Bharwani, Mr. Harsh Bharwani, Mr. Siddarth Bharwani and Mr. Avinash Bharwani, Directors of the Company, none of the other Directors and the KMPs of the Company and their relatives are concerned or interested in these Ordinary resolution.

The Board accordingly recommends the Ordinary Resolution set out at Item No. 3 of this Postal Ballot Notice for approval of members by way of Ordinary Resolution.

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

**Pritesh K. Jhaveri  
Company Secretary  
Membership No: A51446**

Place: Mumbai

Date: 9<sup>th</sup> February, 2023

**Registered Office:**

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