

Date: 03rd April, 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

This is furtherance to our letter/outcome of Board Meeting dated March 30, 2024 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 March 30, 2024.

In this regard, please find enclosed herewith the Postal Ballot Notice dated March 30, 2024 along with Explanatory Statement sent to the members of the Company on April 03, 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 **Thursday, April 04, 2024 at 9.00 a.m. (IST) till Friday, May 03, 2024 at 5.00 p.m. (IST).**

The details relevant to the Postal Ballot are as under:

Date of Notice	Saturday, March 30, 2024
Date of Completion of dispatch of Notice (by Electronic Means)	Wednesday, April 03, 2024
E-voting start date and time	Thursday, April 04, 2024 at 9.00 a.m. (IST)
E-voting end date and time	Friday, May 03, 2024 at 5.00 p.m. (IST)
Manner of approval	Postal Ballot through remote e-voting
Results of Postal Ballot	On or before Tuesday, May 07, 2024

Kindly take the above on your record.

Thanking you.

Yours truly,
For **JETKING INFOTRAIN LIMITED**

Siddarth Suresh Digitally signed by
Siddarth Suresh Bharwani
Date: 2024.04.03 17:15:44
+05'30'

Siddarth Bharwani
Whole-Time Director & CFO
DIN: 02020370

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, March 29, 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 March 30, 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 03rd May, 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 **Tuesday, 07th May, 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. PRANAV AGARWAL 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. Pranav Agarwal (DIN: 10572266), 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 30th March, 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 30th March, 2024 to 29th March, 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 this resolution.

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

ITEM NO. 2

APPOINTMENT OF MR. RAMKUMAR WARRIER 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. Ramkumar Warriar (DIN: 07660537), who was appointed as Additional Director (Non- Executive in the Capacity of Independent Director) of the Company, with the recommendation of the 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 30th March, 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 30th March, 2024 to 29th March, 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 this resolution.

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

ITEM NO. 3

MATERIAL RELATED PARTY TRANSACTION WITH JETKING TECHNOLOGIES PRIVATE LIMITED, ASSOCIATE COMPANY.

To consider and, if thought fit, pass the following resolution as **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 and any other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“LODR”), as amended from time to time read with the Company’s Policy on Related Party Transaction(s) on the basis of the approval and recommendations of the Audit Committee and the Board of Directors (“Board”) of the Company, the consent of the Members of the Company be and is hereby accorded to Board of Directors of the Company, to enter into related party transaction transaction/contract(s)/ arrangement(s)/ transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) with Jetking Technologies Private Limited, associate company of the Company, 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 (“LODR”), the details of which are provided in the Explanatory Statement pursuant to Section 102 and other provisions of the Act, on such terms and conditions as may be agreed between the Company and such related party for providing warranty break-fix on site support to the customers of Lenovo India Pvt Ltd (“Lenovo”) that has purchased Lenovo Products, Lenovo Liability Machines or Maintenance and Warranty Services from Lenovo for an aggregate value of up to Rs. 11,50,00,000/- (Eleven Crores Fifty Lakhs only) including previous Board approved limits of Rs. 1,50,00,000/- (One Crore Fifty Lakhs only) on an arm’s length basis and in the ordinary course of business of the Company on such terms and conditions provided in the Explanatory Statement annexed.

RESOLVED FURTHER THAT the Board, be and is hereby authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT Mr. Siddarth Bharwani, Whole-Time Director & CFO or Mr. Harsh Bharwani, Whole-Time Director & CEO or Mr. Avinash Bharwani, Whole-Time Director or Mrs. Sunanda Kadam, Authorised General Manager (“AGM”) of Business Administration (“Authorized Signatory”) be and are hereby severally authorized do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto also in accordance with the Agreement.

RESOLVED FURTHER THAT any of the Authorised Signatory or Company Secretary of the Company be and are hereby severally authorized to forward a certified true copy of this resolution to the concerned party or department.”

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

Place: Mumbai
Date: 30th March, 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

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

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, March 29, 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, March 29, 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 **Thursday, April 04, 2024 at 9.00 a.m. (IST)** till **Friday, May 03, 2024 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 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 **Tuesday, May 07, 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. **Friday, May 03, 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.nsdl.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.nsdl.com> and select “Register Online for IDeAS Portal” or click on <https://eservices.nsdl.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.nsdl.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 evoting.
- 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
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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. Pranav Agarwal (DIN: 10572266) as an Additional Director (Independent) of the Company with effect from 30th March, 2024 for a term of (5) five consecutive years with effect from 30th March, 2024 to 29th March, 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. Pranav Agarwal as an Independent Director for a term of (5) five years with effect from 30th March, 2024 to 29th March 2029, not liable to retire by rotation.

Mr. Pranav Agarwal holds a Post Graduate diploma in Management, Finance & Strategy and graduate degree in BMS. He was part of Essar Group for more than 12 years, handling Group Companies and managing wide foray of work ranging from coal mining, project development, ecommerce space etc. He is now founding Web3 Startup Launcher at Dubai, U.A.E. with certificate in Pomp's Crypto Academy – Cohort 11 Certified Bitcoin Professional.

In the opinion of the Board, Mr. Pranav Agarwal 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

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. Ramkumar Warriar (DIN: 07660537) as an Additional Director (Independent) of the Company with effect from 30th March, 2024 for a term of (5) five consecutive years with effect from 30th March, 2024 to 29th March, 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. Ramkumar Warriar as an Independent Director for a term upto (5) five years with effect from 30th March, 2024 to 29th March 2029, not liable to retire by rotation.

Mr. Ramkumar Warriar is an alumnus of JBIMS (Jamnalal Bajaj Institute of Management Studies), with an experience of over 35 years in the Indian corporate sector.

His last work assignment was as a Whole Time Director and Senior Vice President with a leading education company in the vocational and skill-building sector. He has worked with leading companies such as Aptech Limited, Maya Entertainment Limited, The Times of India Group, Raymond Ltd, MRF Ltd, TTK Group, Maxwell Industries & Bombay Dyeing.

He possesses a keen understanding of the Media & Entertainment Industry, and has played a dominant role across genres in the positioning of marquee brands such as Park Avenue, Parx, VIP Undergarments, Bombay Dyeing, Arena Animation, MAAC and MRF Retreads. His other key skill sets also include Franchisee Business Development, Brand Building and Communication.

In the opinion of the Board, Mr. Ramkumar Warriar 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.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

The Members are informed that the Company entered into Master Agreement for Services (hereinafter referred to as "MAS") and Non-Technical Service Agreement dated January 23, 2024 (hereinafter referred to as "SA"); with Lenovo India Private Limited (hereinafter referred to as "Lenovo") to provide on-site warranty break-fix support services to the customers of Lenovo for the Lenovo products sold in India.

The Board of Directors in its meeting held on 08.02.2024 approved to subcontract (hereinafter referred to as the "Agreement or Subcontractor Agreement) the aforesaid on-site warranty break-fix support services to the customers of Lenovo for the Lenovo products sold in India to Jetking Technologies Private Limited (JTPL), Associate Company for an aggregate value of up to Rs. 1,50,00,000/- (One Crore Fifty Lakhs).

The aforesaid services work on ticketing system issued by Lenovo, based on request received from customers of Lenovo. Thus, by calculating the average of tickets going to be issued in coming year, it is projected that the transaction limit would increase to Rs. 10,00,00,000/- (Rupees Ten Crores only)

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.

As per section 188 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Power) Rules, 2014, the Company is required to obtain approval of the shareholders, for availing or rendering of any services, directly or through appointment of agent, amounting to ten percent or more of the turnover 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.

Considering the aforesaid facts and the provision of the Act & Regulation the management of the Company has provided to the Audit Committee with the details of proposed transactions including material terms and conditions thereof. The Audit Committee, after reviewing all necessary information and details, has approved and recommended entering into the aforesaid transaction.

Except Mr. Harsh Bharwani, Mr. Avinash Bharwani, Mr. Siddarth Bharwani, 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 other Directors and/or Key Managerial Personnel or their relatives, are in any way, concerned or interested, financially or otherwise, in the resolution mentioned at **Item No. 3** of the Notice.

The Members may note that in terms of the provisions of the SEBI LODR, no Related Party shall vote to approve the Ordinary Resolution set forth at Item No. 3 of the Notice, whether the entity is a Related Party to the particular transaction or not.

The Board of Directors recommends the passing of the above resolution as **Ordinary Resolution** set out in **Item no. 3**.

The other related information as envisaged under the Act and SEBI Listing Regulations are furnished hereunder:

Sr. No	Description	Details
1.	Details of Summary of information provided by the Management to the Audit Committee	
a.	Name of the Related Party	Jetking Technologies Private Limited ('JTPL')
b.	Nature of Relationship with the Company including nature of its concern or interest (financial or otherwise)	JTPL is an associate company of Jetking Infotrain Limited ("JIL") and consequently, a related party of JIL. JIL holds 37.67% stake in JTPL.
c.	Name of the Director or Key Managerial Personnel who is related, if any and nature of relationship	Mr. Siddarth Bharwani, CFO and Whole Time Director of the Company is a Non-Executive Director of JTPL. Mr. Avinash Bharwani, Whole Time Director of the Company is a Non-Executive Director of JTPL. Mr. Harsh Bharwani, Whole Time Director of the Company is brother of Siddarth Bharwani and Avinash Bharwani Mr. Suresh Bharwani, Chairperson and Non -Executive Director is the father of

		<p>Siddarth Bharwani, Avinash Bharwani and Harsh Bharwani.</p> <p>Mr. Nand Bharwani, Non- Executive Director, is brother of Suresh Bharwani.</p>
d.	Type, material terms and particulars of the proposed transaction;	<p>Company has entered into Master Agreement for Services (hereinafter referred to as "MAS") and Non-Technical Service Agreement dated January 23, 2024 (hereinafter referred to as "SA"); with Lenovo India Private Limited (hereinafter referred to as "Lenovo") to provide on-site warranty break-fix support services to the customers of Lenovo for the Lenovo products sold in India.</p> <p>The Company then entered into Master subcontractor agreement ("Subcontractor agreement" or the "Agreement") with JTPL for the aforesaid delivery of on-site warranty break-fix support to the customers of Lenovo for Lenovo products sold in India.</p> <p>JTPL's responsibilities includes all activities from the time the JTPL receives notice from customer that a repair action is required until the customer is satisfied with the repair action, the incident has been closed by JTPL and the defective part(s) have been appropriately returned. As Lenovo's agent physically present at the repair center, JTPL is responsible for ensuring the satisfaction of the end customer. As Lenovo Authorized Service Provider JTPL is Lenovo Business Partners who have the authorization to perform warranty repair service on all Lenovo products.</p>
e	Tenure of the proposed transaction (particular tenure shall be specified);	Two Years
f	Value of the proposed transaction/Monetary Terms	Upto Rs. 11,50,00,000/-
g	The percentage of the Company annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	60.99%
2.	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	
a.	details of the source of funds in connection with the proposed transaction;	
b.	where any financial indebtedness is incurred to make or give loans, inter-	

	corporate deposits, advances or investments, <ul style="list-style-type: none"> • nature of indebtedness; • cost of funds; and tenure;	Not Applicable
c.	applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and	
d.	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	
3.	Justification as to why the RPT is in the interest of the listed entity;	<p>Under the said MAS and SA, JIL has agreed to provide on-site warranty break-fix support for Lenovo products sold in India, such on-site support will be provided at the different locations across India as mutually decided between JIL & JTPL.</p> <p>In order to execute the said work of on-site support under MAS and SA, JIL has identified JTPL as a Subcontractor as it has certain expertise and capabilities which may be required under such contracts.</p>
4.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction	The transactions do not contemplate any valuation
5.	Any other information that may be relevant	All relevant information setting out material facts forms part of this Notice.

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

Name of Director	Pranav Agrawal	Ramkumar Warriar
Director Identification Number	10572266	07660537
Age	40 years	59 years
Date of Birth	26/08/1983	02/10/1964
Nature of expertise in specific functional areas and experience	More than 12 years	More than 35 years
Qualification	Post Graduate diploma in Management, Finance & Strategy and graduate degree in BMS	Masters in Marketing Management from Jammalal Bajaj Institute of Management Studies

Terms and Condition of Appointment & Last Remuneration	As Independent Director for 5 years. Last Remuneration Drawn as Director - NIL	As Independent Director for 5 years. Last Remuneration Drawn as Director - NIL
Remuneration sought to be paid, in case appointment is approved	Not applicable	Not applicable
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	Nil
No. of Shares held in the Company	Nil	Nil
Date of First Appointment on the Board	30 th March 2024	30 th March 2024
Relationship with other Director, Manager & KMP	Nil	Nil
Board Meeting Attended (F.Y. 2023-24)	Not applicable	Not applicable
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.	Refer to the Item no. 2 of the explanatory statement.

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

Place: Mumbai
Date: 30th March, 2024

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

Registered Office:

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