

Ref. - JALAN/STX/2020-21/38

To

Date: December 05, 2020

The Manager (Listing Department)
National Stock Exchange of India Limited (NSE)
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex, Bandra (East),
Mumbai-400051 (Maharashtra)

Company Symbol: JALAN

Subject: - Intimation of 17th Annual General Meeting of the Company.

Dear Sir/Madam,

This is to inform you that the 17th Annual General Meeting of the Company is scheduled to be held on Tuesday, the 29th day of December, 2020 at 10:00 a.m. at **Aura Grand Residency, 439 Jagriti Enclave, Near Karkardooma Metro Station, Delhi-110092** to transact the Ordinary and Special Business, as set out in the Notice of AGM.

The Notice of Annual General Meeting is being sent to all the members and the same is also available at the website of the Company at www.jalantransolutions.com.

Please find enclosed herewith the Notice of 17th AGM.

You are requested to kindly take the above information on your records and acknowledge the receipt of the same.

Yours Faithfully

For JALAN TRANSOLUTIONS (INDIA) LIMITED

For Jalan Transolutions (India) Limited

A. Bhatia

Company Secretary

AAYUSHEE BHATIA

(Company Secretary & Compliance Officer)

Encl: Notice of 17th Annual General Meeting

JALAN TRANSOLUTIONS (INDIA) LIMITED

Registered Office

206, Ajanara Bhawan, D-Block Market
Vivek Vihar, Delhi-110095 (INDIA)
CIN : L63090DL2003PLC119773

Corporate Office

311, Devika Tower, Chander Nagar
Ghaziabad Uttar Pradesh-201011 (INDIA)
email: info@jalantransolutions.com
website: www.jalantransolutions.com



JALAN TRANSOLUTIONS (INDIA) LIMITED

CIN: L63090DL2003PLC119773

Registered Office: 206, Ajnara Bhawan, D-Block Market,
Vivek Vihar, Delhi-110095

Website: www.jalantransolutions.com; Email- info@jalantransolutions.com

Notice

NOTICE is hereby given that the 17th Annual General Meeting of the Members of **Jalan Transolutions (India) Limited** (CIN: L63090DL2003PLC119773) will be held on **Tuesday, the 29th day of December, 2020 at 10:00 a.m.** at Aura Grand Residency, 439 Jagriti Enclave, Near Karkardooma Metro Station, Delhi-110092 to transact the following business(es): -

ORDINARY BUSINESS

Item No 1-Adoption of accounts

To receive, consider and adopt the Annual Audited Financial Statements of the Company for the financial year ended on March 31, 2020 and Reports of Board of Directors and Report of Auditors thereon.

Item No 2- Re-appointment of Mrs. Pushpa Jalan

To appoint a Director in place of **Mrs. Pushpa Jalan (DIN: 00050259)** who retires by rotation and being offers herself for re-appointment as a Director and in this regard, to consider and if though fit to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, **Mrs. Pushpa Jalan (DIN: 00050259)** who retires by rotation at this meeting and being eligible has offered herself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

SPECIAL BUSINESS

3. Appointment of Mr. Sanjay Sharma (DIN: 08060195), as an Independent Director of the Company

To consider and if thought fit, to pass, with or without modification (s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Ms. Sanjay Sharma (DIN: 08060195), in respect of whom the company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 (Five) consecutive years, i.e. upto December 28, 2025 on the Board of the Company.”

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution.”

By order of the Board
For JALAN TRANSOLUTIONS (INDIA) LIMITED

Date: 01.12.2020

Place: Delhi

Sd/-
Aayushee Bhatia
(Company Secretary)

Registered Office:
206, Ajnara Bhawan,
D-Block Market,
Vivek Vihar, Delhi-110095

NOTES:

1. A member entitled to attend and vote at the Annual General Meeting ("Meeting") is entitled to appoint a proxy to attend and vote on a poll instead of himself / herself and the proxy need not be a member of the Company. The instrument appointing proxy in order to be effective, should be deposited at Company's registered office, duly completed and signed, not less than forty eight hours before the commencement of the meeting. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the company. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
2. The Proxy holder shall prove his/her identity at the time of attending the Meeting.
3. When a member appoints a proxy and both the Member and the Proxy attend the Meeting, the Proxy stands automatically revoked.
4. Members are requested to bring their attendance slip along with their copy of Annual Report to the meeting.
5. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send a certified copy of the Board Resolution authorizing their representatives to attend and vote on their behalf.
6. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at this AGM is annexed hereto.
7. All documents referred to in the accompanying notice and explanatory statement will be kept open for inspection at the Registered Office of the Company at 206, Ajnara Bhawan, D-Block Market, Vivek Vihar, Delhi-110095 on all working days between 10.00 a.m. to 01.00 p.m. prior to date of Annual General Meeting.
8. The Notice of 17th Annual General Meeting and the Annual Report 2019-20 of the Company, circulated to the members of the Company, will be made available on the Company's website at www.jalantransolutions.com
9. Electronic copy of the Annual Report for 2019-20 is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2019-20 is being sent in permitted mode.
10. Members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants or with Company or with the Registrar and Share Transfer Agent of the Company (in case of Shares held in physical form).
11. Members are requested to notify any change in their addresses to the Company or Registrar and Share Transfer Agent of the Company immediately. Members holding shares in electronic form are requested to advise change of addresses to their Depository Participants.
12. Members may also note that the Notice of 17th Annual General Meeting and the Annual Report 2019-20 will also be available on the Company's website at www.jalantransolutions.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office at 206, Ajnara Bhawan, D-Block Market, Vivek Vihar, Delhi-110095 for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost.
13. Members are requested to provide their client ID and DP ID numbers at the meeting for easy identification.
14. Members desiring any information concerning the accounts are requested to address their questions in writing to the Company at its registered office at 206, Ajnara Bhawan, D-Block Market, Vivek Vihar, Delhi-110095, at least 7 (Seven) days before the date of the Meeting so that the information required may be made available at the Meeting.

15. Register of Members and Share Transfer Books will remain closed from Wednesday, 23rd December, 2020 to Tuesday, 29th December, 2020 (both days inclusive) for the purpose of holding 17th Annual General Meeting.
16. The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number ("PAN") by every participant in the securities market. Members holding shares in electronic form are therefore, requested to submit their PAN card numbers/copies of PAN card to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/Registrar and Share Transfer Agent, M/s Kfin Technologies Private Limited.
17. A route map along with prominent landmark for easy reach to the venue of Annual General Meeting is at the last page of this Annual Report.
18. Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014, as amended upto date, Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company is pleased to provide its members the facility to exercise their right to vote on the resolutions proposed to be passed in the 17th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by M/s Kfin Technologies Private Limited.

The facility for voting through ballot / polling paper shall also be made available at the venue of the 17th AGM. The members attending the meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting. The members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the AGM.

The instructions for the Shareholders for remote e-voting are as under:

1. (A) **In case a member receives an e-mail from KFIN (Kfin Technologies Pvt. Ltd.)** [for members whose e-mail addresses are registered with the Company / Depository Participant(s)]
 - (i) The remote e-Voting will be kept open from Saturday, 26th December, 2020 from 09:00 a.m. (IST) till Monday, 28th December, 2020 up to 5.00 p.m. (IST).
 - (ii) Launch internet browser by typing the URL: <https://evoting.kfintech.com>
 - (iii) Enter the login credentials (i.e. User ID and password mentioned overleaf). The E-voting Event No. + Folio No. /DP ID- Client ID will be your User ID. However, if you are already registered with KFIN for e-voting, you can use your existing User ID and password for casting your vote. If required, please visit <https://evoting.kfintech.com> or contact our toll free No. 1-800-3454-001 for your existing password.
 - (iv) After entering these details appropriately, click on "LOGIN".
 - (v) You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@,#,\$,etc.). The system will prompt you to change your password and update your contact details like mobile number, email address, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. **It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.**
 - (vi) You need to login again with the new credentials.
 - (vii) On successful login, the system will prompt you to select the E-Voting Event Number for Jalan Transolutions (India) Limited.
 - (viii) On the voting page enter the number of shares (which represents the number of votes) as on the cut-off date under "FOR/AGAINST" or alternatively, you may partially enter any number of shares held, "FOR" and partially "AGAINST" but the total number of shares mentioned both "FOR/AGAINST" taken together should not exceed your total shareholding as on the cut-off date, as mentioned above. You may also choose the option "ABSTAIN" and the shares held will not be counted under either head.

- (ix) Members holding multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.
- (x) Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
- (xi) You may then cast your vote by selecting an appropriate option and click on "Submit".
- (xii) A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. **During the voting period, Members can login any number of times till they have voted on the Resolution(s).**
- (xiii) Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID manojfcs@gmail.com. They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format "Corporate Name_EVENT NO."

(B) In case a member receives physical copy of the Notice by post [for members whose e-mail addresses are not registered with the Company / Depository Participant(s)]:

- (i) **User ID and initial password** – As provided overleaf.
 - (ii) Please follow all steps from S.No. (i) to (xiv) as mentioned in (A) above, to cast your vote.
2. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently or cast the vote again.
 3. The facility for voting through polling paper shall be made available at the Annual General Meeting (the "meeting") and the members attending the meeting who have not cast their votes by remote e-voting shall be able to exercise their right to vote at the meeting.
 4. The members who have cast their vote by remote e-voting may also attend the meeting but shall not be entitled to cast their vote again.
 5. The Board of Directors of the Company has appointed Mr. Manoj Kumar Jain, a Practicing Company Secretary (Membership No. 5832 and Certificate of Practice No. 5629), as scrutinizer to scrutinize the remote e-voting process and voting at the meeting in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose.
 6. The voting rights shall be reckoned on the paid-up value of shares registered in the name of the member/ beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. 22th December, 2020.
 7. 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 i.e. 22th December, 2020 only shall be entitled to avail the facility of remote e-voting/ voting at the meeting.
 8. Any person who becomes a member of the Company after dispatch of the Notice of the meeting and holding shares as on the cut-off date i.e. 22th December, 2020, may obtain the USER ID and Password in the manner as mentioned below:
 - a. If the mobile number of the member is registered against Folio No. / DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event No. +Folio No. or DP ID Client ID to 9212993399

Example for NSDL : MYEPWD <SPACE> IN12345612345678

Example for CDSL : MYEPWD <SPACE> 1402345612345678

Example for Physical : MYEPWD <SPACE> XXX1234567890
 - b. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com>, the member may click "forgot password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
 - c. Member may call KFIN as toll free number 1-800-3454-001
 - d. Member may send an e-mail request to einward.ris@kfintech.com

If the member is already registered with KFIN e-voting platform then he can use his existing User ID and password for casting the vote through remote e-voting.

9. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the meeting i.e. 29th December, 2020.
10. In case of any query pertaining to e-voting, please visit Help & FAQ's section available at KFIN website <https://evoting.kfintech.com>.
11. The Scrutinizer, after scrutinizing the votes cast at the meeting and through remote e-voting, will not later than 48 hours from the conclusion of the meeting, make a consolidated Scrutinizer's Report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company www.jalantransolutions.com and on the website of the KFIN <https://evoting.kfintech.com> the results shall simultaneously be communicated to the Stock Exchanges.

By order of the Board
For JALAN TRANSOLUTIONS (INDIA) LIMITED

Sd/-
Aayushee Bhatia
(Company Secretary)

Date: 01.12.2020

Place: Delhi

Registered Office:

206, Ajnara Bhawan,
D-Block Market,
Vivek Vihar, Delhi-110095

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

ITEM NO. 3

Appointment of Mr. Sanjay Sharma (DIN: 08060195), as an Independent Director of the Company

Pursuant to the provisions of Sections 149,152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies(Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Listing Regulations (including any statutory modification(s) or re-enactment thereof for the time being in force), **Mr. Sanjay Sharma (DIN: 08060195)**, being eligible and seeking appointment, are proposed to be appointed as a Non-Executive Independent Director of the Company for a term of 5 (Five) consecutive years, i.e. upto December 28, 2025 with effect from December 29, 2020 and he shall not be liable to retire by rotation as provided under Section 152(6) of the Companies Act, 2013.

The Company has received a declaration from **Mr. Sanjay Sharma (DIN: 08060195)**, being eligible for appointment as Independent Director for a term of 5 (Five) consecutive years providing his consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, as amended from time to time. The Company has also received a declaration from **Mr. Sanjay Sharma (DIN: 08060195)**, confirming the criteria of Independence as prescribed under Section 149(6) of the Companies Act, 2013 and under Regulation 16(b) of the Listing Regulations, as amended from time to time. **Mr. Sanjay Sharma (DIN: 08060195)**, is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013, as amended from time to time. In the opinion of the Board, he fulfills the conditions specified in the Companies Act, 2013 and is independent of the management.

In terms of Section 160 of the Companies Act, 2013, the Company has received a notice in writing from a member for proposing the candidature of **Mr. Sanjay Sharma (DIN: 08060195)**, to be appointed as an Non-Executive Independent Director of the Company as per the provisions of the Companies Act, 2013.

A copy of the draft letter for appointment of **Mr. Sanjay Sharma (DIN: 08060195)**, setting out the terms and conditions of appointment is available for inspection between 11.00 a.m.to 1.00 p.m. during office hours on all working days except Sundays and Holidays at the Registered Office of the Company.

Disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India are also mentioned.

Accordingly, consent of the Members is sought for passing Ordinary Resolution as set out in this item of the Notice for appointment of **Mr. Sanjay Sharma (DIN: 08060195)**, as an Independent Director of the Company. Except **Mr. Sanjay Sharma (DIN: 08060195)**, being an appointee, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 3. This Explanatory Statement may also be regarded as an appropriate disclosure under the Listing Regulations.

Brief Profile of Mr. Sanjay Sharma:-

Particulars	Appointment as Independent Director
Name	Mr. Sanjay Sharma (DIN: 08060195),
Father's Name	Shri Ramesh Chand Sharma
Age	30 Years
Date of Appointment	December 29, 2020
Education/Qualification	B.com from Dr Bhimrao Ambedkar University;
Experience	Having 8 years of experience in Accounting.
Names of the Companies in which he/she holds Directorships/ Committee Membership	NA
No. of Shares held	Nil

By order of the Board
For JALAN TRANSOLUTIONS (INDIA) LIMITED

Date: 01.12.2020

Place: Delhi

Sd/-
Aayushee Bhatia
(Company Secretary)

Registered Office:
206, Ajnara Bhawan,
D-Block Market,
Vivek Vihar, Delhi-110095

FORM FOR UPDATION OF EMAIL ADDRESS

To,
Jalan Transolutions (India) Limited
CIN: L63090DL2003PLC119773
Registered Office No.206, Ajnara Bhawan,
D-Block Market, Vivek Vihar delhi-110095.

To,
M/s KFIN Technologies Private Limited
CIN: U72400TG2017PTC117649
Registered Office No. Karvy Selenium
Tower B, Plot No. 31 & 32,
Financial District, Nanakramguda,
Serilingampally, Hyderabad – 500032

Subject: Updation of Email Address For Receiving Documents In Electronic Mode

Dear Sir,

Below is my e-mail address for communication.

Name:

Email Id:

Folio No. / DP Id:

Client Id:

Signature of the First named Shareholder

Name:

Address:

**JALAN TRANSOLUTIONS (INDIA) LIMITED**

CIN: L63090DL2003PLC119773

Registered Office: 206, Ajnara Bhawan, D-Block Market,
Vivek Vihar, Delhi-110095Website: www.jalantransolutions.com; Email- info@jalantransolutions.com**FORM NO. MGT-11****Proxy form**[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies
(Management and Administration) Rules, 2014]

Name of the member (s) : _____
 Registered address : _____
 E-mail Id : _____
 Folio No/Client ID : _____
 DP ID : _____

I/We, being the member (s) of _____ equity shares of the above-named company, hereby appoint

1. Name: _____ Address: _____
 E-mail Id: _____ Signature: _____ or failing him
2. Name: _____ Address: _____
 E-mail Id: _____ Signature: _____ or failing him
3. Name: _____ Address: _____
 E-mail Id: _____ Signature: _____ or failing him

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 17th Annual General Meeting of the company, to be held on Tuesday, the 29th day of December, 2020 at 10.00 a.m. at Aura Grand Residency at 439, Jagriti Enclave, Near Karkardooma Metro Station, Delhi-110092 and at any adjournment thereof in respect of such resolutions as are indicated below-

S. No.	Resolution	Optional	
		For	Against
Ordinary Business			
1	To receive, consider and adopt the Annual Audited Financial Statements of the Company for the financial year ended on March 31, 2020 and Reports of Board of Directors and Report of Auditors thereon.		
2	To appoint a Director in place of Mrs. Pushpa Jalan (DIN: 00050259) who retires by rotation and being offers herself for re-appointment as a director. (Ordinary Resolution)		
Special Business			
4	Appointment of Mr. Sanjay Sharma (DIN: 08060195) , as an Independent Director of the Company.		

Signed this day of 2020

Signature of shareholder _____

Signature of Proxy holder(s) _____

Note:

1. **This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**
2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of 17th Annual General Meeting.
3. It is optional to put an "X" in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
4. Please complete all details of member(s) in above box before submission.

Affix Revenue Stamp



JALAN TRANSOLUTIONS (INDIA) LIMITED

CIN: L63090DL2003PLC119773

Registered Office: 206, Ajnara Bhawan, D-Block Market,
Vivek Vihar, Delhi-110095

Website: www.jalantransolutions.com; Email- info@jalantransolutions.com

Attendance Slip

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING VENUE

Regd. Folio No: _____ No. of Shares Held: _____

DP ID: _____ Client ID No: _____

I certify that I am member/proxy for the member(s) of the Company.

I /We hereby record our presence at the **17th Annual General Meeting on Tuesday, the 29th Day of December 2020 at 10:00 a.m. at Aura Grand Residency, 439, Jagriti Enclave, Near Karkardooma Metro Station, Delhi-110092.**

Name of Member/Proxy

Signature of Member/Proxy

Note: Member/Proxy wish to attend the meeting must bring this attendance slip to the meeting and handover at the entrance duly filled in and signed.

**ROUTE MAP OF THE VENUE FOR 17TH ANNUAL GENERAL MEETING
OF JALAN TRANSOLUTIONS (INDIA) LIMITED**

