

Date: 10<sup>th</sup> November 2017



To,

**RSE Limited**

100, 101, 102, 103

Thames Valley University

• 100 Victoria Road, Uxbridge, Middlesex, UK

Dear Sirs / Madams,

Re: Jetking's commitment to being better and meeting the requirements and requests of customers by the Board, Chairman, Director and Managing Director and the Board, Chairman, Joint Managing Director and CEO.

Re: Jetking's commitment to being better and meeting the requirements

Dear Sirs,

We are pleased to inform you that Jetking is the company that has been selected by the Board of Directors of RSE Limited to be the company that will be responsible for the management and operation of the company's business. We are pleased to inform you that Jetking is the company that has been selected by the Board of Directors of RSE Limited to be the company that will be responsible for the management and operation of the company's business. We are pleased to inform you that Jetking is the company that has been selected by the Board of Directors of RSE Limited to be the company that will be responsible for the management and operation of the company's business.

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Yours faithfully,

Bhudra P.  
Managing Director  
Jetking Limited



**JETKING INFOTRAIN LIMITED**

**CIN: L72100MH1983PLC127133**

Regd. Office: 401, Bussa Udyog Bhavan, T. J. Road, Sewri (W), Mumbai – 400 015

**NOTICE**

**NOTICE** is hereby given pursuant to **Section 110 of the Companies Act, 2013, Rule 22 of Companies (Management and Administration) Rules, 2014 and amendments, if any made there under** that Postal Ballot notice along with the Postal Ballot form for considering and if thought fit, passing requisite resolutions for the **Re-appointment and payment of remuneration to Mr. Suresh Bharwani-Chairman and Managing Director and Mr. Nandu Bharwani-Joint Managing Director (and CFO) of the Company** has been dispatched to all eligible shareholders on **9<sup>th</sup> November 2017** at their registered address. All shareholders whose email-ids are registered with the Company shall receive the same on their registered email id.

The last date to receive the form will be **9<sup>th</sup> December 2017** not later than **5.00 pm**. Please note that Postal Ballot Forms received after 5.00 pm on 9<sup>th</sup> December 2017 shall be treated as not being received and shall be deemed invalid.

Members, who do not receive the postal ballot forms may apply to the company and obtain a duplicate thereof or download the same from the website of the Company at <http://www.jetking.com/investor.php>

In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has engaged with NSDL for extending e-voting facility as an alternate voting mode for its members to enable them to cast their votes electronically instead of Postal Ballot Form.

E-voting shall commence on **Friday, 10<sup>th</sup> November 2017 at 9.00 AM** and end on **Saturday, 9<sup>th</sup> December 2017 5.00 pm**. The online e-voting facility shall be available to all the members of the Company who are eligible to vote.

A member, whose name is recorded in the register of members or in the register of beneficial owners maintained by the Depository on the 9<sup>th</sup> November 2017 only, shall be entitled to receive the e-voting form and avail the facility of e-voting for voting through the Proxy Portal.

For and on behalf of the Company, **Shri. S. S. Shinde**, Director, Jetking Infotrain Limited, Mumbai - 400 015.

For and on behalf of the Company, **Shri. S. S. Shinde**, Director, Jetking Infotrain Limited, Mumbai - 400 015.  
E-mail: [suresh@jetking.com](mailto:suresh@jetking.com)

By the order of the Board  
For Jetking Infotrain Limited





बवशक्ति

मुंबई, शुक्रवार, १० नोव्हेंबर २०१७

**JETKING INFOTRAIN LIMITED**

**CIN: L72100MH1983PLC127133**

Regd. Office: 401, Bussa Udyog Bhavan, T. J. Road, Sewri (W), Mumbai – 400 015

**NOTICE**

**NOTICE** is hereby given pursuant to **Section 110 of the Companies Act, 2013, Rule 22 of Companies (Management and Administration) Rules, 2014 and amendments, if any made there under** that Postal Ballot notice along with the Postal Ballot form for considering and if thought fit, passing requisite resolutions for the **Re-appointment and payment of remuneration to Mr. Suresh Bharwani-Chairman and Managing Director and Mr. Nandu Bharwani- Joint Managing Director (and CFO) of the Company** has been dispatched to all eligible shareholders on **9<sup>th</sup> November 2017** at their registered address. All shareholders whose email-ids are registered with the Company shall receive the same on their registered email id.

The last date to receive the form will be **9<sup>th</sup> December 2017** not later than **5.00 pm**. Please note that Postal Ballot Forms received after 5.00 pm on 9<sup>th</sup> December 2017 shall be treated as not being received and shall be deemed invalid.

Members, who do not receive the postal ballot forms may apply to the company and obtain a duplicate thereof or download the same from the website of the Company at <http://www.jetking.com/investor.php>

In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has engaged with NSDL for extending e-voting facility as an alternate voting mode for its members to enable them to cast their votes electronically instead of Postal Ballot Form.

E-voting shall commence on **Friday, 10<sup>th</sup> November 2017 at 9.00 AM** and end on **Saturday, 9<sup>th</sup> December 2017 5.00 pm**. ***The remote e-voting module shall be disabled by NSDL after 5.00 pm on 9<sup>th</sup> December 2017 and the member will not be allowed to vote electronically thereafter.***

A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the **3<sup>rd</sup> November 2017** only shall be entitled to receive postal ballot notice and avail the facility of remote e-voting or voting through the Postal Ballot.

In case of any queries or grievance related to Postal ballot including e-voting please contact Ms. Shridevi Vungarala –Company Secretary

Address: 5th Floor, Amore Building, 2nd & 4th Rd. Juntion, Khar (W), Mumbai 400 052.

Tel: 022 6741 4000, email: [investors@jetking.com](mailto:investors@jetking.com)

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

**JETKING INFOTRAIN LIMITED**

CIN: L72100MH1983PLC127133

Registered Office: 401, Bussa Udyog Bhavan, Near Sewri Bus Terminus, Sewri (West), T J Road, Mumbai 400015

Email: investors@jetking.com; Website: www.jetking.com; Contact no: 022 67414000

**NOTICE OF POSTAL BALLOT TO THE SHAREHOLDERS**

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

Dear Shareholders,

NOTICE is hereby given pursuant to Section 110 and other applicable provisions of the Companies Act, 2013 ("the Act") read with the Companies (Management and Administration) Rules, 2014, ("the Rules"), including any statutory modifications thereof for the time being in force and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for seeking consent of the Members of Jetking Infotrain Limited, ("the Company") to pass the following Resolutions through Postal Ballot / e-voting:

1. Re-appointment and payment of remuneration to Mr. Suresh G. Bharwani (DIN: 00667104) as Chairman and Managing Director
2. Re-appointment and payment of remuneration to Mr. Nandu G. Bharwani (DIN:00618386) as Joint Managing Director (&CFO)

Member's consent is sought on the Resolutions given in this Notice. An Explanatory Statement pursuant to Section 102 of the Act pertaining to the above Special Resolutions setting out the material facts and the reasons for the proposal is annexed. The said Special Resolutions, Explanatory Statement and the Postal Ballot Form (the 'Form') are being sent along with the notice for your consideration. The Notice will also be placed on the website of the Company [www.jetking.com](http://www.jetking.com)

In the event the resolutions as set out in the Notice are assented to by the requisite majority by means of e-voting or Postal Ballot (whichever method the shareholder opts for), they shall be deemed to have been passed at a General Meeting.

The Company has appointed Mr. Ranjeet Kumar Sharma (ACS: 27079 COP: 13241), Practising Company Secretary, to act as the Scrutinizer for conducting the Postal Ballot and e-voting process in a fair and transparent manner.

**RESOLUTION NO.1**

RE-APPOINTMENT AND PAYMENT OF REMUNERATION TO MR. SURESH G. BHARWANI (DIN: 00667104) AS CHAIRMAN AND MANAGING DIRECTOR

To consider and, if thought fit, to pass with or without modification, the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of sections 188, 196, 197, and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") or any re-enactment, amendment or modification thereto and subject to the approval of the Central Government and such other recommendations, approvals, sanctions as may be necessary, desirable and expedient in Law, approval of the Members be and is hereby accorded to the re-appointment of Mr. Suresh G Bharwani, as Chairman and Managing Director of the company for the period from 25 February 2018 up to 24th February 2021 upon terms and conditions and remuneration as set out in the Explanatory Statement annexed to the Notice (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment) with liberty to the Board of Directors ("the Board") to alter and vary the terms and conditions of the said appointment in such manner as may be agreed to between the Board and Mr. Suresh G Bharwani and approved by the Central Government.

RESOLVED FURTHER THAT the Board or a Committee thereof be and is hereby authorized to take such steps as may be necessary for obtaining necessary approvals – statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution. "

**RESOLUTION NO.2**

RE-APPOINTMENT AND PAYMENT OF REMUNERATION TO MR. NANDU G. BHARWANI (DIN: 00618386) AS JOINT MANAGING DIRECTOR (&CFO)

To consider and, if thought fit, to pass with or without modification, the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of sections 188, 196, 197 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") or any re-enactment, amendment or modification thereto and subject to the approval of the Central Government

and such other recommendations, approvals, sanctions as may be necessary, desirable and expedient in Law, approval of the Members be and is hereby accorded to the re-appointment of Mr. Nandu G Bharwani, as Joint Managing Director (& CFO) of the company for the period from 25 February 2018 up to 24th February 2021 upon terms and conditions and remuneration as set out in the Explanatory Statement annexed to the Notice (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment) with liberty to the Board of Directors ("the Board") to alter and vary the terms and conditions of the said appointment in such manner as may be agreed to between the Board and Mr. Nandu G Bharwani and approved by the Central Government.

RESOLVED FURTHER THAT the Board or a Committee thereof be and is hereby authorized to take such steps as may be necessary for obtaining necessary approvals – statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution. “

**By Order of the Board**  
**Sd/-**  
**Shridevi Vungarala**  
**Company Secretary**  
**ICSI membership No: A35440**

Date: 28th October 2017

Place: Mumbai

**NOTES:**

1. An Explanatory Statement pursuant to Section 102 of the Act pertaining to the above Special Resolutions setting out material facts and the reasons for the proposal is annexed. The said Special Resolutions, Explanatory Statement and the Postal Ballot Form (the 'Form') are being sent along with the notice for your consideration.
2. The Notice is being sent to all the Members, whose names appear in the Register of Members / List of Beneficial Owners, received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on 3rd November 2017. Voting rights shall be reckoned on the paid up value of the shares registered in the name of the shareholder as on cut-off date, i.e. 3rd November 2017. Any person who is not a member as on cut-off date should treat this Postal Ballot Notice for information purposes only. The Postal Ballot Notice is sent electronically to all shareholders who have registered their email addresses with the Company/ Depositories/RTA and to other shareholders by permitted mode (Registered Post/speed post/ courier). Any member who has not received the Postal Ballot forms may write to the Company or RTA and obtain a copy thereof. The same can also be downloaded from the Company website <http://www.jetking.com/investor.php>.
3. Dispatch of the Postal Ballot Notice and Explanatory Statement shall be announced through an advertisement in one English newspaper and one Marathi newspaper having wide circulation in Mumbai District and published on the website of the Companye e 2 Dei ye e ' c san on ein tor.php.



- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
  - (iii) Click on Shareholder - Login
  - (iv) Put your user ID and password & Click - Login.
  - (v) Password change menu appears. Change the password with new password of your choice with minimum 8 digits/ characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
  - (vi) Home page of e-Voting opens. Click on e-Voting: Active Voting Cycles.
  - (vii) Select "EVEN" of Jetking Infotrain Limited
  - (viii) Now you are ready for e-Voting as Cast Vote page opens
  - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
  - (x) Upon confirmation, the message "Vote cast successfully" will be displayed
  - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote
  - (xii) 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail [ranjeetsharma1985@gmail.com](mailto:ranjeetsharma1985@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- (b) In case of Shareholders' receiving Postal Ballot Form by Post:
- (i) Initial password is provided as below/at the bottom of the Postal Ballot Form.

EVEN (E Voting Event Number)	USER ID	PASSWORD/PIN

- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- (c) 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 Downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- (d) If you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote. In case Shareholders are holding shares in demat mode, USER-ID is the combination of (DPID+ClientID). In case Shareholders are holding shares in physical mode, USER-ID is the combination of (Even No+Folio No).
- (e) Shareholders who forgot the User Details/Password can use "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
7. All documents referred in the explanatory statement will be available for inspection at the registered office of the Company on all working days during the business hours of the Company, from the date of dispatch of the Postal Ballot Notice until the last date for receipt of votes by Postal Ballot/e-voting.
8. The results of Postal Ballot will be declared on 11th December 2017 at the registered office of the company. The date of declaration of results shall be deemed to be the date of passing of the resolution.
9. The Board of Directors of your Company have approved the aforesaid resolutions for reappointment and remuneration at their meeting held on 12th September 2017 subject to the approval of the Members through Postal Ballot as per section 110 of the Act, 2013, as amended, read with the Companies (Management and Administration) Rules, 2014. Accordingly, the said Resolutions and the relevant Explanatory Statement are being sent to you with a Postal Ballot Form for your consideration and approval.

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

The following Explanatory Statement sets out all material fact relating to Resolution no.1 of the accompanying notice.

##### **ITEM NO.1:**

Mr. Suresh G Bharwani was appointed as Chairman and Managing Director on 26th December 1983. His term of office shall conclude on 24th February 2018. Mr. Suresh G Bharwani, aged about 64 years, is commerce Graduate. He has rich experience of around 43 years in the fields of electronics, Computer Hardware and corporate training involving the latest training concepts, from all over the world, with practical techniques and a five dimensional management skills program – which include production enhancement, self Enhancement, 7-Multiple Intelligences, Interpersonal Skills and learning & Training Skills. He has conducted numerous sessions for corporates from every field on the positive approach to business and life.

The Nomination and Remuneration Committee has considered and recommended reappointment of Mr. Suresh G Bharwani as Chairman and Managing Director of the Company which was approved by the Board of Directors at their meeting held on 12th September 2017. The approval of the members is being sought from the Members as Special resolution by Postal Ballot results.

The Remuneration payable to Mr. Suresh G Bharwani as Chairman and Managing Director of the company is as under:

1. Salary: Rs. 78,00,000 per annum with such increment(s) as the Board deem fit but not exceeding Rs. 96,00,000 per annum.
2. Perquisites and Allowances as per Rules of the Company:
  - a. Leave Travel Assistance – Rs. 2,40,000 per annum
  - b. Medical Allowance – Rs. 1,80,000 per annum
  - c. Commission, Bonus and Performance Linked Incentive up to Rs. 7,50,000 or such other amount as determined by and at the discretion of the Board of Directors subject to maximum of 3% of net profits of the year computed in accordance with provisions of Section 197 of The Companies Act, 2013.
  - d. Encashment of Leave: Up to 21 days of earned and unavailed leave per annum calculated on basic salary.
  - e. Contribution of Provident Fund: 12% on basic salary
  - f. Gratuity: Maximum of 15 days salary for every completed year of service with Company

Where in any financial year during the currency of his tenure as managing director, the company has no profits or its profits are inadequate, the company shall pay the aforesaid remuneration by way of salary, commission, perquisites and other allowances as minimum remuneration subject to approval of the central Government and such other authorities as may be necessary.

The terms of the appointment of Mr. Suresh G Bharwani, as stated in the Notice and the Explanatory Statement thereto, may be treated as the Memorandum under section 190 of the Companies Act, 2013. These terms of appointment are available for inspection by the members at the registered office of the company between 11.00 a.m. to 1.00 p.m. on all working days excluding Saturdays and Public Holidays from the date of dispatch of the Postal Ballot Notice until the last date for receipt of votes by Postal Ballot/e-voting.

The Board of Directors recommends the passing of the resolution envisaged at resolution no. 1 in this Notice as a special resolution.

Mr. Suresh G. Bharwani for his own appointment and Mr. Nandu G. Bharwani being his brother are concerned or interested in the aforesaid resolution.

The information required under the Act regarding the payment of remuneration to Mr. Suresh G Bharwani is as under:

I. Information about appointee – Mr. Suresh G Bharwani		
1.	Background details	Qualification: B. Com., Alumni of owner / President Management Program of Harvard University, USA: Age: 64 years, Experience: Rich experience of around 43 years in the field of electronics and computer hardware and networking. He has rich experience of exploring various parts of the country for development of human capital and is an effective team leader.
2.	Past Remuneration	During the financial year ended on 31/03/2017: Gross remuneration: Rs. 10,354,767/-(including salary, LTA, leave encashment, Company's contribution to PF, provision for gratuity, medical reimbursement and commission).
3.	Recognition and Rewards	Mr. Suresh G. Bharwani has been awarded with: -2005 – 'Maharashtra IT Manpower Development Award' (Second position) from the Government of Maharashtra Further under the able guidance and leadership of Mr. Suresh G. Bharwani, the company has received the following awards and accolades: -2006 – "Hall of Fame" award by Franchising India Holding Limited since 2004, The company has been consistently ranked as the leading computer Hardware and Networking Training Institute By Dataquest magazine, one of the India's IT publications. -2007 – "Best Franchiser Award" by Franchising India Holding Limited. -2007 – Pike's Peak Award by the Bob Pike Group, an International Performance Solutions Organizations. -2008 – Udaan Samman- 2008 by the Navbharat Times Group for pioneering the trend of Vocational training in India

		-2010 – “Educational Business of the Year” Award By Franchising India Holding Limited. -2010 – “Best Redhat Certified Partner Network India” award by Redhat India Pvt. Ltd. -2011 – “Best Redhat Certified Partner Network India” award by Redhat India Pvt. Ltd. - 2014 - “Brand Trust” award by The Brand Trust Report – India Study for being the biggest and the most trustworthy brand in the Computer Hardware/Training segment - 2014 - “Limca Book” award by Limca Book of Records for achieving the highest number of placements at a pan India level in a particular year. - 2015 - “Corporate Excellence” award by Lokmat Group for Corporate Excellence in IT Training and Placement -2017- launched a new book ‘Entrepreneur’s Guide Book
4.	Remuneration proposed	To pay the remuneration as mentioned in the Explanatory Statement to the Postal Ballot Notice as the minimum remuneration in case of Inadequacy or absence of profits.
5.	Job Profile and Suitability	To look after the overall business of the company in particular quality control, annual business strategies, sales and marketing strategies, annual advertisement policy, briefing the agency and monthly co-ordination with franchisees. Development of course content and introduction of new courses.
6.	Comparative remuneration profile	Taking into account the size of the company, the profile of Mr. Suresh G. Bharwani, the responsibilities attached to the position of managing directors and the remuneration prevailing in the industry, the proposed remuneration is quite reasonable.
7.	Pecuniary relationship directly or indirectly with the company, of relationship with the managerial personnel, if any	Mr. Suresh G. Bharwani is one of the Promoter Directors of the Company. He is brother of Mr. Nandu G. Bharwani, Joint Managing Director and CFO of the company.

Names of companies in which Mr. Suresh G Bharwani also holds directorships and memberships of Committees of the Board:

Names of Companies	Nature of Interest
Jetking Skill Development Private Limited	Director

Names of Companies	Nature of the Committee	Status (Chairman / Member)
None		

## ITEM NO. 2:

Mr. Nandu G Bharwani was appointed as Joint Managing Director on 1st January 1984. His term of office shall conclude on 24th February 2018. Mr. Nandu G Bharwani aged about 62 years is a commerce graduate. He has rich experience of about 40 years in business management. Mr. Nandu G Bharwani has keen inter-personal skills and business acumen and has been instrumental in the expansion and growth of the company.

The Nomination and Remuneration Committee has considered and recommended reappointment of Mr. Nandu G Bharwani as the Joint Managing Director of the Company which was approved by the Board of Directors at their meeting held on 12th September 2017. The approval of the members is being sought as Special resolution by Postal Ballot results.

The remuneration payable to Mr. Nandu G Bharwani as the Joint Managing Director of the Company is as under:

1. Salary: Rs. 78, 00,000 per annum with such increment(s) as the Board deem fit but not exceeding Rs. 96, 00,000 per annum.
2. Perquisites and Allowances as per Rules of the Company:
  - a. Leave Travel Assistance – Rs. 2,40,000 per annum
  - b. Medical Allowance – Rs. 1,80,000 per annum
  - c. Commission, Bonus and Performance Linked Incentive up to Rs. 7, 50,000 or such other amount as determined by and at the discretion of the Board of Directors subject to maximum of 3% of net profits of the year computed in accordance with provisions of Section 197 of The Companies Act, 2013.
  - d. Encashment of Leave: Up to 21 days of earned and unavailed leave per annum calculated on basic salary.
  - e. Contribution of Provident Fund: 12% on basic salary
  - f. Gratuity: Maximum of 15 days salary for every completed year of service with Company



Where in any financial year during the currency of his tenure as managing director, the company has no profits or its profits are inadequate, the company shall pay the aforesaid remuneration by way of salary, commission, perquisites and other allowances as minimum remuneration subject to approval of the central Government and such other authorities as may be necessary.

The terms of the appointment of Mr. Nandu G Bharwani, as stated in the Notice and the Explanatory Statement thereto, may be treated as the Memorandum under section 190 of the Companies Act, 2013. These terms of appointment are available for inspection by the members at the registered office of the company between 11.00 a.m. to 1.00 p.m. on all working days excluding Saturdays and Public Holidays from the date of dispatch of the Postal Ballot Notice until the last date for receipt of votes by Postal Ballot/e-voting.

The Board of Directors recommends the passing of the resolution envisaged at resolution no. 2 in this Notice as a special resolution.

Mr. Nandu G Bharwani for his own appointment and Mr. Suresh G Bharwani being his brother are concerned or interested in the aforesaid resolution.

The information required in terms of Schedule V of the Companies Act, 2013, regarding the payment of remuneration to Mr. Nandu G Bharwani is as under:

I. Information about appointee – Mr. Nandu G Bharwani		
1.	Background details	Qualification: B. Com., Age: 62 years, Experience: Rich experience of 40 years in the field of Finance and Accounts, setting up of company, growing operations and expanding the franchisee and own center network. He has been instrumental in the development of the new business for the company and ensuring that the company has the strong presence across the country.
2.	Past Remuneration	During the financial year ended on 31/03/2017: Gross remuneration: Rs. 10,354,767 /- (including salary, LTA, leave encashment, Company's contribution to PF, provision for gratuity, medical reimbursement and commission).
3.	Recognition and Rewards	Under the able guidance and leadership of Mr. Nandu G. Bharwani, the company has received the following awards and accolades: 2006 – “Hall of Fame” award by Franchising India Holding Limited -2007 – “Best Franchiser Award” by Franchising India Holding Limited. -2008 – Udaan Samman- 2008 by the Navbharat Times Group for pioneering the trend of Vocational training in India -2009 – “Excellence Awards” by Tax Law Educare Society -2010 – “Educational Business of the Year” Award By Franchising India Holding Limited. -2010 – “Best Redhat Certified Partner Network India” award by Redhat India Pvt. Ltd. -2011 – “Best Redhat Certified Partner Network India” award by Redhat India Pvt. Ltd. - 2014 - “Brand Trust” award by The Brand Trust Report – India Study for being the biggest and the most trustworthy brand in the Computer Hardware/Training segment - 2014 - “Limca Book” award by Limca Book of Records for achieving the highest number of placements at a pan India level in a particular year. - 2015 - “Corporate Excellence” award by Lokmat Group for Corporate Excellence in IT Training and Placement
4.	Remuneration proposed	To pay the remuneration as mentioned in the Explanatory Statement to the Postal Ballot Notice as the minimum remuneration in case of Inadequacy or absence of profits.
5.	Job Profile and Suitability	Responsible for franchisee development- identification, appointment and support in setting up operations for new centers as well as financial guidance and marketing support to achieve targets and business goals.
6.	Comparative remuneration profile	Taking into account the size of the company, the profile of Mr. Nandu G. Bharwani, the responsibilities attached to the position of Joint managing directors and the remuneration prevailing in the industry, the proposed remuneration is quite reasonable.
7.	Pecuniary relationship directly or indirectly with the company, of relationship with the managerial personnel, if any	Mr. Nandu G. Bharwani is one of the Promoter Directors of the Company. He is the brother of Mr. Suresh G. Bharwani, Chairman and Managing Director of the Company.

Names of companies in which Mr. Nandu G Bharwani also holds directorships and memberships of Committees of the Board:

<b>Names of Companies</b>	<b>Nature of Interest</b>
Jetking Skill Development Private Limited	Director
Ritika Bharwani Designs	Partner

<b>Names of Companies</b>	<b>Nature of the Committee</b>	<b>Status (Chairman / Member)</b>
Jetking Infotrain Limited	Audit Committee	Member
Jetking Infotrain Limited	Stakeholders Relationship Committee	Member

**By Order of the Board**  
**Sd/-**  
**Shridevi Vungarala**  
**Company Secretary**  
**ICSI membership No: A35440**

Date: 28th October 2017  
Place: Mumbai

Registered Office:  
401, Bussa Udyog Bhavan,  
Near Sewri Bus Terminus,  
Sewri (West), T.J. Road,  
Mumbai-400015





**Postal Ballot Form****(To be returned to Scrutinizer appointed by the Company)**

Sr No.:

Name & Registered Address of the Sole Shareholder	
Name of Joint Holders If any (In Block Letters)	
Folio no./DP Id No.*/Client Id No.* (*Applicable to Shareholders holding shares in dematerialised form)	
Number of Equity Shares held as on	

I/We hereby exercise my/our vote(s) in respect of the special resolution to be passed through postal ballot for the business stated in the Postal Ballot Notice of the Company dated 28th October 2017 by sending my/our assent or dissent to the said resolution by placing the tick (✓) mark at the appropriate box below:

Item No.	Description	No. of shares	I/We assent to the resolution (For)	I/We dissent to the resolution (Against)
1	Reappointment and payment of remuneration to Mr. Suresh G. Bharwani (DIN: 00667104) as Chairman and Managing Director of the Company			
2	Reappointment and payment of remuneration to Mr. Nandu G. Bharwani (DIN:00618386) as Joint Managing Director (&CFO) of the Company			

Place :

Date :

\_\_\_\_\_  
Signature of Shareholder**ELECTRONIC VOTING PARTICULARS**

EVEN (E-Voting Event Number)	User ID	Password

**Note: Kindly read the instructions printed overleaf before filing the form**

## **IMPORTANT INSTRUCTIONS**

1. A Shareholder desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer, in the attached self addressed business reply envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballot Form(s), if sent by courier or registered/speed post at the expense of the Shareholder will also be accepted.
2. The self addressed business reply envelope bears the address of the Scrutinizer.
3. This Form should be completed and signed by the Shareholder (as per the specimen signature registered with the Company/Depository Participants). In case of joint holding, this Form should be completed and signed by the first named Shareholder and in his absence, by the next named Shareholder.
4. Duly completed Postal Ballot Form should reach the Scrutinizer not later than Saturday, 9th December 2017. All Postal Ballot Forms received after this date will be strictly treated as if reply from such Shareholder has not been received.
5. There will be only one Postal Ballot Form for every folio irrespective of the number of joint Shareholder(s). The photocopy of the Postal Ballot Form will not be considered valid.
6. In case of shares held by companies, trusts, societies etc. the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board resolution/authority letter.
7. A Shareholder may request for a duplicate Postal Ballot Form, if so required. However, the duly completed duplicate Postal Ballot form should reach the Scrutinizer not later than the last date of receipt of Postal Ballot Form, i.e., Saturday, 9th December 2017.
8. Voting rights shall be reckoned on the paid up value of shares registered in the name of the Shareholders as on Friday, 3rd November 2017.
9. Shareholders are requested not to send any other paper along with the Postal Ballot Form in the enclosed self addressed business reply envelope, as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
10. A Shareholder need not use all the votes nor needs to cast all the votes in the same way.
11. The Scrutinizer's decision on the validity of a Postal Ballot will be final and binding.
12. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected.
13. The result of the Postal Ballot will also be posted on the website of the Company under the investor's section <http://www.jetking.com/investor.php>
14. The Company is pleased to offer e-voting facility as an alternate, for all the Shareholders of the Company to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional. The detailed procedure is enumerated in the Notes to the Postal Ballot Notice.