

Date: September 06, 2019

Ref. - JTIL/SEC/STX/2019-20/26

To

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 16th Annual General Meeting of the Company

Dear Sir/Madam,

This is to inform you that the 16th Annual General Meeting of the Company is scheduled to be held on Monday, the 30th day of September, 2019 at 09:00 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 process of dispatch of Notice of 16th Annual General Meeting and 16th Annual Report 2018-19 in physical and electronic mode is completed on Friday, 06th September, 2019.

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


AAYUSHEE BHATIA Company Secretary
(Company Secretary & Compliance Officer)

Date: 06.09.2019

Place: Delhi

Encl: Notice of 16th Annual General Meeting

Jalan Transolutions (India) Limited

R.O.: 206, Ajanara Bhawan, D-Block Market, Vivek Vihar, Delhi-110095 (INDIA)

H.O.: 311, Devika Tower, Chander Nagar, Ghaziabad Uttar Pradesh, 201011 (INDIA)

Phone : 91-120-4597700(100 lines), Fax : +91-120-4597799 email : info@jalantransolutions.com website : www.jalantransolutions.com

NOTICE OF 16TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 16th Annual General Meeting of the Members of M/s Jalan Transolutions (India) Limited (CIN: L63090DL2003PLC119773) will be held on **Monday, the 30th day of September, 2019 at 09:00 a.m.** at Aura Grand Residency, 439 Jagriti Enclave, Near Karkardooma Metro Station, Delhi-110092 to transact the following businesses: -

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, 2019 and Reports of Board of Directors and Report of Auditors thereon.

Item No 2- Re-appointment of Mr. Manish Jalan

To appoint a Director in place of **Mr. Manish Jalan (DIN: 00043040)** who retires by rotation at this Annual General Meeting, and being eligible, offers himself for re-appointment.

Item No 3- Appointment of Statutory Auditors

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139 of the Companies Act, 2013, the Companies (Audit and Auditors) Rules, 2014 and such other applicable provisions, if any (including any re-enactment or modification thereto), the consent of the members be and is hereby accorded to appoint **M/s Gyan Roshan & Associates, Chartered Accountants (FRN 0027116N)**, as Statutory Auditors of the Company in place of M/s Kapil Dev & Associates, Chartered Accountants (FRN: 025812N), to hold such office for a period of 5 (Five) consecutive years from the conclusion of 16th Annual General Meeting till the conclusion of the 21st Annual General Meeting at such remuneration as may be decided by the Board of Directors and out-of-pocket expenses, travelling and other expenses, in connection with audit to be carried out.”

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all act, deeds and things as may be necessary or desirable to give effect to the aforesaid resolution.”

SPECIAL BUSINESS

4. Appointment of Mr. Amit Aggarwal (DIN: 08399258), 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), **Mr. Amit Aggarwal (DIN: 08399258)**, who was appointed by the Board of Directors as an additional Director in the capacity of Non-Executive Independent Director as on March 28, 2019, and in respect of whom the company has received a notice in writing under section 160 of the Act 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 March 27, 2024 with effect from March 28, 2019 on the Board of the Company.

RESOLVED FURTHER THAT the Board of Directors 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.”

5. Appointment of Ms. Jyoti Chauhan (DIN: 08398806), 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. Jyoti Chauhan (DIN: 08398806)**, who was appointed by the Board of Directors as an additional Director in the capacity of Non-Executive Independent Director as on March 28, 2019, and in respect of whom the company has received a notice in writing under section 160 of the Act 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 March 27, 2024 with effect from March 28, 2019 on the Board of the Company.”

RESOLVED FURTHER THAT the Board of Directors 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.”

6. Approval for continuance of Directorship of Mrs. Pushpa Jalan (DIN [00050259](#)) as a Non Executive Director of the Company

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

“**RESOLVED THAT** pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings held on August 28, 2019 and pursuant to provisions of Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 prospectively effective from April 1, 2019 and other applicable provisions, if any, as amended from time to time, consent of the Members be and is hereby accorded for continuance of the Directorship of Mrs. Pushpa Jalan (DIN [00050259](#)), aged about 77 years, as a Non-Executive Director of the Company as long as she continues in the office of Director of the Company on the existing terms and conditions; subject to the provisions, rules and regulations of Companies Act 2013 and/or SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and/or of any other appropriate authorities, as may be applicable, and as amended from time to time.”

RESOLVED FURTHER THAT the Board of Directors 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.”

7. To alter the Articles of Association

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

“RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any of the Companies Act, 2013, and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the Articles of Association of the Company be and is hereby amended by deleting the existing Article 86 and substituting with following new Article 86:

Board of Directors:

Article 86 of AOA: - The following shall be the present directors of the Company as on 24.12.2014

- 1. MANISH JALAN**
- 2. RAJESH JALAN**
- 3. PUSHPA JALAN**
- 4. RITU JALAN**
- 5. MEENA JALAN.**

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to file the necessary e-Forms with the ROC as required under the provisions of the Companies Act, 2013 and to do all act, deeds and things as may be necessary or desirable to give effect to the aforesaid resolution.”

Registered Office

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

By order of the Board of Directors

For JALAN TRANSOLUTIONS (INDIA) LIMITED

Sd/-

Aayushee Bhatia
(Company Secretary)

Date: 28.08.2019

Place: Delhi

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 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 16th Annual General Meeting and the Annual Report 2018-19 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 2018-19 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 2018-19 is being sent in permitted mode.
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).
10. 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.
11. Members may also note that the Notice of 16th Annual General Meeting and the Annual Report 2018-19 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.
12. Members are requested to provide their client ID and DP ID numbers at the meeting for easy identification.
13. 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.

14. Register of Members and Share Transfer Books will remain closed from Tuesday, 24th September, 2019 to Monday, 30th September, 2019 (both days inclusive) for the purpose of holding 16th Annual General Meeting.
15. 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 Karvy Fintech Private Limited.
16. 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.
17. 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 16th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Karvy Fintech Private Limited ("Karvy").

The facility for voting through ballot / polling paper shall also be made available at the venue of the 16th 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 Karvy** [for members whose e-mail addresses are registered with the Company / Depository Participant(s)]
 - (i) The remote e-Voting will be kept open from Friday, 27th September, 2019 from 09:00 a.m. (IST) till Sunday, 29th September, 2019 up to 5.00 p.m. (IST).
 - (ii) Launch internet browser by typing the URL: <https://evoting.karvy.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 Karvy for e-voting, you can use your existing User ID and password for casting your vote. If required, please visit <https://evoting.karvy.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. 23rd September, 2019.
 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. 23rd September, 2019 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. 23rd September, 2019, 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.karvy.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 Karvy’s toll free number 1-800-3454-001
- d. Member may send an e-mail request to einward.ris@karvy.com

If the member is already registered with Karvy 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. 30th September, 2019.
10. In case of any query pertaining to e-voting, please visit Help & FAQ’s section available at Karvy’s website <https://evoting.karvy.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 Karvy <https://evoting.karvy.com> the results shall simultaneously be communicated to the Stock Exchanges.

Registered Office

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

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

Sd/-

**Aayushee Bhatia
(Company Secretary)**

Date: 28.08.2019

Place: Delhi

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

ITEM NO. 4

Appointment of Mr. Amit Aggarwal (DIN: 08399258), as an Independent Director of the Company

As per the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings held on March 28, 2019, subject to approval of Members at this Annual General Meeting and 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) and based on his skills, rich experience, knowledge, contributions, continued valuable guidance to the management made by him, the approval of the Members of the Company be and is hereby accorded for appointment of Mr. Amit Aggarwal (DIN: 08399258) as a Non-Executive Independent Director of the Company for a term of 5 (Five) consecutive years, i.e. upto March 27, 2024 with effect from March 28, 2019 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. Amit Aggarwal (DIN: 08399258), 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. Amit Aggarwal (DIN: 08399258) 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. Amit Aggarwal (DIN: 08399258) 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. Amit Aggarwal (DIN: 08399258) 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. Amit Aggarwal (DIN: 08399258) 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. Amit Aggarwal (DIN: 08399258) as an Independent Director of the Company. Except Mr. Amit Aggarwal (DIN: 08399258), 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. 4. This Explanatory Statement may also be regarded as an appropriate disclosure under the Listing Regulations.

Brief Profile of Mr. Amit Aggarwal:-

Particulars	Appointment as Independent Director
Name	Amit Aggarwal (DIN: 08399258)
Father's Name	Shri Satish Kumar Aggarwal
Age	41 Years
Date of Appointment	March 28, 2019
Education/Qualification	B.com from University of Delhi;
Experience	Having 15 years of experience in Sales & Marketing.
Names of the Companies in which he/ she	Director in:

holds Directorships/ Committee Membership	1. Jalan Transolutions (India) Limited Chairperson/ Member in Committees: <u>In Jalan Transolutions (India) Limited:</u> Audit Committee: Chairman Nomination & Remuneration Committee: Chairman
No. of Shares held	Nil

ITEM NO. 5

Appointment of Ms. Jyoti Chauhan (DIN: 08398806), as an Independent Director of the Company

As per the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings held on March 28, 2019, subject to approval of Members at this Annual General Meeting and 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) and based on her skills, rich experience, knowledge, contributions, continued valuable guidance to the management made by her, the approval of the Members of the Company be and is hereby accorded for appointment of Ms. Jyoti Chauhan (DIN: 08398806) as a Non-Executive Independent Director of the Company for a term of 5 (Five) consecutive years, i.e. upto March 27, 2024 with effect from March 28, 2019 and she 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 Ms. Jyoti Chauhan (DIN: 08398806), being eligible for appointment as Independent Director for a term of 5 (Five) consecutive years providing her 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 Ms. Jyoti Chauhan (DIN: 08398806) 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. Ms. Jyoti Chauhan (DIN: 08398806) 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, she 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 Ms. Jyoti Chauhan (DIN: 08398806) to be appointed as a 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 Ms. Jyoti Chauhan (DIN: 08398806) 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 Ms. Jyoti Chauhan (DIN: 08398806) as an Independent Director of the Company. Except Ms. Jyoti Chauhan (DIN: 08398806), 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. 5. This Explanatory Statement may also be regarded as an appropriate disclosure under the Listing Regulations.

Brief Profile of Ms. Jyoti Chauhan:-

Particulars	Appointment as Independent Director
Name	Jyoti Chauhan (DIN: 08398806)
Father's Name	Shri Vinod Singh Chauhan
Age	27 Years

Date of Appointment	March 28, 2019
Education/Qualification	Post Graduate Diploma in Management from Institute of Management Technology, Ghaziabad; Bachelor of Business Administration from Institute Of Management Studies, Noida;
Experience	She was associated with Airwil Infrastructure Private Limited where she has gained rich experience in human resource Recruitment & Selection Process
Names of the Companies in which he/ she holds Directorships/ Committee Membership	Director in: 1. Jalan Transolutions (India) Limited Chairperson/ Member in Committees: <u>In Jalan Transolutions (India) Limited:</u> Stakeholders Relationship Committee: Chairman Audit Committee: Member Nomination & Remuneration Committee: Member Corporate Social Responsibility Committee: Member
No. of Shares held	Nil

ITEM NO. 6

Approval for continuance of Directorship of Mrs. Pushpa Jalan (DIN [00050259](#)) as a Non Executive Director of the Company

Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 effective from April 1, 2019, requires that any Non-Executive Director who has attained the age of 75 years or more cannot be appointed or continued as a Non-Executive Director in any listed company until and unless approval of Members has been obtained for the same by way of special resolution.

Since Mrs. Pushpa Jalan (DIN: [00050259](#)), Non-Executive Director of the Company is covered under the aforesaid provision being aged more than 75 years, the Company is required to obtain approval of Members by way of special resolution for continuing her Directorship in the Company, post April 1, 2019.

Based on the recommendations of the Nomination & Remuneration Committee and keeping in view the expertise of Mrs. Pushpa Jalan, the Board of Directors at its meeting held on August 28, 2019 approved the continuance of office of Mrs. Pushpa Jalan, as mentioned in the resolutions.

The Nomination & Remuneration Committee and the Board evaluated the performance of Mrs. Pushpa Jalan, rated her satisfactory on all parameters and recommended her re-appointment.

Copy of the draft letter for re-appointment of Mrs. Pushpa Jalan as a Non-Executive Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company.

None of the Directors or Key Managerial Personnel of the Company and / or their relatives except Mrs. Pushpa Jalan to whom the resolution relates Mr. Rajesh Jalan and Mr. Manish Jalan are the sons of Mrs. Pushpa Jalan, is in any way, concerned or interested, financially or otherwise, in the resolution.

ITEM NO. 7

To alter the Articles of Association

As per Article 86 of the Articles of Association of the Company, The following shall be the present directors of the Company as on 24.12.2014

1. MANISH JALAN
2. RAJESH JALAN
3. PUSHPA JALAN
4. RITU JALAN
5. MEENA JALAN.

The Companies Act, 2013 allows to Board of Directors to delegate some of its power. Therefore, the Board of Directors recommends amendment to the Articles of Association of the Company by deleting the name of “Mrs. Mamta Sharma” in Article 86 as Mrs. Mamta Sharma was not the director and she was Company Secretary of the Company.

The Resolution at Item No. 7 of the Notice is set out as a Special Resolution for approval by the members in terms of Section 14 of the Companies Act, 2013.

A copy of the Memorandum and Articles of Association of the Company together with the proposed alterations would be available for inspection by the members at the Registered Office of the Company.

The Board of Directors recommend passing of the Special Resolution as contained in the Notice.

None of the Directors and Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 7.

Registered Office

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

By order of the Board of Directors

For JALAN TRANSOLUTIONS (INDIA) LIMITED

Sd/-

Aayushee Bhatia
(Company Secretary)

Date: 28.08.2019

Place: Delhi

JALAN TRANSOLUTIONS (INDIA) LIMITED

Regd. Office: 206, Ajnara Bhawan, D-Block Market,
Vivek Vihar, Delhi-110095 CIN: L63090DL2003PLC119773

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

Phone No. 011-47675707

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: _____

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 16th Annual General Meeting of the company, to be held on Monday, the 30th day of September, 2019 at 09.00 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, 2019 and Reports of Board of Directors and Report of Auditors thereon.		
2	To appoint a Director in place of Mr. Manish Jalan (DIN: 00043040) who retires by Rotation at this Annual General Meeting, and being eligible, offers himself for re-appointment.		
3	To appoint M/s Gyan Roshan & Associates (FRN 0027116N) , Chartered Accountants as Statutory Auditors of the company.		
Special Business			
4	Appointment of Mr. Amit Aggarwal (DIN: 08399258) , as an Independent Director of the Company.		
5	Appointment of Ms. Jyoti Chauhan (DIN: 08398806) , as an Independent Director of the Company.		
6	Approval for continuance of Directorship of Mrs. Pushpa Jalan (DIN 00050259) as a Non Executive Director of the Company.		
7	To alter the Articles of Association.		

Signed this day of 2019

Signature of shareholder _____

Signature of Proxy holder(s) _____

**Affix Revenue
Stamp**

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 16th 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.

JALAN TRANSOLUTIONS (INDIA) LIMITED

JALAN TRANSOLUTIONS (INDIA) LIMITED

Regd. Office: 206, Ajnara Bhawan, D-Block Market,
 Vivek Vihar, Delhi-110095 CIN: L63090DL2003PLC119773

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

Phone No. 011-47675707

16TH ANNUAL GENERAL MEETING OF JALAN TRANSOLUTIONS (INDIA) LIMITED

ATTENDANCE SLIP

Registered Folio No. / DP ID No./ Client ID No.	
Name and address of the Member(s)	
Name of the Proxy (To be filled only when a proxy attends the meeting)	
Number of Shares held	

I certify that I am a member / proxy for the member of the Company

I/We hereby record my/our presence at the 16th Annual General Meeting of the Company held on Monday, the 30th day of September, 2019 at 09.00 a.m. at Aura Grand Residency, 439, Jagriti Enclave, Near Karkardooma Metro Station, Delhi-110092.

 Name of the member/ proxy

 Signature of member/proxy

Notes:

1. Members/Proxy attending the meeting must complete this attendance slip and hand it over at entrance.
2. Members are requested to bring their copies of the Annual Report to the Meeting.

ROUTE MAP OF THE VENUE FOR 16TH ANNUAL GENERAL MEETING OF JALAN TRANSOLUTIONS (INDIA) LIMITED

