

## NOTICE

**NOTICE** is hereby given that **THIRTY FIFTH ANNUAL GENERAL MEETING** of the Members of **JETKING INFOTRAIN LIMITED** will be held at **HOTEL PARLE INTERNATIONAL, B.N. AGARWAL MARKET, VILE PARLE EAST, NEXT TO DINANATH MANGESHKAR HALL, MUMBAI - 400057**, on **TUESDAY, 23<sup>rd</sup> JULY 2019 at 3.00 P.M.** to transact the following business:

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March 2019 and the Statement of Profit & Loss for the financial year ended on that date, together with the Reports of the Auditors and Directors thereon.
2. To appoint a Director in place of Mr. Suresh G. Bharwani, who retires by rotation and, being eligible, offers himself for re-appointment.

### **SPECIAL BUSINESS:**

3. To consider and if thought fit, pass with or without modification(s), following resolution as a "ORDINARY RESOLUTION":

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act 2013 read with Schedule IV to the Companies Act, 2013 and the Company (Appointment and Qualification of Directors) rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification or re-enactment thereof for the time being in force, Ms. Swati Bhatt (DIN : 05151680), who was appointed as Additional Director of Company, pursuant to provisions of Section 161(1) of the Companies Act, 2013 and the articles of association of the Company, with effect from 26th December 2018 and who holds office as such up to the date of this Annual General Meeting of the Company, be and is hereby appointed as an Independent Director of the Company for a period of five consecutive years with effect from 23rd July, 2019 up to 22nd July, 2024 AND THAT she shall not be liable to retire by rotation."

**Registered Office:**  
**Jetking Infotrain Limited**  
**401, Bussa Udyog Bhavan,**  
**Tokersi Jivraj Road, Sewri (W),**  
**Mumbai - 400 015**

**Place: Mumbai**  
**Date: 27<sup>th</sup> May 2019**

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

**Sd/-**  
**Deepak Savalge**  
**Company Secretary**  
**Membership No: A46791**

## Notes :

1. **THE EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, IN RESPECT OF ITEM NO.3 AS SET OUT IN THE NOTICE IS ANNEXED HERETO. THE RELEVANT DETAILS, PURSUANT TO SECRETARIAL STANDARD AT GENERAL MEETINGS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA IN RESPECT OF A DIRECTOR SEEKING APPOINTMENT AT THIS ANNUAL GENERAL MEETING IS ALSO ANNEXED.**
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as proxy on behalf of not exceeding fifty (50) members and holding in aggregate not more than 10% of the total share capital of the Company.
3. **PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY AT ITS REGISTERD OFFICE, DULY COMPLETED AND SIGNED NOT LESS THAN 48 HOURS BEFORE THE TIME FIXED FOR COMMENCEMENT OF THE MEETING.**
4. Corporate members are requested to send a duly certified copy of the Board Resolution under Section 113 of the Act, authorizing their representative to attend and vote at the Annual General Meeting on their behalf.
5. Members / proxies are requested to bring their duly signed attendance slip to attend the Meeting.
6. Members desiring any information on the Accounts and Operations of the Company are requested to address their queries to the Manager Accounts at the Registered Office of the Company at least 10 days in advance so as to enable the Company to keep the information readily available at the Meeting.
7. Members are requested:
  - a) to notify immediately any change in their registered addresses along with PIN CODE number to their respective Depository Participants (DPs) in respect of equity shares held in electronic form and to the Registrar and Share Transfer Agent of the Company- Sharex Dynamic (India) Private Limited in respect of equity shares held in physical form; and
  - b) To register their e-mail address and changes therein from time to time with Sharex Dynamic (India) Private Limited for shares held in physical form and with their respective Depository Participants for shares held in demat form.
8. In all the correspondence with the Company or with the Share Transfer Agent, members are requested to quote their folio number and in case the shares are held in the dematerialized form, they must quote their Client ID Number and their DPID Number.
9. The Register of Members and Share Transfer Books of the Company shall remain closed from 16th July 2019 to 23rd July 2019 (both days inclusive) for determining the names of the members eligible to receive notice of the Annual General Meeting and attend the meeting.
10. Investors/Shareholders are requested to kindly note that if physical documents viz., Demat Request Forms (DRF) and Share Certificates etc. are not received from their Depository Participant(s) by the RTA within a period of 15 days from the date of generation of the DRN for dematerialization, the DRN will be treated as rejected / cancelled. This step is being taken on the advice of Depositories, viz. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) so that no demat request remains pending beyond a period of

21 days. Upon rejection/cancellation of the DRN, a fresh DRF with new DRN has to be forwarded along with the Share Certificates by the Depository Participant(s) to the RTA. This note is only to caution investors / shareholders that they should ensure that their Depository Participant(s) do not delay in sending the DRF and share certificates to the RTA after generating the DRN.

11. The Securities and Exchange Board of India (SEBI) has made it mandatory for all the listed companies to use, either directly or through their RTA, any RBI approved electronic mode of payment such as Electronic Clearing Services (ECS), National Electronic Funds Transfer (NEFT), Real Time Gross Settlement (RTGS), etc. for distribution of dividends or other cash benefits to the investors, wherever relevant bank details are available. In cases where either the bank details such as MICR, IFSC, etc. that are required for making electronic payment are not available, 'payable-at-par' warrants or cheques may be issued. Companies are mandatorily required to print the bank account details of the investors on such payment instruments and in cases where the bank details of investors are not available, the Company shall mandatorily print the address of the investor on such payment instructions. All Members who are holding shares in dematerialized form are requested to advise change, if any, in details of their bank account/ECS mandates to their respective Depository Participants immediately to enable the Company to pay the dividend accordingly.
12. The Securities and Exchange Board of India has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their respective Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Registrar and Transfer Agent.
13. Voting through electronic means :
  - I. In compliance with the provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 ('Amended Rules 2015'), Regulation 44 of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by the ICSI, the Company is pleased to provide its members facility to exercise their right to vote on resolutions proposed to be considered at the 35th AGM by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
  - II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
  - III. The remote e-voting period commences on July 20, 2019 (9:00 am) and ends on July 22, 2019(5:00 pm). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of July 16, 2019, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
  - IV. The process and manner for remote e-voting is as under:  
How to log-in to NSDL e-Voting website?
    1. Step-1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com>  
Step-2 : Cast your vote electronically on NSDL e-Voting system.

I. Details on Step-1 are mention below :

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to cast your vote electronically.
4. Your User ID details are given below

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a. pdf file. Open the. pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) "Physical User Reset Password?" (If you are holding shares in physical mode) option is available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

- c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN number, your name and your registered address.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
- II. Details on step-2 are mentioned below:
  1. After successful login at Step-1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
  2. After click on Active Voting Cycles, you will be able to see "EVEN" of all the companies in which you are holding shares and whose voting cycle is in active status.
  3. Select "EVEN-110826" of Jetking Infotrain Ltd. for which you wish to cast your vote.
  4. Now you are ready for e-Voting as the Voting page opens.
  5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
  6. Upon confirmation, the message "Vote cast successfully" will be displayed.
  7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
  8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote
- V. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- VI. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- VII. Ms. Zankhana Bhansali, Practising Company Secretary (Membership No.F9621, CP No.10513) has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- VIII. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" or "Poling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- IX. The Scrutinizer shall after the conclusion of voting at annual general meeting, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 hours of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- X. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company <http://www.jetking.com/investor.php> and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

## General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail [zankhana.bhansali@gmail.com](mailto:zankhana.bhansali@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact Ms. Pallavi Mhatre, e-mail ID: [pallavid@nsdl.co.in](mailto:pallavid@nsdl.co.in), Tel.: 022 - 24994545 or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**I. EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ("ACT")**

**Item No.3**

Ms. Swati Bhatt, is a Non-Executive Independent Director of the Company. She joined the Board of Directors of the Company as an additional director (designated as Independent Director) with effect from 26th December 2018. Ms. Swati Bhatt holds a Post Graduate Diploma in Marketing and HR from the Symbiosis Institute of Business Management and has years of experience in Marketing and Training. From the corporate world of Kotak Mahindra Life Insurance and Godrej & Boyce, she has made a smooth transition to the education sector. A qualified Instructional Designer, she has an impressive background as an independent Learning and Development consultant. Ms. Bhatt is a founder Director of The Learning Curve Edutech Pvt. Ltd., a Preschool and Day Care Company. The Learning Curve is emerging as India's fastest growing preschool chain, with international teaching methods and curricula to ensure the right kind of development for the little ones. The Learning Curve has won awards as best childcare center from INDIA TODAY, Education Today and Education World.

In the opinion of the Board, Ms. Swati Bhatt fulfils the conditions specified in the Companies Act, 2013 and rules made there under and Regulation 16(1)(b) of the SEBI (LODR) Regulations, 2015 for her appointment as an Independent Director of the Company. In terms of Section 149 of the Companies act, 2013, every listed Company shall have at least one Woman Director on their Board. A copy of the draft letter for appointment of Ms. Swati Bhatt as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day. The Board considers that her continued association would be of immense benefit to the Company and it is desirable to continue to avail her services as an Independent Director.

Accordingly, the Board recommends the resolution as set out in Item No.3 of this notice for the approval by the shareholders of the Company. Except Ms. Swati Bhatt, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 3.

**Registered Office:**  
**Jetking Infotrain Limited**  
**401, Bussa Udyog Bhavan,**  
**Tokersi Jivraj Road, Sewri (W),**  
**Mumbai - 400 015**

**Place: Mumbai**  
**Date: 27<sup>th</sup> May 2019**

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

**Sd/-**  
**Deepak Savalge**  
**Company Secretary**  
**Membership No: A46791**

**II. DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AS REQUIRED UNDER REGULATION 36(3) OF SEBI (LODR) REGULATIONS, 2015:**

<b>Name of the Director</b>	Mr. Suresh Bharwani
<b>Date of Birth</b>	26 <sup>th</sup> August 1953
<b>Date of appointment</b>	26th December 1983
<b>Qualification</b>	B.Com – Graduate
<b>Experience in specific functional area</b>	45 Years
<b>Directorships held in other companies</b>	Jetking Skill Development Private Limited
<b>Chairman/Member in Committees of Board</b>	Nil
<b>Number of shares held in the Company</b>	21,736 equity shares in own name. 531,000 equity shares in the name of Suresh Bharwani HUF.
<b>Terms and Condition of appointment/ re-appointment</b>	Mr. Bharwani is the Managing Director and CEO of the Company and appointed for a term of February, 2021
<b>Remuneration last drawn</b>	Please refer Form No. MGT – 9 forming part of Annual Report
<b>Remuneration sought to be paid</b>	
<b>No. of Board Meetings attended during the year</b>	5
<b>Relationship with other Directors/ Manager/ KMP</b>	Mr. Suresh Bharwani is brother of Mr. Nandu Bharwani

<b>Name of the Director</b>	Ms. Swati Bhatt
<b>Date of Birth</b>	26 <sup>th</sup> March, 1973
<b>Date of appointment</b>	26 <sup>th</sup> December, 2018
<b>Qualification</b>	PGDM in Marketing, Symbiosis Institute Of Business Management
<b>Experience in specific functional area</b>	10 years
<b>Directorships held in other companies</b>	LC Training Solutions Pvt. Ltd. Learning Curve Eductech Solutions Pvt. Ltd.
<b>Chairman/Member in Committees of Board</b>	2
<b>Number of shares held in the Company</b>	Nil
<b>Terms and Condition of appointment/ re-appointment</b>	Ms. Swati Bhatt is an Independent Director and not liable to retire by rotation
<b>Remuneration last drawn</b>	Please refer Form No. MGT – 9 forming part of Annual Report
<b>Remuneration sought to be paid</b>	Sitting fees for attending Board and Committee Meetings within the limit prescribed and Commission as may be decided by Board
<b>No. of Board Meetings attended during the year</b>	2
<b>Relationship with other Directors/ Manager/ KMP</b>	Nil



## ATTENDANCE SLIP

**PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING PLACE**



**JETKING INFOTRAIN LIMITED**  
**CIN:L72100MH1983PLC127133**

**Registered Address:**

401, Bussa Udyog Bhavan,  
Near Sewri Bus Terminus, Sewri (W),  
T.J.Road, Mumbai, Maharashtra 400015  
Contact No: 022 67414000 ; email id: [investors@jetking.com](mailto:investors@jetking.com)

I/We hereby record my/our presence at the thirty-fifth Annual General Meeting of the Company to be held on Tuesday, July 23rd, 2019 at 3.00 p.m. at Hotel Parle International, B.N. Agarwal Market, Vile Parle East, Next To Dinanath Mangeshkar Hall, Mumbai - 400057.

<b>Name of the Member(s):</b>	.....
<b>Name of Proxy:</b>	.....
	.....
<b>Folio No/ Client Id:</b>	.....
<b>No. of shares</b>	.....

.....  
Signature of Member/ Proxy

1. Only Member/Proxyholder can attend the Meeting.
2. Member/Proxyholder should bring his/her copy of the Annual Report for reference at the Meeting

Note: The Member/Proxy must bring this Attendance Slip to the Meeting duly completed and signed and hand over the same at entrance of the venue

ROUTE MAP

