



Date: 01-04-2025

To,
Corporate Relationship Department,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai-400 001

Subject: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Postal Ballot Notice

(Scrip Code: 517063)

Dear Sir/Madam,

Pursuant to Regulations 30 read with Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 please find attached copy of Postal Ballot Notice ("**Notice**") dated **1st April, 2025** which will be sent through e-mail to the shareholders of the Company, today for seeking their approval on the following resolutions: -

Item No.	Business to be transacted through Special Resolutions
1	To approve the alteration in the main object clause of the Memorandum of Association of the Company
2	To approve the issuance of equity shares on preferential basis.

Further, the schedule of events for Postal Ballot/ E-voting is as under: -

Sr. No.	Particulars (Activity)	Date
1	Cut-off date for sending of Postal Ballot Notice to shareholders	Friday, 28th March, 2025
2	E-voting commencement date and time	Wednesday, 2nd April, 2025, 09:00 a.m. (IST)
3	E-voting end date and time	Thursday, 1st May, 2025, 05:00 p.m. (IST).
4	Mode of Approval	E-voting only
5	Submission of voting results	On or before Monday, 5th May, 2025



The Notice of Postal Ballot is also available on the website of the Company at <https://www.jetking.com/investors>

Kindly take the same on record.

Thanking you.

Yours faithfully,

**For and on Behalf of,
Jetking Infotrain Limited**

**Deepesh Shah
Company Secretary & Compliance Officer
Membership No.: A52042**



JETKING INFOTRAIN LIMITED

CIN: L72100MH1983PLC127133

Registered Office: Office No. 503, 5th Floor, Amore Commercial Premises Co-Op Society Ltd.,
CTS No. Junction of 2nd & 4th Road, Khar Delivery, Mumbai, Maharashtra, India, 400052.

Tel.: 9820009165

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

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 and Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, as amended and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India]

Commencement of e-voting	Wednesday, April 02, 2025 at 9.00 a.m. (IST)
End of e-voting	Thursday, May 01, 2025 at 5.00 p.m. (IST)

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 No. 14/2020 dated April 08, 2020 and subsequent circulars issued in this regard and latest one being General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (collectively '**MCA Circulars**') and SEBI Circular No. SEBI/HO/CFD/ CMD1/CIR/ P/2020/79 dated May 12, 2020 and subsequent circulars issued in this regard and latest one being SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024, issued by the Securities and Exchange Board of India (collectively '**SEBI Circulars**') and in compliance with the provisions of the Companies Act, 2013 ('the Act') and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('**SEBI Listing Regulations**'), Secretarial Standard on General Meetings ("**SS-2**") 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 & SEBI 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 28, 2025 ("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 April 1, 2025, has appointed Mr. Abhay J. Pal (Membership No. F13415), proprietor of AJP & 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 M/s. MUFG Intime India Private Limited (formerly known as "Link Intime India Pvt Ltd) (hereinafter referred as **('MUFG')** 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 providing 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 Thursday, May 01, 2025**, (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, May 05, 2025**, and will be displayed on the Company's website www.jetking.com and will also be communicated to the Stock Exchange i.e. BSE Limited **('BSE')** and **MUFG**. 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:

ALTERATION IN THE MAIN OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY:

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

"RESOLVED THAT pursuant to the provisions of Sections 4, 13, 15 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder **("the Act")** read with the applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 **(the "SEBI Listing Regulations")** (including any statutory modification(s) or re-enactment(s) of the Act or the SEBI Listing Regulations, as the case may be, for the time being in force), and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon from time to time by the Government of India **("GOI")**, the Registrar of Companies **(the "ROC")**, the Ministry of Corporate Affairs **("MCA")**, the Securities and Exchange Board of India **("SEBI")** and subject to such approvals, consents, permissions and sanctions as may be necessary or required, from statutory, regulatory or other appropriate authorities, the Consent of the Members of the Company be and is hereby accorded for addition of the below mentioned object clause in addition to the existing main object clause in the Memorandum of Association of the Company as sub-clause no. 5 after sub-clause no. 4 of Clause III(A) therein:

“5. To engage in the business of holding, acquiring, buying, selling, trading, staking, transferring, and dealing in virtual digital assets, including but not limited to bitcoin, blockchain-based tokens, non-fungible tokens, and other digital assets and to develop, deploy, and manage blockchain-based technologies, virtual digital assets, decentralized finance (DeFi) platforms, and related services including but not limited to consultancy, research, and advisory services in blockchain and Virtual digital asset management.”

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board of Directors of the Company be and is hereby authorized to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubts that may arise in this regard and to sign and execute all necessary documents, applications, agreements, returns and writings as may be necessary, proper, desirable or expedient, in the best interest of the Company, to accede to such modifications and alterations to the aforesaid resolution as may be suggested by the Registrar of Companies or such other Regulatory or Statutory Authority in respect of any matter(s) arising from or incidental to the said amendment.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorised to delegate all or any of the powers conferred on it by or under these resolutions to any Committee of Directors or to the Managing Director/Joint Managing Director or any other Key Managerial Personnel(s) of the Company as it may consider appropriate to do all such acts, deeds, matters and things as also to execute such documents, writings, etc. as may be necessary to give effect to this resolution.”

ITEM NO. 2:

APPROVAL OF ISSUANCE OF EQUITY SHARES ON PREFERENTIAL BASIS:

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

“RESOLVED THAT pursuant to sections 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any amendment(s), statutory modification(s) or re-enactment thereof for the time being in force) (**“the Act”**) and the enabling provisions of the Memorandum & Articles of Association of the Company, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 [**“SEBI (ICDR) Regulations”**], the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [**“SEBI (LODR) Regulations”**] and the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 [**“SEBI (Takeover) Code”**] and the provisions of the Foreign Exchange Management Act, 1999 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines thereon issued from time to time by the Government of India (**“GOI”**), Reserve Bank of India (**“RBI”**), the Registrar of Companies (**the “ROC”**), Ministry of Corporate Affairs (**“MCA”**), Securities and Exchange Board of India (**“SEBI”**) and subject to such approvals, consents, permissions and sanctions as may be necessary or required, from regulatory or other appropriate authorities, including but not limited to SEBI, BSE Limited (**“BSE or Stock Exchange”**), and/or any other competent authorities (hereinafter referred to as **‘Applicable Regulatory Authorities’**) to the extent applicable, the Listing Agreements entered into by the Company with the Stock Exchange and subject to the approval(s), consent(s),

permission(s) and/or sanction(s), if any, of the statutory, regulatory, appropriate authorities, institutions or bodies as may be required, and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of the above authorities while granting any such approvals, consents, permissions and/or sanctions, which may be agreed to by the Board of Directors of the Company (**hereinafter called 'the Board'**) which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution or any person authorised by the Board or its committee for such purpose) and subject to any other alterations, modifications, corrections, changes and variations that may be decided by the Board in its absolute discretion, the Consent of the Members of the Company be and is hereby accorded to create, offer, issue and allot from time to time, in one or more tranches up to 4,28,622 (Four Lakhs Twenty-Eight Thousand Six Hundred Twenty-Two) Equity Shares having face value of Rs.10/- (Rupees Ten Only) for cash at an issue price of Rs.154/- (Rupees One Hundred Fifty-Four Only) per equity share at premium of Rs.144/- (Rupees One Hundred Forty-Four Only) per equity share aggregating amounting Rs. 6,60,07,788/- (Rupees Six Crores Sixty Lakhs Seven Thousand Seven Hundred and Eighty-Eight Only) to the below mentioned proposed allottee(s) on the preferential and private placement basis in such manner and on such terms and conditions as are stipulated in the explanatory statement attached hereto and as may be determined by the Board in its absolute discretion in accordance with SEBI (ICDR) Regulations and other applicable laws:

No.	Name of the Proposed Allottee(s)	Maximum No. of Equity Shares proposed to be allotted	Category
1.	Avinash S. Bharwani	16,230	Promoter Group
2.	Harsh S. Bharwani	16,230	Promoter Group
3.	Siddarth S. Bharwani	16,230	Promoter Group
4.	Chetan Burman	1,90,000	Non-Promoter
5.	Pradip Burman	1,25,000	Non-Promoter
6.	Renu R. Tolani	32,466	Non-Promoter
7.	Prabhsharan Pal Kaur Bajaj	32,466	Non-Promoter
Total		4,28,622	

RESOLVED FURTHER THAT in accordance with the provisions of Chapter V of SEBI (ICDR) Regulations, the '**Relevant Date**' for determining the issue price of equity shares to be issued on a preferential basis to the aforementioned allottees is hereby fixed as Tuesday, 1st April, 2025 being a date 30 days prior to the date of passing Special Resolution.

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue of the Equity Shares on a preferential basis shall be subject to the following terms and conditions apart from others as prescribed under the applicable laws:

- a. The Allottee(s) shall be required to bring in 100% of consideration, for the relevant equity shares to be allotted on or before the date of allotment hereof;
- b. The consideration for allotment of relevant equity shares shall be paid to the Company by the proposed allottee(s) from their respective bank accounts;
- c. The pre-preferential shareholding of the Proposed Allottees (if any) and Equity Shares to be allotted to the Proposed Allottees shall be under lock- in for such period as may be prescribed under Chapter V of SEBI (ICDR) Regulations;
- d. The Equity Shares so allotted to the Proposed Allottees under this resolution shall not be sold, transferred, hypothecated, or encumbered in any manner during the period of lock-in provided under SEBI (ICDR) Regulations except to the extent and in the manner permitted there under;
- e. Allotment of the Equity Shares shall only be made in dematerialized form. The monies to be received by the Company from the Proposed Allottee(s) for application of the Equity Shares pursuant to this preferential issue shall be kept in a separate bank account to be opened by the Company and shall be utilized in accordance with Section 42 and 62 of the Companies Act, 2013;
- f. The equity shares shall be allotted within a period of 15 (Fifteen) days from the date of passing of this shareholders resolution, provided where the allotment of the equity shares is pending on account of pendency of any approval or permission of such allotment by any regulatory authority, the allotment shall be completed within a period of 15 (Fifteen) days from the date of such approval or permission, as the case may be;
- g. The Equity Shares proposed to be issued shall rank pari passu with the existing Equity Shares of the Company in all respects and that the Equity Shares so allotted shall be entitled to the dividend declared, if any, including other corporate benefits, if any;
- h. The issue and allotment of equity shares shall be subject to the requirements of all applicable laws and pursuant to the provisions of the Memorandum of Association and Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorized to make an offer to the proposed allottees through private placement offer cum application letter **(In the format of 'Form PAS-4')** immediately after passing of this resolution with a stipulation that allotment would be made only upon receipt of in-principle approval from the recognized stock exchange(s) where the shares of the Company is listed i.e. BSE Limited **('BSE')**.

RESOLVED FURTHER THAT subject to the SEBI (ICDR) Regulations and other applicable laws, the Board of Directors of the Company be and is hereby authorized to decide and approve terms and conditions of the issue of above-mentioned equity shares and to vary, modify or alter any of the terms and conditions, including size of the issue, as it may deem expedient, without being required to seek any further consent or approval of the shareholders.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient to the aforesaid issue including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents and appointing attorney(ies) or authorized representative(s) under appropriate Letter(s) of Authority(ies), to appear before the office of the Ministry of Corporate Affairs/Registrar of Companies, Stock Exchanges where securities of the Company are listed and any other Regulatory or Statutory Authority(ies), as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and application for in-principle approval, listing approval thereof with the Stock Exchanges as appropriate, corporate actions and utilisation of proceeds of the Preferential Issue, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to delegate all or any of the powers conferred on it by or under these resolutions to any Committee of Directors or to the Managing Director/Joint Managing Director or any other Key Managerial Personnel(s) of the Company as it may consider appropriate to do all such acts, deeds, matters and things as also to execute such documents, writings, etc. as may be necessary to give effect to this resolution.”

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

Sd/-
Deepesh Shah
Company Secretary
Membership No: A52042

Place: Mumbai
Date: April 1, 2025

Registered Office:
Office No. 503, 5th Floor, Amore Commercial Premises
Co-Op Society Ltd., CTS No. Junction of 2nd & 4th Road,
Khar (West), Mumbai – 400052
CIN: L72100MH1983PLC127133
[E-mail: investors@jetking.com](mailto:investors@jetking.com)
Website: www.jetking.com

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 the 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 28, 2025**.
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 providing 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 28, 2025**, 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 to exercise their voting from **Wednesday, April 02, 2025 at 9.00 a.m. (IST)** till **Thursday, May 01, 2025 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, website of the Stock Exchange i.e. BSE Limited at www.bseindia.com
8. A Copy of the Memorandum and Articles of Association and other necessary documents related to the resolutions proposed by 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 has appointed Mr. Abhay J. Pal (Membership No. F13415), proprietor of AJP & 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 the conclusion of remote e-voting i.e. on or before **Monday, May 05, 2025**. 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 websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com, 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 exchange where the Company's shares are listed i.e. BSE Limited.
11. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on the last date specified by the Company for remote e-voting i.e. **Thursday, May 01, 2025**.
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:

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, 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 correctly in their demat accounts to access e-Voting facility.

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

Individual Shareholders holding securities in demat mode with NSDL

METHOD 1 - Individual Shareholders registered with NSDL IDeAS facility

Shareholders 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. Click on "Login"
- c) After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- d) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

OR

Shareholders 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 successful registration, user will be provided with Login ID and password.
- d) After successful login, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - Individual Shareholders 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.
- a) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- b) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with CDSL**METHOD 1 – Individual Shareholders registered with CDSL Easi/ Easiest facility****Shareholders who have registered/ opted 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 Tab
- c) Login with existing my easi username and password
- d) After successful login, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime, for voting during the remote e-voting period.
- e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

OR**Shareholders who have not registered for CDSL Easi/ Easiest facility:**

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

METHOD 2 - Individual Shareholders 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 “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to 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, user shall navigate through “e-voting” option.
- c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
- d) After successful authentication, click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for InstaVote as under:

- a) Visit URL: <https://instavote.linkintime.co.in>

Shareholders who have not registered for INSTAVOTE facility:

- b) Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details:

A. User ID:

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

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 **NSDL form, shall provide 'D' above*

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

❖ Enter Image Verification (CAPTCHA) Code

❖ Click "Submit" (You have now registered on InstaVote).

Shareholders who have registered for INSTAVOTE facility:c) Click on "**Login**" under 'SHARE HOLDER' tab.

A. User ID: Enter your User ID

B. Password: Enter your Password

C. Enter Image Verification (CAPTCHA) Code

D. Click "Submit"

d) Cast your vote electronically:

A. After successful login, you will be able to see the "Notification for e-voting".

B. Select 'View' icon.

C. E-voting page will appear.

D. 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).

E. 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 ("Custodian / Corporate Body/ Mutual Fund")

STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on **"Sign Up"** under "Custodian / Corporate Body/ 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). 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) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

STEP 2 – Investor Mapping

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on **"Investor Mapping"** tab under the Menu Section
- c) Map the Investor with the following details:
 - A. 'Investor ID' –
 - i. NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID
i.e., IN00000012345678
 - ii. CDSL demat account – User ID is 16 Digit Beneficiary ID.
 - B. 'Investor's Name' - Enter Investor's Name as updated with DP.
 - C. 'Investor PAN' - Enter your 10-digit PAN.
 - 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 or 16 Digit Beneficiary ID. Further, Custodians and Mutual Funds shall also upload specimen signatures.*

- E. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the "Report Section".

STEP 3 – Voting through remote e-voting

The corporate shareholder can vote by two methods, during the remote e-voting period.

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on **"Votes Entry"** tab under the Menu section.

- c) Enter the **“Event No.”** for which you want to cast vote.
Event No. can be viewed on the home page of InstaVote under “On-going Events”.
- 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’.
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.

OR

METHOD 2 - VOTES UPLOAD

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) After successful login, you will be able to see the “Notification for e-voting”.
- c) Select **“View”** icon for **“Company’s Name / Event number”**.
- d) E-voting page will appear.
- e) Download sample vote file from **“Download Sample Vote File”** tab.
- f) Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under **“Upload Vote File”** option.
- g) 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:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000.

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

Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
--------------------------------------------------------------------	----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------

Forgot Password:**Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:**

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on “Login” under ‘SHARE HOLDER’ tab.
- Click “forgot password?”
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

In case shareholders have a 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 information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. 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:

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on ‘Login’ under “Custodian / Corporate Body/ Mutual Fund” tab
- Click “forgot password?”
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

In case shareholders have a 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 information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. 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:

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned 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”.

EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013 and other applicable laws, setting out all material facts and reasons)

ITEM NO. 1:

The Company intends to amend and add a new clause to the main object clause of its Memorandum of Association ('MOA'), as outlined in the resolution above for item no.1.

Jetking is recognized as one of the top IT training companies, operates a robust network of offline centers strategically located across India and abroad, ensuring widespread access to quality education. Building on this solid foundation, the Company now intends to diversify into an emerging segment that is not only futuristic but also a high-growth industry i.e. Virtual Digital Asset. As the Company has cemented its position as a bitcoin treasury Company, the Company now aims to capitalize on its first-mover advantage to establish itself as a leader in this high-growth and evolving sector.

While continuing to scale its training institute operations, this strategic expansion reflects its forward-thinking vision to integrate traditional strengths with emerging opportunities in the digital asset ecosystem, solidifying its role as a dynamic leader in both education and financial innovation.

The Company is poised to embark on a transformative journey by seamlessly blending the strengths of traditional business frameworks with the innovative potential of Virtual Digital Assets (VDAs). With a clear vision to harness the opportunities presented by this rapidly evolving domain, the Company is dedicated to leveraging its first-mover advantage to carve out a distinctive position in the market. This amendment will align the Company's legal structure with its evolving vision, enabling it to pursue new opportunities, adapt to changing market dynamics, and support its long-term growth and sustainability. Hence, the proposed amendment is a critical step in ensuring the Company's MOA is consistent with its future strategic goals and direction.

Based on the proposal received from the management, the Board of Directors of the Company in their meeting held on April 1, 2025, subject to member's approval, has considered and approved the proposal to amend and include a new clause to its main object clause of its MOA which is as follows:

"5. To engage in the business of holding, acquiring, buying, selling, trading, staking, transferring, and dealing in virtual digital assets, including but not limited to bitcoin, blockchain-based tokens, non-fungible tokens, and other digital assets and to develop, deploy, and manage blockchain-based technologies, virtual digital assets, decentralized finance (DeFi) platforms, and related services including but not limited to consultancy, research, and advisory services in blockchain and Virtual digital asset management."

Accordingly, under the provisions of Sections 4, 13 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, the approval of the Members of the Company by way of a Special Resolution is required for such addition in the main object clause of the Company. Hence, the Company seeks the member's approval to amend its MOA by adding a new sub-clause no. 5 after sub-clause no. 4 of Clause III(A).

None of the Directors, Key Managerial Personnel or their relatives is concerned or interested, financially or otherwise, in the resolution.

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

ITEM NO. 2:

The Company is undergoing a significant transition phase, attributed to diversification into Virtual Digital Assets an emerging segment that is not only futuristic but also a high growth segment, this shift represents a significant milestone in the Company's evolution, reflecting its commitment to staying at the forefront of technological and financial innovation. To expand its Bitcoin treasury operations, the Company requires an infusion of funds to strengthen its capital base, ensuring sustainable growth and long-term scalability. Hence, to enable collaboration on strategic initiatives and mutually beneficial opportunities, it is essential for the Company to make a Strategic Fund Raise.

Accordingly, the Company proposes to raise the funds by way of issuance of the Equity Shares on a Preferential basis to the persons belonging to the Promoter Group and Identified Non-Promoters of the Company, and such issue will be in accordance with Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ('SEBI (ICDR) Regulations') and applicable sections and rules of Companies Act, 2013 ('the Act').

The Board of Directors of the Company in their meeting held on April 01, 2025, subject to the approval of members, has considered and approved, the proposal of issuance of equity shares, in one or more tranches, upto 4,28,622 (Four Lakhs Twenty-Eight Thousand Six Hundred Twenty-Two) Equity Shares having face value of Rs.10/- (Rupees Ten Only) for cash at an issue price of Rs.154/- (Rupees One Hundred Fifty-Four Only) per equity share at a premium of Rs.144/- (Rupees One Hundred Forty-Four Only) per equity share aggregating amounting Rs. 6,60,07,788/- (Rupees Six Crores Sixty Lakhs Seven Thousand Seven Hundred and Eighty-Eight Only) to the proposed allottee(s) as mentioned in the resolution of Item no.2 of this notice.

The Company is otherwise eligible to make the Preferential Issue in terms of the provisions of Chapter V of SEBI (ICDR) Regulations.

There will be no change in the control or management of the Company pursuant to the proposed preferential issue. Consequent to the allotment of aforesaid Equity Shares, the shareholding of the Promoters and Promoter Group may increase/decrease as per details given in this statement.

Disclosure as required under rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ("SEBI (ICDR) Regulations") are as follows:

1. The purpose/object(s) of the Preferential Issue: The Object of the Issue is as follows:

No	Objects	Estimated amount upto be utilized for each of the Objects (Amount in Rs.)		Percentage of the Proceeds being utilized	Tentative timeline for utilization of issue proceeds from the date of receipt of funds
		In Figure	In words		
1.	Providing Education, Training and Skill development related to Education	99,01,168	Ninety-Nine Lakhs One Thousand One Hundred and Sixty-Eight Only	15%	As estimated by management, the entire proceeds received from the issue would be utilized within 24 months from date of receipt of funds.
2.	Acquisition of Virtual Digital Assets	3,96,04,673	Three Crores Ninety-Six Lakhs Four Thousand Six Hundred and Seventy-Three Only	60%	
3.	General Corporate Purpose	1,65,01,947	One Crore Sixty-Five Lakhs One Thousand Nine Hundred and Forty-Seven Only	25%	
Total		6,60,07,788	Six Crores Sixty Lakhs Seven Thousand Seven Hundred and Eighty-Eight Only	100%	

Any amount in excess of the unutilized portion of the receipt under general corporate purposes will be utilized by the Company for providing Education, Training, and Skill Development related to education and/or the acquisition of Virtual Digital Assets.

Till the time the proceeds are not utilized by the Company, it will be kept in the Bank Account of the Company and/or kept in scheduled commercial banks, co-operative banks, nationalized banks, central banks etc. in the form of deposits as permitted under applicable laws.

2. **The total/maximum number of securities to be issued/ particulars of the offer/kinds of securities offered and the price at which security is being offered, number of securities to be issued and pricing along with date of passing Board Resolution:**

The resolution set out in the accompanying notice authorizes the Board to create, offer, issue and allot from time to time, in one or more tranches up to 4,28,622 (Four Lakhs Twenty-Eight Thousand Six Hundred and Twenty-Two) Equity Shares having face value of Rs.10/- (Rupees Ten Only) for cash at an issue price of Rs.154/- (Rupees One Hundred Fifty-Four Only) per equity share at premium of Rs.144/- (Rupees One Hundred Forty-Four Only) per equity share aggregating amounting Rs. 6,60,07,788/- (Rupees Six Crores Sixty Lakhs Seven Thousand Seven Hundred and Eighty-Eight Only) on the preferential basis to the persons belonging to the Promoter Group and identified Non-Promoters, subject to necessary approvals and the resolution for the same has been passed by the Board of Directors in their meeting held on Tuesday, 1st April, 2025.

3. **Issue Price, Relevant Date and the Basis or justification on which the price has been arrived at or offer/invitation is being made:**

The Equity Shares of the Company is listed on the Stock Exchange viz, BSE Limited ("**BSE**") and the Equity Shares of the Company was frequently traded on BSE and the same was considered in accordance with the SEBI (ICDR) Regulations for determination of issue price.

As per the provisions of the SEBI (ICDR) Regulations, the minimum price for the equity shares is calculated at Rs.106.41/- (Rupees One Hundred Six and Forty-One Paise Only) per equity share, considering the following:

- a) Rs. 106.41/- per Share being the 90 Trading days volume weighted average price of the Company's shares quoted on the Stock Exchange ('BSE') being the only stock exchange where the shares of the Company are listed preceding the Relevant Date; or
- b) Rs. 86.19/- Per Share being the 10 Trading days volume weighted average prices of the Company's shares quoted on the Stock Exchange ('BSE') being the only stock exchange where the shares of the Company are listed preceding the Relevant Date.

The relevant date in accordance with the provision of Chapter V of SEBI (ICDR) Regulations for the purpose of determination of the minimum price of Equity Shares to be issued on a Preferential basis is hereby fixed as Tuesday, 1st April, 2025, being the date 30 days prior to the date of passing Special Resolution by way of postal ballot.

Furthermore, the equity shares are hereby issued at an issue price of Rs.154/- (Rupees One Hundred Fifty-Four Only) per equity share at premium of Rs.144/- (Rupees One Hundred Forty-Four Only) per equity share, which is not less than the minimum price as mentioned above and the issue price has been determined by the management which is duly approved by the board of directors considering the Company's diversified portfolio of high-value assets, encompassing both real estate and virtual digital assets along with their significant growth potential and ongoing business expansions.

4. **Name and Address of Valuer who performed Valuation:** Not applicable.
5. **Amount which the Company intends to raise by way of issue of Equity Shares:** Up to Rs. 6,60,07,788/- (Rupees Six Crores Sixty Lakhs Seven Thousand Seven Hundred and Eighty-Eight Only)
6. **Material terms of issue of Equity Shares:**
 - a. The Allottee(s) shall be required to bring in 100% of consideration, for the relevant equity shares to be allotted on or before the date of allotment hereof;
 - b. The consideration for allotment of relevant equity shares shall be paid to the Company by the proposed allottee(s) from their respective bank accounts;
 - c. The pre-preferential shareholding of the Proposed Allottees (if any) and Equity Shares to be allotted to the Proposed Allottees shall be under lock- in for such period as may be prescribed under Chapter V of SEBI (ICDR) Regulations;
 - d. The Equity Shares so allotted to the Proposed Allottees under this resolution shall not be sold, transferred, hypothecated, or encumbered in any manner during the period of lock-in provided under SEBI (ICDR) Regulations except to the extent and in the manner permitted there under;
 - e. Allotment of the Equity Shares shall only be made in dematerialized form. The monies to be received by the Company from the Proposed Allottee(s) for application of the Equity Shares pursuant to this preferential issue shall be kept in a separate bank account to be opened by the Company and shall be utilized in accordance with Section 42 and 62 of the Companies Act, 2013;
 - f. The equity shares shall be allotted within a period of 15 (Fifteen) days from the date of passing of this shareholders resolution, provided where the allotment of the equity shares is pending on account of pendency of any approval or permission of such allotment by any regulatory authority, the allotment shall be completed within a period of 15 (Fifteen) days from the date of such approval or permission, as the case may be;
 - g. The Equity Shares proposed to be issued shall rank pari-passu with the existing Equity Shares of the Company in all respects and that the Equity Shares so allotted shall be entitled to the dividend declared, if any, including other corporate benefits, if any;
 - h. The issue and allotment of equity shares shall be subject to the requirements of all applicable laws and pursuant to the provisions of the Memorandum of Association and Articles of Association of the Company.
7. **Principal terms of Assets charged as securities:** Not Applicable.

8. **Intention / Contribution of promoters/directors/key managerial personnel/senior management personnel to subscribe to the offer:** None of the Promoters, Directors, Key Managerial Personnel or Senior Management Personnel intend to subscribe to the proposed issue or offer except Mr. Avinash S. Bharwani (Whole-Time Director & Chairperson), Mr. Harsh S. Bharwani (Managing Director & CEO), and Mr. Siddarth S. Bharwani (Joint Managing Director & CFO) as well as being the members of the Promoter Group of the Company.
9. **The shareholding pattern of the Company before proposed issue and after the proposed issue are as follows:** Please refer “Annexure – A” to this Notice for details.
10. **Proposed time schedule/ time frame within which the allotment/ preferential issue shall be completed:** The allotment of Equity Shares issued on Preferential Basis shall be completed within a period of 15 days from the date of passing of the resolution by the shareholders, provided that where the allotment is pending on account of pendency of any approval(s) or permission(s) from any regulatory authority/body, the allotment shall be completed by the Company within a period of 15 days from the date of such approval(s) or permission(s).
11. **No. of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:** During the year i.e. from April 01, 2024 till March 31, 2025, no preferential allotment has been made to any person by the Company.
12. **Valuation for consideration other than cash:** Not Applicable.
13. **The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer OR where the specified securities are issued on a preferential basis for consideration other than cash, the valuation of the assets in consideration for which the equity shares are issued shall be done by an independent valuer, which shall be submitted to the stock exchanges where the equity shares of the issuer are listed:** Not applicable.
14. **Lock-in:** Equity Shares allotted pursuant to this resolution shall be subject to a lock-in for such period as specified under applicable provisions of the SEBI (ICDR) Regulations.
15. **Listing:** The Company will make an application to the Stock Exchange at which the existing shares are already listed, for listing of the equity shares being issued on a preferential basis. Such Equity Shares, once allotted, shall rank pari-passu with the existing equity shares of the Company in all respects, including dividends.
16. **Certificate:** As required in Regulation 163(2) of SEBI (ICDR) Regulations, a Certificate from a Practicing Company Secretary, certifying that the issue is being made in accordance with the requirements of the SEBI (ICDR) Regulations, available for inspection by the Members on the website of the Company by clicking on link <https://www.jetking.com/investors>

17. Undertakings: The Company hereby undertakes that:

- i. It would re-compute the price of the securities specified above in terms of the provisions of SEBI (ICDR) Regulations, where it is so required;
- ii. If the amount payable, if any, on account of the re-computation of price is not paid within the time stipulated in SEBI (ICDR) regulations, the above Securities shall be continued to be locked in till the time such amount is paid by the allottees;
- iii. All the equity shares held by the proposed allottees in the Company are in dematerialized form only.

18. Disclosures specified in Schedule VI of the SEBI (ICDR) Regulations, if the issuer or any of its promoters or directors is a wilful defaulter or a fraudulent borrower:

It is hereby confirmed that, neither the Company nor its Promoters or directors are a wilful defaulter or a fraudulent borrower as per Regulation 163(1)(i) of Chapter V read with schedule VI of SEBI (ICDR) Regulations. Further, none of its directors or Promoter is a fugitive economic offender as defined under the SEBI (ICDR) Regulations.

19. Identity of proposed allottees (including natural persons who are the ultimate beneficial owners of equity shares proposed to be allotted and/ or who ultimately control), the percentage (%) of Post Preferential Issue Capital that may be held by them and Change in Control, if any, consequent to the Preferential issue and the Current and proposed status of the allottee(s) post preferential issues namely, promoter or non-promoter:

No	Name of the proposed Allottees	Current Status (Pre Issue Category/ Class)	Name of the Natural Persons who are the ultimate beneficial owners	Pre-Issue Holding		No. of Equity Shares to be issued	Post Issue/Allotment of Equity Shares		Proposed Status (Post Issue Category/ Class)
				No. of Equity Shares	% of Holding		No. of Equity Shares	% of Holding	
1	Avinash S. Bharwani	Promoter Group	Avinash S. Bharwani	5,11,888	8.67	16,230	5,28,118	8.34	Promoter Group
2	Harsh S. Bharwani	Promoter Group	Harsh S. Bharwani	5,12,493	8.68	16,230	5,28,723	8.34	Promoter Group
3	Siddarth S. Bharwani	Promoter Group	Siddarth S. Bharwani	5,76,451	9.76	16,230	5,92,681	9.35	Promoter Group
4	Chetan Burman	Non-Promoter	Chetan Burman	2,18,029	3.69	1,90,000	4,08,029	6.44	Non-Promoter
5	Pradip Burman	Non-Promoter	Pradip Burman	25,000	0.42	1,25,000	1,50,000	2.37	Non-Promoter
6	Renu R.Tolani	Non-Promoter	Renu R.Tolani	1,091	0.02	32,466	33,557	0.53	Non-Promoter
7	Prabhsharan Pal Kaur Bajaj	Non-Promoter	Prabhsharan Pal Kaur Bajaj	7,000	0.12	32,466	39,466	0.62	Non-Promoter

- 20. Change in control, if any, in the Company that would occur consequent to the preferential offer/issue:** There shall be no change in management or control of the Company pursuant to the issue of equity shares.

In accordance with the provisions of the Companies Act, 2013 read with applicable rules thereto and relevant provisions of the SEBI (ICDR) Regulations, approval of the members for the issue and allotment of the said equity shares to the above-mentioned allottee is being sought by way of a special resolution as set out in the said items of the notice.

Except Mr. Avinash S. Bharwani (Whole-Time Director & Chairperson), Mr. Harsh S. Bharwani (Managing Director & CEO), and Mr. Siddarth S. Bharwani (Joint Managing Director & CFO) 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. 2 of the Notice.

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**.

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

Sd/-

Deepesh Shah
Company Secretary
Membership No: A52042

Place: Mumbai
Date: April 01, 2025

Registered Office:

Office No. 503, 5th Floor, Amore Commercial Premises
Co-Op Society Ltd., CTS No. Junction of 2nd & 4th Road, Khar
(West), Mumbai – 400052
CIN: L72100MH1983PLC127133
[E-mail: investors@jetking.com](mailto:investors@jetking.com)
Website: www.jetking.com

ANNEXURE 'A'

Shareholding pattern of the Company before the proposed issue and after the proposed issue of Equity Shares

No	Category	Pre-issue shareholding		Post-Issue shareholding	
		No. of Equity Shares	% of Shareholding	No. of Equity Shares	% of Shareholding
A	Promoter and Promoter Group Holding:				
1.	Indian				
	Individual & HUF	29,76,141	50.38	30,24,831	47.74
	Bodies Corporate	-	-	-	-
	Sub-Total	29,76,141	50.38	30,24,831	47.74
2.	Foreign/NRI Promoters	-	-	-	-
	Sub-Total (A)	29,76,141	50.38	30,24,831	47.74
B	Non-Promoters Holding:				
1.	Institutional Investors	80,800	1.37	80,800	1.28
2.	Non-Institution Investors				
a	Investor Education and Protection Fund (IEPF)	1,92,289	3.25	1,92,289	3.03
b	Directors and their relatives (excluding independent directors and nominee directors)	-	-	-	-
c	Resident Individuals' holding nominal share capital up to Rs. 2 lakhs	11,24,844	19.04	11,57,310	18.27
d	Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs	9,63,652	16.31	10,88,652	17.18
e	Non-Resident Indians	4,96,873	8.41	7,19,339	11.35
f	Bodies Corporate	38,024	0.64	38,024	0.60
3.	Others:				
	LLP	130	0.00	130	0.00
	HUF	34,747	0.59	34,747	0.55
	Sub-Total (B)	29,31,359	49.62	33,11,291	52.26
C	Non-Promoter – Non-Public:				
C1	Shares underlying DRs	-	-	-	-
C2	Shares held by Employee Trust	-	-	-	-
	Sub-Total (C)	-	-	-	-
	GRAND TOTAL (A+B+C)	59,07,500	100	63,36,122	100
