Jetking®

Date: 21-07-2025

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 **21st July, 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 re-appoint Mr. Avinash Suresh Bharwani (DIN: 00981105) as a Chairman & Whole-Time Director 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, 18th July, 2025**
2	E-voting commencement date and time	**Tuesday, July 22, 2025 at 9.00 a.m. (IST)**
3	E-voting end date and time	**Wednesday, August 20, 2025 at 5.00 p.m. (IST)**
4	Mode of Approval	**E-voting only**
5	Submission of voting results	**On or before Friday, 22nd August, 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 Rajendra Shah
Digitally signed by Deepesh Rajendra Shah
Date: 2025.07.21 19:54:09 +05'30'

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

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 **E-mail**: investors@jetking.com **Tel:** 9820009165
CIN: L74909MH1983PLC127133

JETKING INFOTRAIN LIMITED
CIN: L74909MH1983PLC127133
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	Tuesday, July 22, 2025 at 9.00 a.m. (IST)
End of e-voting	Wednesday, August 20, 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, 18th July, 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 July 21, 2025, has appointed Mr. Vijay Yadav (Certificate of Practice No. 16806), Partner of AVS & Associates, Company Secretaries, as Scrutinizer for conducting the Postal Ballot, through the e-voting process, in a fair and transparent manner. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

The Company has engaged the services of 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 Wednesday, August 20, 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 Friday, August 22, 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:

RE-APPOINTMENT OF MR. AVINASH SURESH BHARWANI (DIN: 00981105) AS A CHAIRMAN WHOLE-TIME DIRECTOR 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 196, 197, 198, 203 and read with Schedule V and other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 ('the Rules') (hereinafter referred to as "the said Act" (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and applicable regulation(s) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or any amendment(s) thereto or any substitution(s) or any re-enactment(s) made thereof for the time being in force and in terms of recommendations of the Nomination and Remuneration Committee, approval of Audit Committee and the Board of Directors, the consent of the members of the Company be and is hereby accorded to the re-appointment of Mr. Avinash Suresh Bharwani (DIN: 00981105) as a Chairman and Whole-Time Director of the Company, designated as (Executive Director - Chairperson related to

Promoter), for a period of three (3) years with effect from 11th August, 2025 to 10th August, 2028, on the terms and conditions, including remuneration, as set out in the explanatory statement annexed to the notice of this meeting."

1. Salary: Rs. 82,00,000/- (Rupees Eighty-Two Lakhs Only) per annum as a basic salary.

2. Perquisites: In addition to the basic salary, Mr. Avinash Bharwani shall be entitled to the following perquisites and other allowances up to a maximum of Rs. 10,00,000 (Rupees Ten Lakhs only) per annum. The total combined salary and perquisites shall not exceed Rs. 92,00,000 (Rupees Ninety-Two Lakhs only) per annum.

   The detailed perquisites are outlined below:-

   i. Rent-free furnished accommodation or house rent allowance in lieu thereof, not exceeding 50% of the basic salary plus actual electricity charges, gas bill, society maintenance, property tax, water charges, home servant salary for accommodation or his house.

   ii. Leave Travel Allowance/ Concession for self and for family once in year in India as per actual amount spent towards air ticket, hotel, and other incidental expenses like car/taxi charges, porter charges etc.

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

   iii. He shall be covered under Key Managerial Personnel insurance policy or equivalent other insurance policies taken by the Company / that shall be taken by the Company in future and personal accident insurance policy as per the rules of the Company.

   iv. Reimbursement of all medical expenses for self and family(dependent) including hospitalization in India or abroad.

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

   v. The Company's contribution towards Provident Fund, if applicable. Such contribution shall not be included in the computation of the ceiling on remuneration to the extent these, either singly or put together, are not taxable under the Income Tax Act, 1961.

   vi. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.

   vii. Encashment of leave at the end of the tenure.

   viii. Use of chauffeur driven Company's maintained Car for private and official purposes.

ix. Use of Company's telephone at residence for official and personal purposes and Company pay mobile phone for official and personal use.

x. Other/ Special allowances applicable as per Company's policy and the perquisites and allowances, wherever applicable, shall be valued as per the Income Tax Rules, 1962.

RESOLVED FURTHER THAT the terms of remuneration as set out in this resolution shall be deemed to form part hereof and in the event of any inadequacy or absence of profits in any financial year(s), the aforementioned remuneration approved herein be continued to be paid as minimum remuneration to Mr. Avinash Bharwani for his term subject to such other approvals as may be necessary under the Companies Act, 2013 and SEBI Listing Regulations.

RESOLVED FURTHER THAT notwithstanding anything contained herein, in any financial year, during the tenure of Mr. Avinash Bharwani, the Board of Directors of the Company be and is hereby authorized (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this resolution) to alter, vary, revise, modify the aforementioned remuneration from time to time and it shall not exceed the maximum permissible limit as stated aforesaid.

RESOLVED FURTHER THAT in terms of Section 190 of the Companies Act, 2013, no formal contract of service with Mr. Avinash Bharwani will be executed and terms set out herein and the existing terms will be considered as Memorandum setting out terms and conditions of his appointment and remuneration of Mr. Avinash Bharwani (DIN: - 00981105) as Chairman and Whole-Time Director of the Company.

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

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 and 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 4,60,000 (Four Lakhs Sixty Thousand) Equity Shares having face value of Rs.10/- (Rupees Ten Only) for cash at an issue price of Rs.250/- (Rupees Two Hundred Fifty Only) per equity share at premium of Rs.240/- (Rupees Two Hundred Forty Only) per equity share aggregating amounting Rs.11,50,00,000/- (Rupees Eleven Crores Fifty Lakhs 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.	Mr.Nitish Mittersain	160000	Non-Promoter
2.	M/s Choksi Capital	160000	Non-Promoter
3.	M/s SSJ Trading LLP	40000	Non-Promoter
4.	Mr. Sharuk Aspi Bhesania	20000	Non-Promoter
5.	Ms. Prabhsharan Pal Kaur Bajaj	20000	Non-Promoter
6.	Mr. Amish Aggarwala	20000	Non-Promoter
7.	Mr. Apurva Dixit	10000	Non-Promoter
8.	Ms. Aparna Y Kyal	10000	Non-Promoter
9.	Ms. Namrata Ravi Sanghai	10000	Non-Promoter
10.	Ms. Poonam Kausshal Bagadia	10000	Non-Promoter
Total		4,60,000	

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 Monday, 21st July, 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, cancellation or extinguishment of unsubscribed portion of the equity shares proposed to be issued/allotted under this resolution, as it may deem expedient, without being required to seek any further consent or approval from the members of the Company.

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: July 21, 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

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, July 18, 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, July 18, 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 **Tuesday, July 22, 2025 at 9.00 a.m. (IST)** till **Wednesday, August 20, 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 Vijay Yadav (Certificate of Practice No. 16806) Partner of AVS & Associates, Practicing 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 **Friday, August 22, 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 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. **Wednesday, August 20, 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:**

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 remote e-Voting facility.

Login method for Individual shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode with NSDL

METHOD 1 - NSDL IDeAS facility

Shareholders registered for IDeAS facility:

a) Visit URL: https://eservices.nsdl.com and click on "Beneficial Owner" icon under "IDeAS Login Section".
b) Click on "Beneficial Owner" icon under "IDeAS Login Section".
c) Post successful authentication, you will be able to see e-Voting services under Value added services section. 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.

Shareholders not registered for 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) Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on "Submit".
c) Enter the last 4 digits of your bank account / generate 'OTP'
d) Post successful registration, user will be provided with Login ID and password. Follow steps given above in points (a-d).

Shareholders/ Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.

Google Play | App Store

METHOD 2 - NSDL e-voting website

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 16-digit demat account no. held with NSDL), Password/OTP and a Verification Code as shown on the screen.
d) Post successful authentication, you will be re-directed to NSDL depository website wherein you 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 3 - NSDL OTP based login

a) Visit URL: https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp
b) Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP.
c) Enter the OTP received on your registered email ID/ mobile number and click on login.
d) 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.
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.

Individual Shareholders registered with CDSL Easi/ Easiest facility

METHOD 1 - CDSL Easi/ Easiest facility:

Shareholders registered for Easi/ Easiest facility:

a) Visit URL: https://web.cdslindia.com/myeasitoken/Home/Login or www.cdslindia.com & click on New System Myeasi Tab.
b) Enter existing username, Password & click on "Login".
c) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. 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.

Shareholders not registered for 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 for registration.
c) Post successful registration, user will be provided username and password. Follow steps given above in points (a-c).

METHOD 2 - CDSL e-voting page

a) Visit URL: https://www.cdslindia.com
b) Go to e-voting tab.
c) Enter 16-digit 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) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. 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) Post 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.

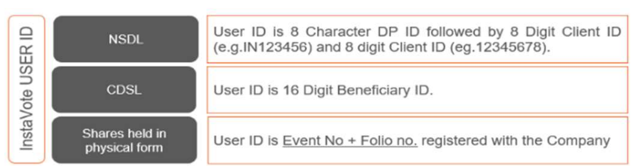
Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode.

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 and vote on InstaVote as under:

STEP 1: LOGIN / SIGNUP to InstaVote

Shareholders registered for INSTAVOTE facility:

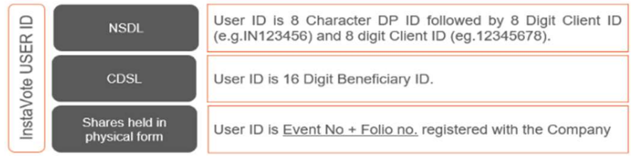
a) Visit URL: https://instavote.linkintime.co.in & click on **"Login"** under 'SHARE HOLDER' tab.
b) Enter details as under:
A. User ID: Enter User ID
B. Password: Enter existing Password
C. Enter Image Verification (CAPTCHA) Code
D. Click "Submit".
(Home page of e-voting will open. Follow the process given under "Steps to cast vote for Resolutions")



Shareholders not registered for INSTAVOTE facility:

a) Visit URL: https://instavote.linkintime.co.in & click on **"Sign Up"** under 'SHARE HOLDER' tab & register with details as under:

A. User ID: Enter User ID



B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP/Company - in DD/MM/YYYY format)
D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

- Shareholders holding shares in 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

E. 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).
F. Enter Image Verification (CAPTCHA) Code.
G. Click "Submit" (You have now registered on InstaVote).
Post successful registration, click on **"Login"** under 'SHARE HOLDER' tab & follow steps given above in points (a-b).

STEP 2: Steps to cast vote for Resolutions through InstaVote

A. Post successful authentication and redirection to InstaVote inbox page, you will be able to see the "Notification for e-voting".
B. Select 'View' icon. E-voting page will appear.
C. 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).
D. After selecting the desired option i.e. Favour / Against, click on 'Submit'.
E. 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.

NOTE: Shareholders may click on "Vote as per Proxy Advisor's Recommendation" option and view proxy advisor recommendations for each resolution before casting vote. "Vote as per Proxy Advisor's Recommendation" option provides access to expert insights during the e-Voting process. Shareholders may modify their vote before final submission.

Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently.

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:

1) 'Investor ID' – Investor ID for NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678; Investor ID for CDSL demat account is 16 Digit Beneficiary ID.
2) 'Investor's Name - Enter Investor's Name as updated with DP.
3) 'Investor PAN' - Enter your 10-digit PAN.
4) 'Power of Attorney' - Attach Board resolution or Power of Attorney.

NOTE: 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.

D. 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 – Steps to cast vote for Resolutions through InstaVote

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.".
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). After selecting the desired option i.e. Favour / Against, click on 'Submit'.

f) A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

METHOD 2 - VOTES UPLOAD

a) Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.
b) After successful login, you will see "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 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 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 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.

General Instructions - Shareholders

- 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:

Mr. Avinash Bharwani was appointed as Whole-Time Director of the Company for the period of three years w.e.f. 11th August, 2022 to 10th August, 2025, as approved by the shareholders of the Company at its 38th Annual General Meeting.

The Members are further informed that Mr. Avinash Bharwani brings over 21 years of rich and diverse experience in building and scaling customer-centric businesses across the Food & Beverage, Information Technology, and Skill Development sectors. His expertise spans market research, innovation, product development, franchise and channel expansion, fund raising, mergers and acquisitions, new business incubation, business modelling, and growth hacking. He has played a pivotal role in driving strategic transformation, formulating agile business models, and delivering measurable impact across multiple business verticals.

Considering his rich and varied experience, Management of the Company has proposed, the Nomination and Remuneration Committee has recommended, and the Audit Committee and Board of Directors have approved his re appointment as Chairman & Whole-Time Director of the Company for a further period of 3 (Three) years i.e. from 11th August, 2025 to 10th August, 2028 liable to retire by rotation, on the terms and conditions (including remuneration) as stated in the resolution:

Further, Mr. Avinash Bharwani is not disqualified from being appointed as Director in terms of Section 164 of Companies Act, 2013 and member proposing his candidature for the office of the Director in terms of Section 160 of Companies Act, 2013 and he has given his consent to act as Director along with confirmation that he is not debarred from holding the office of Director pursuant to any SEBI order or any other such authority.

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

Except Mr. Avinash Bharwani, Mr. Harsh Bharwani, Mr. Siddarth Bharwani, Directors of the Company and to the extent of their collective shareholding in the Company, none of the other Directors and/or Key Managerial Personnel or their relatives, are in any way, concerned or interested, financially or otherwise, in the resolution mentioned at Item No. 1 of the Notice.

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

The profile and specific areas of expertise and other relevant information as required under the SEBI (LODR) Regulations, Schedule V of the Companies Act, 2013 and SS-2 are provided below in this Notice.

ITEM NO. 2:

The Company is currently undergoing a significant transition phase, attributed to its strategic diversification into Virtual Digital Assets an emerging, futuristic, and high-growth segment. This shift marks a major milestone in the Company's evolution and underscores its commitment to staying at the forefront of technological and financial innovation.

In line with its objective to expand its Bitcoin treasury operations and strengthen the capital base to support sustainable growth and long-term scalability, the Company had successfully completed the first tranche of fund raise through a preferential issue of equity shares. Building upon this momentum, the Company is now raising further capital through equity instruments to support its ongoing strategic initiatives.

Accordingly, the Company proposes to raise funds by way of issuance of equity shares, on a preferential basis to identified Non-Promoters of the Company. The proposed issue shall be made in accordance with the provisions of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations") and the applicable provisions of the Companies Act, 2013, and the rules framed thereunder.

The relevant details in respect of the proposed preferential issue, as required under applicable laws, are provided in the resolution and annexures accompanying this notice.

The Board of Directors of the Company in their meeting held on Monday, July 21, 2025, subject to the approval of members, has considered and approved, the proposal of issuance of equity shares, in one or more tranches, up to 4,60,000 (Four Lakhs Sixty Thousand) Equity Shares having face value of Rs.10/- (Rupees Ten Only) for cash at an issue price of Rs.250/- (Rupees Two Hundred Fifty Only) per equity share at premium of Rs.240/- (Rupees Two Hundred Forty Only) per equity share aggregating amounting Rs.11,50,00,000/- (Rupees Eleven Crores Fifty Lakhs Only) to the proposed allottee(s) on the preferential and private placement basis 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.

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 up-to 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	57,50,000	Fifty-Seven Lakhs Fifty Thousand Only	5%	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	9,20,00,000	Nine Crore Twenty lakhs only	80%	
3.	General Corporate Purpose	1,72,50,000	One Crore Seventy-Two Lakhs Fifty Thousand Only	15%	
Total		11,50,00,000	Eleven Crores Fifty Lakhs 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 4,60,000 (Four Lakhs Sixty Thousand) Equity Shares having face value of Rs.10/- (Rupees Ten Only) for cash at an issue price of Rs.250/- (Rupees Two Hundred Fifty Only) per equity share at premium of Rs.240/- (Rupees Two Hundred Forty Only) per equity share aggregating amounting Rs.11,50,00,000/- (Rupees Eleven Crores Fifty Lakhs Only) to the below mentioned proposed allottee(s) on the preferential and private placement basis to the persons belonging to 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 Monday, 21st July, 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. 221.85 (Rupees Two Hundred Twenty One and Eighty Five Paise) per equity share, considering the following:

a) Rs. 143.53 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. 221.85 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 Monday, 21st July, 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.250/- (Rupees Two Hundred Fifty Only) per equity share at premium of Rs.240/- (Rupees Two Hundred Forty 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.11,50,00,000/- (Rupees Eleven Crores Fifty Lakhs 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 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.

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 current financial year, i.e., commencing from April 01, 2025 till date, a preferential allotment of 3,96,156 (Three Lakhs Ninety-Six Thousand One Hundred and Fifty-Six) equity shares of face value of Rs. 10/- each at an issue price of Rs. 154/- (including premium of Rs. 144/-) per equity share, aggregating to Rs. 6,10,08,024/- (Rupees Six Crore Ten Lakh Eight Thousand and Twenty-Four Only) on preferential basis to the below allottee(s).

No	Name of the Allottee	No. of Equity Shares allotted	Category	Consideration Received
1	Avinash S. Bharwani	16,230	Promoter Group	24,99,420
2	Harsh S. Bharwani	16,230	Promoter Group	24,99,420
3	Siddarth S. Bharwani	16,230	Promoter Group	24,99,420
4	Chetan Burman	1,90,000	Non-Promoter	2,92,60,000
5	Pradip Burman	1,25,000	Non-Promoter	1,92,50,000
6	Renu R. Tolani	32,466	Non-Promoter	49,99,764
TOTAL		3,96,156	-	6,10,08,024

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.	Mr.Nitish Mittersain	Non-Promoter	NA	5,204	0.08	160000	165204	2.44	Non-Promoter
2	M/s Choksi Capital	Non-Promoter	Mr. Gautam Ashok Choksi, Mrs. Tanu Gautam Choksi, Ms. Naina Gautam Choksi and Ms. Seher Gautam Choksi	0	0.00	160000	160000	2.37	Non-Promoter
3	M/s SSJ Trading LLP	Non-Promoter	Mr. Alok Ashok Jiwrajka and Mrs. Anokhi Alok Jiwrajka	0	0.00	40000	40000	0.59	Non-Promoter
4	Mr. Sharuk Aspi Bhesania	Non-Promoter	NA	0	0.00	20000	20000	0.30	Non-Promoter
5	Ms. Prabhsharan Pal Kaur Bajaj	Non-Promoter	NA	7,000	0.11	20000	27000	0.40	Non-Promoter
6	Mr. Amish Aggarwala	Non-Promoter	NA	9,350	0.15	20000	29350	0.43	Non-Promoter
7	Mr. Apurva Dixit	Non-Promoter	NA	5,850	0.09	10000	15850	0.23	Non-Promoter
8.	Ms. Aparna Y Kyal	Non-Promoter	NA	0	0.00	10000	10000	0.15	Non-Promoter
9.	Ms. Namrata Ravi Sanghai	Non-Promoter	NA	0	0.00	10000	10000	0.15	Non-Promoter
10.	Ms. Poonam Kausshal Bagadia	Non-Promoter	NA	0	0.00	10000	10,000	0.15	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.

    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.

Details of the Directors seeking Appointment /Re-appointment/ Variation/ Revision in terms of remuneration through Postal Ballot in accordance with Regulation 36(3) of SEBI (LODR) Regulations 2015 and applicable provisions of Secretarial Standard – 2:

Name of Director	Avinash Bharwani
Director Identification Number	00981105
Age	41 Years
Date of Birth	18/11/1983
Work Experience in functional area	More than 21 years
Qualification	a. Bachelor of Commerce from University of Mumbai - Jai Hind College of Arts, Science and Commerce b. Higher Secondary Certificate from H.R. College
Terms and Condition of Appointment & Last Remuneration	As Chairman & Whole-Time Director for a period of 3 (three) years w.e.f. 11th August, 2022 to 10th August 2025. Last Remuneration Drawn as Director – Rs. 6,83,333 p.m.
Remuneration sought to be paid, in case appointment is approved	As set out in the resolution for item no. 1
Directorship in other Companies including Listed Company	2 -Jetking Technologies Pvt Ltd -Jetking Lightning Pvt Ltd
Membership of Committees Of other Companies including Listed Company (Audit Committee/Nomination Remuneration Committee/ Stakeholders Relationship Committee)	1

No. of Shares held in the Company	5,28,118 equity shares of the Company
Date of First Appointment on the Board	11th August, 2022
Relationship with other Director, Manager & KMP	Relative of Mr. Siddarth Bharwani and Mr. Harsh Bharwani, Directors of the Company
Board Meeting Attended (F.Y. 2024-25)	4

Disclosure as required under Schedule V of the Companies Act, 2013 is given as under:

I. General information

Nature of industry	Higher education, technical & vocational education
Date or expected date of commencement of commercial production:	The Company is in service industry since incorporation
In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not applicable

Standalone financial Performance:

(Amt in Rs Lakhs)

Particulars	F.Y 2022-23	F.Y 2023-24	F.Y 2024-25
Total income from operations (Net)	1996.84	2094.45	2,816.24
Total expenses	2008.33	2,403.52	2,431.24
Profit / Loss before tax	(11.49)	(309.07)	385.00
Profit / Loss after tax	(11.49)	(309.26)	342.69

Consolidated financial performance:

(Amt in Rs Lakhs)

Particulars	F.Y 2022-23	F.Y 2023-24	F.Y 2024-25
Total income from operations (Net)	2245.87	2094.45	2,816.24
Total expenses	2260.70	2,403.52	2,431.24
Profit / Loss before tax	(14.83)	(330.05)	357.86
Profit / Loss after tax	(14.83)	(330.24)	315.55

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

II. Information about the appointee:

Particulars	Mr. Avinash Bharwani
Background details	Mr. Avinash Bharwani is having 21 years of rich experience in building customer-centric businesses in the Food & Beverage, Information Technology and Skill Development Industry through Market Research, Innovation, Product Development, Franchise/Channel Expansion, Fund Raising, Merger & Acquisition, New Business Incubation, Business Modelling and Growth Hacking.
Remuneration / sitting fees received in FY 2024-25	Rs. 53,15,000/-
Recognition or awards	Franchise Awards for Jetking in the category of 'Hall of fame' and Speaker on 'Skill development & Upskilling' at Startup Summit.
Job profile and his suitability	Mr. Avinash Bharwani shall be helpful to reach us towards better results of the Company in the form of good corporate governance, better directions and Suggestions whenever required.
Remuneration proposed	As mentioned in the resolution for item no.1 of this notice.
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Relative of Mr. Harsh Bharwani and Mr. Siddarth Bharwani.

Comparative remuneration profile with respect to industry, size of the company, profile of the position and person: Taking into size of the Company, industry benchmark in general, profile, position the proposed remuneration is in line with the current remuneration structure of industry.

III. Other information:

Reasons of loss or inadequate profits, Steps taken or proposed to be taken for improvement and expected increase in productivity and profits in measurable terms: The Company has taken out all measures to reduce costs as well as improve operational efficiency and the Company undertakes constant measures to improve it.

IV. **Disclosures:** Remuneration package of the appointees is fully described in the Explanatory Statement as stated above.

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

Sd/-
Deepesh Shah
Company Secretary
Membership No: A52042

Place: Mumbai
Date: July 21, 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
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	3010603	47.76	3010603	44.51
	Bodies Corporate	-	-	-	-
	Sub-Total	**3010603**	**47.76**	**3010603**	**44.51**
2.	**Foreign/NRI Promoters**	-	-	-	-
	Sub-Total (A)	**3010603**	**47.76**	**3010603**	**44.51**
B	**Non-Promoters Holding:**				
1.	Institutional Investors	80800	1.28	80800	1.19
2.	Non-Institution Investors	-	-	-	-
a	Investor Education and Protection Fund (IEPF)	192289	3.05	192289	2.84
b	Directors and their relatives (excluding independent directors and nominee directors)	-	-	-	-
c	Resident Individuals' holding nominal share capital up to Rs. 2 lakhs	1137120	18.04	1182566	17.48
d	Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs	1137035	21.21	1531589	22.64
e	Non-Resident Indians	466539	7.40	486539	7.19
f	Bodies Corporate	48723	0.77	48723	0.72
3.	**Others:**				
	LLP	121	0.00	40121	0.59
	HUF	30426	0.48	30426	0.45
	Others (Partnership Firm)	-	-	160000	2.37
	Sub-Total (B)	**3293053**	**52.24**	**3753053**	**55.49**
C	**Non-Promoter – Non-Public:**				
C1	Shares underlying DRs	-	-	-	-
C2	Shares held by Employee Trust	-	-	-	-
	Sub-Total (C)	-	-	-	-
	GRAND TOTAL (A+B+C)	**6303656**	**100**	**6763656**	**100**

Notes: - Pre shareholding is considered as on June 30, 2025

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