



Date: 07/10/2025

To,

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: Regulation 30 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, Notice of Postal Ballot

Dear Sir/ Madam,

In terms of Regulation 30 of the SEBI Listing Regulations, we are enclosing a copy of postal ballot notice seeking the approval of members for the agendas as mentioned in the Postal Ballot Notice.

We request you to kindly take the above on record and bring to the notice of all concerned.

**Thanking You
Yours Faithfully
For Jalan Transolutions (India) Limited**

SHRUTI GOEL

Digitally signed by SHRUTI
GOEL
Date: 2025.10.07 12:15:50
+05'30'

**Shruti Goel
Company Secretary cum Compliance
Officer**

JALAN TRANSOLUTIONS (INDIA) LIMITED

Registered Office
206, Ajanara Bhawan, D-Block Market,
Vivek Vihar, Delhi-110095 {INDIA}

CIN : L63090DL2003PLC119773
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
Corporate Office: 2F-CS-38, Second Floor, Ansal Plaza, Vaishali, Ghaziabad, Uttar-
Pradesh-201010
Website: www.jalantransolutions.com; Email- info@jalantransolutions.com

POSTAL BALLOT NOTICE

[Pursuant to Section 110 read with Section 108 of the Companies Act, 2013, Rules 22 and 20 of the Companies (Management and Administration) Rules, 2014, as amended and applicable Circulars issued by the Ministry of Corporate Affairs, Government of India]

E-VOTING COMMENCES ON	E-VOTING CONCLUDES ON
Tuesday, 7th October 2025 09:00 A.M. (IST)	Thursday, 06th November 2025 05:00 P.M. (IST)

Dear Member(s),

NOTICE is hereby given pursuant to and in compliance with the provisions of Section 108 and Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Rule 20 and 22 of the Companies (Management and Administration) Rules 2014 ("the Rules"), (including any amendment(s), statutory modifications or re-enactments thereof for the time being in force), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), Secretarial Standards issued by the Institute of Company Secretaries of India on General Meetings ("SS-2") and relaxations and circulars issued by the Ministry of Corporate Affairs ("MCA") General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020 and General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 08, 2021, General Circular No. 11/2022 dated December 28, 2022, General Circular No. 09/2023 dated September 25, 2023, General Circular No. 09/2024 dated September 19, 2024, and any other applicable Circulars issued by the Ministry of Corporate Affairs ('MCA') from time to time (collectively referred to as "MCA Circulars") and Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023, SEBI/HO/CFD/CFD-PoD2/P/CIR/2023/167 dated October 07, 2023, Circular dated November 11, 2024 and any other applicable Circulars issued by SEBI from time to time (collectively referred to as "SEBI Circulars") and other applicable laws and regulations, if any, for seeking approval of shareholders of **Jalan Transolutions (India) Limited (the "Company")**, to the resolutions appended below through postal ballot by voting through electronic means only/ e-voting/remote e-voting process ("**E-voting**").

The items requiring approval from the members are:

- 1) RESCINDING THE RESOLUTION PASSED AT THE EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF THE COMPANY HELD ON 11 MARCH 2025 TO INCREASE THE AUTHORISED SHARE CAPITAL OF THE COMPANY FROM 22,00,00,000 (TWENTY TWO CRORE) TO 25,00,00,000 (TWENTY FIVE CRORE)**

- 2) RESCINDING THE RESOLUTION PASSED AT THE EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF THE COMPANY HELD ON 11 MARCH 2025 FOR ISSUANCE OF UP TO 1,04,40,000 (ONE CRORE FOUR LAKH FORTY THOUSAND ONLY) COMPULSORILY CONVERTIBLE SHARE WARRANTS ("WARRANTS") ON PREFERENTIAL BASIS TO THE IDENTIFIED PERSONS BELONGING TO "NON-PROMOTER, PUBLIC CATEGORY**
- 3) INCREASE THE AUTHORISED SHARE CAPITAL OF THE COMPANY FROM 22,00,00,000 (TWENTY TWO CRORE) TO 45,00,00,000 (FORTY FIVE CRORE)**

In compliance with MCA Circulars, this Notice is being sent only through electronic mode to those members whose e-mail address is registered with the Company/Depositories as on Friday, 3rd October 2025 ("Cut-off date"). If member's e-mail address is not registered with the Company/ Depositories, then please follow the process provided in the Notes to receive this Notice, login ID and password for remote e-Voting. The instructions for remote e-voting are appended to the Notice.

An explanatory statement pursuant to Section 102 and other applicable provisions of the Act, pertaining to the resolutions setting out the material facts and the reasons/rationale thereof, is appended and forms part of this Notice.

The remote e-voting period commences from 09.00 a.m. (IST) on Tuesday, 7th October 2025 and ends at 5.00 p.m. (IST) on Thursday, 06th November 2025. Once a member casts the vote on the Resolution, the member will not be allowed to change it subsequently. Assent or Dissent of the members on the resolutions mentioned in the Notice would only be taken through the remote e-voting system as per the MCA Circulars.

Members desiring to exercise their vote through the remote e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the 'Notes' section of this Notice for casting of votes by remote e-voting not later than 5.00 p.m. (IST) on Thursday, 06 November 2025. The remote e-voting facility will be disabled by NSDL immediately thereafter.

Pursuant to Rule 22(5) of the Rules, the Board of Directors ("Board") of the Company, vide Board resolution dated 06th October 2025 has appointed Mr. Manoj Kumar Jain (Membership No. F5832), Practicing Company Secretaries (COP NO.: 5629) to act as the Scrutinizer for conducting the Postal Ballot (remote e-voting) process in a fair and transparent manner and in accordance with the provisions of the Act and the rules made thereunder.

In compliance with the provisions of Sections 108 and 110 of the Act, read with Rules 20 and 22 of the Rules, Regulation 44 of the SEBI LODR, 2015 and MCA Circulars, the Company is offering facility of e-voting (remote e-voting) through NSDL to all Members as on Friday, 3rd October 2025 (cut-off date) to enable them to cast their votes electronically.

Upon completion of the e-voting process, the Scrutinizer will submit the report to the Chairman of the Company, or any other person authorized by him. The results of the Postal Ballot will be announced by any one of the Directors of the Company or Company Secretary within timeline prescribed by the applicable provisions/Act. The same shall be communicated to the Stock Exchange, where shares of the Company are listed i.e www.nseindia.com and displayed along with the Scrutinizer's Report on the Company's Website i.e. www.jalantransolutions.com.

SPECIAL BUSINESSES

ITEM OF SPECIAL BUSINESS REQUIRING CONSENT OF SHAREHOLDERS THROUGH POSTAL BALLOT IS AS UNDER:

ITEM NO.1

RESCINDING THE RESOLUTION PASSED AT THE EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF THE COMPANY HELD ON 11 MARCH 2025 TO INCREASE THE AUTHORISED SHARE CAPITAL OF THE COMPANY FROM 22,00,00,000(TWENTY TWO CRORE) TO 25,00,00,000 (TWENTY FIVE CRORE)

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

RESOLVED THAT the resolution passed in the Extra - Ordinary General Meeting held on March 11, 2025 at the registered office of the company through video conferencing/other audio visual mode to increase the Authorized Share Capital of the Company from existing Rs. 22,00,00,000/-(Twenty-Two Crore only) divided into 2,20,00,000 (Two Crore Twenty Lakh) equity shares of Re. 10/- (Ten) each to Rs. 25,00,00,000/- (Twenty-Five Crore only) divided into 2,50,00,000 (Two Crore Fifty Lakh) equity shares of Re. 10/- (Ten) each ranking pari-passu in all respect with the existing Equity Shares of the Company as per the Memorandum and Articles of Association of the Company and subsequently for alteration of Clause V of the Memorandum of Association of the Company be and is hereby rescinded.

ITEM NO. 2

RESCINDING THE RESOLUTION PASSED AT THE EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF THE COMPANY HELD ON 11 MARCH 2025 FOR ISSUANCE OF UP TO 1,04,40,000 (ONE CRORE FOUR LAKH FORTY THOUSAND ONLY) COMPULSORILY CONVERTIBLE SHARE WARRANTS ("WARRANTS") ON PREFERENTIAL BASIS TO THE IDENTIFIED PERSONS BELONGING TO "NON-PROMOTER, PUBLIC CATEGORY

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

RESOLVED THAT the resolution passed in the Extra - Ordinary General Meeting held on March 11, 2025 at the registered office of the company through video conferencing/other audio visual mode for issuance of up to 1,04,40,000 (one crore four lakh forty thousand only) compulsorily convertible share warrants ("warrants") on preferential basis to the identified persons belonging to "non-promoter, public category be and is hereby rescinded.

ITEM NO.3

INCREASE THE AUTHORISED SHARE CAPITAL OF THE COMPANY FROM 22,00,00,000 (TWENTY TWO CRORE) TO 45,00,00,000 (FORTY FIVE CRORE)

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

“RESOLVED THAT pursuant to the provisions of Section 61 and all other applicable provisions, if

any, of the Companies Act, 2013 (including any statutory modification (s) or re-enactment thereof, for the time being in force) and the relevant rules framed thereunder and in accordance with the applicable provisions of the Articles of Association of the Company, the consent of members of the company be and is hereby accorded to increase the Authorized Share Capital of the Company from existing Rs. 22,00,00,000/- (Twenty-Two Crore only) divided into 2,20,00,000 (Two Crore Twenty Lakh) equity shares of Re. 10/- (Ten) each to Rs. 45,00,00,000/- (Forty -Five Crore only) divided into 4,50,00,000 (Four Crore Fifty Lakh) equity shares of Re. 10/- (Ten) each ranking pari-passu in all respect with the existing Equity Shares of the Company as per the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Section 13 and all other applicable provisions of the Companies Act, 2013 and the relevant rules framed there under, approval of the Members of the Company be and is hereby accorded, for alteration of Clause V of the Memorandum of Association of the Company by substituting in its place, the following:-

“V. The Authorized Share Capital of the Company is Rs. 45,00,00,000/- (Forty-Five Crore only) divided into 4,50,00,000 (Four Crore Fifty Lakh) equity shares of Rs. 10/- (Ten) each.”

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board of Directors or Company Secretary or any Committee there of or any officer(s) authorised by the Board of Directors, be and are hereby severally authorised to do all such acts, deeds, matters and things whatsoever necessary, including seeking all approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise and to file and submit such e-forms, documents as may be required with ROC, Stock Exchange or any other authority as may be necessary in this regard.”

**By the Order of Board of Directors
For Jalan Transolutions (India) Limited**

**Date: 06-10-2025
Place: New Delhi**

**Sd/-
Shruti Goel
Company Secretary and Compliance Officer**

NOTES:

1. Explanatory Statement pursuant to Section 102 and 110 of the Act, and any other applicable provisions of the Act, the Rules made thereunder, Listing Regulations and Secretarial Standards on General Meetings (SS-2), setting out material facts and reasons thereof for the proposed resolutions, forming part of the Notice, is annexed herewith.
2. In accordance with MCA Circulars, this Postal Ballot Notice is being sent only by electronic mode to all the Members whose names appear on the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) as on 03.10.2025 (the “**Cut-off date**”) and who have registered their email addresses in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company’s Registrar and Share Transfer Agent, (“RTA”). **Physical copies of the Postal Ballot Notice, postal ballot forms and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot.**
3. Members may note that the aforesaid Postal Ballot Notice has been uploaded on the website of the Company at www.jalantransolutions.com. The Notice can also be accessed from the website of the Stock Exchange i.e. NSE Ltd. at www.nseindia.in and on the website of NSDL.
4. Pursuant to Sections 108, 110 and other applicable provisions of the Act and the Rules made thereunder, the MCA Circulars and Regulation 44 Listing Regulations read with SEBI circulars on e-voting, SS-2 and any amendments thereto, the Company is providing the facility to the members to exercise their right to vote on the proposed resolution electronically. The Company has engaged the services of NSDL to provide e-voting facility. Members are requested to carefully read the instructions for e-voting that are provided as part of this Postal Ballot Notice before casting their vote.
5. The voting rights of the Members shall be reckoned in proportion to the equity shares held by them on the Cut-off date i.e., 03.10.2025. Only those Members holding shares either in physical form or dematerialized form as on the Cut-off date will be entitled to cast their votes only through remote e-voting. A person who is not a member as on the Cut-off date should treat this notice for information purpose only.
6. The remote e-voting period commences from 09.00 a.m. (IST) on Tuesday, 7th October 2025, and ends at 5.00 p.m. (IST) on Thursday, 06th November 2025. During this period, Members of the Company holding equity shares either in physical form or in dematerialized form, as on the cut-off date i.e., 03.10.2025 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting after Thursday, 06th November 2025 (5:00 PM IST). Once the vote on a resolution is cast by a member, he or she will not be allowed to change it subsequently.
7. Physical copies of the Postal Ballot Notice along with Postal Ballot forms and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot in line with the exemption provided in the MCA circulars.
8. The resolution, if passed by the requisite majority, shall be deemed to have been passed on the last date of e-voting i.e., Thursday, 06th November 2025.
9. The Scrutinizer will submit his report to the Chairman of the Company, or any person authorised by him, after completion of the scrutiny of the votes casted electronically. The result of the Postal Ballot through remote e-voting process shall be announced on or before **Saturday, 08th November 2025** and the resolution will be taken as passed, if the results of e-voting indicate that the requisite majority of the Members had assented to the Resolution.
10. The voting results along with Scrutinizer’s report would be published on the website of the

Company i.e. **www.jalantransolutions.com** and will be communicated to the Stock Exchange where the Company's shares are listed i.e. www.nseindia.com.

11. Members are requested to intimate about change in their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to the Company's Registrar and Share Transfer Agent, NIVIS CORP SERVE LLP, at info@nivis.co.in , or at 01145201005 in case the shares are held in physical form and to the Depository Participant (DP) in case the shares are held in electronic form.
12. A member cannot exercise his / her vote through proxy on postal ballot. However, corporate, and institutional members shall be entitled to vote through their authorised representatives. Corporate and institutional members (are required to send scanned certified true copy (PDF Format) of the board resolution / authority letter, power of attorney together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer by e-mail to manojfcs@gmail.com with a copy marked to infor@nivis.co.in and evoting@nsdl.co.in.

E-VOTING INTRUCTIONS FOR POSTAL BALLOT ARE AS UNDER:

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to the NSDL e-voting system.

Step 2: Cast your vote electronically on NSDL e-voting system.





Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode.

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 in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp3. 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. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e.

	<p>NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>4. Shareholders/ Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL.</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi/ Easiest facility, they can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users of Easi/ Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2. After successful login, the Easi/ Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. 3. If the user is not registered for Easi/ Easiest, option to register is available at CDSL website www.cdslindia.com and click on login and New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders (holding securities in demat mode) login through their depository participants.	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/ CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/ CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
---	---

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL.	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at toll free no.: 022 - 4886 7000.
Individual Shareholders holding securities in demat mode with CDSL.	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 1800 22 55 33.

B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

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 ‘Shareholder/ Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/ OTP 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 Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

<i>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</i>	Your User ID is:
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. Password details for shareholders other than Individual shareholders 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, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

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.
- b)** **Physical User Reset Password?** (If you are holding shares in physical mode) option available on 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.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - 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.
 9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
2. Select “EVEN” of the company which is **133878**, for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

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 to Naveen@nkrassociate.com with a copy marked to evoting@nsdl.com . Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) can also upload their Board Resolution/ Power of Attorney/ Authority Letter, etc. by clicking on “Upload Board Resolution/ Authority Letter” displayed under “e-Voting” tab in their login.

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 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 or send a request at evoting@nsdl.com or contact Ms. Prajakta Pawle, Officer, NSDL at evoting@nsdl.com or call on toll free no.: 022 - 4886 7000 or write at NSDL, 4th floor, 'A' Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of email ids for e-voting:

1. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to compsec@jalantransolutions.com If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
2. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
3. e-Voting facility provided by Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

INFORMATION AT A GLANCE

Particulars	Details
Cut-off date for E-voting	Friday, 3 rd October, 2025
E-voting start time and date	Tuesday, 7 th October, 2025, 09:00 AM
E-voting end time and date	Thursday, 6 th November, 2025, 05:00 PM
E-voting website	https://www.evoting.nsdl.com/
Name, address and contact details of e-voting service provider	Ms. Pallavi Mhatre, Manager, NSDL Address: NSDL, Trade World, ‘A’ wing, 4 th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai-400013. Contact Details: 022 2499 4545 or send a request to evoting@nsdl.com
Name, address and contact details of Registrar and Transfer Agent	Ms. Richa Rastogi, Nivis Corpserve LLLP Address: 3 Shankar Vihar 2nd Floor Vikas Marg Delhi 110092 Contact: 011-45201005 or send a request to info@nivis.co.in

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND RULES RELATED THERETO

Item No. 1

In the Extra - Ordinary General Meeting held on March 11, 2025 at the registered office of the company through video conferencing/other audio visual mode, a resolution no. 1 was passed by the members of the Company to increase the Authorised share capital of the company, which is as under:

“RESOLVED THAT pursuant to the provisions of Section 61 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification (s) or re-enactment thereof, for the time being in force) and the relevant rules framed there under and in accordance with the applicable provisions of the Articles of Association of the Company, the consent of members of the company be and is hereby accorded to increase the Authorized Share Capital of the Company from existing Rs. 22,00,00,000/- (Twenty-Two Crore only) divided into 2,20,00,000 (Two Crore Twenty Lakh) equity shares of Re. 10/- (Ten) each to Rs. 25,00,00,000/- (Twenty -Five Crore only) divided into 2,50,00,000 (Two Crore Fifty Lakh) equity shares of Re. 10/- (Ten) each ranking pari-passu in all respect with the existing Equity Shares of the Company as per the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Section 13 and all other applicable provisions of the Companies Act, 2013 and the relevant rules framed there under, approval of the Members of the Company be and is hereby accorded, for alteration of Clause V of the Memorandum of Association of the Company by substituting in its place, the following:-

“V. The Authorized Share Capital of the Company is Rs. 25,00,00,000/- (Twenty-Five Crore only) divided into 2,50,00,000 (Two Crore Fifty Lakh) equity shares of Rs. 10/- (Ten) each.”

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board of Directors or Company Secretary or any Committee thereof or any officer(s) authorised by the Board of Directors, be and are hereby severally authorised to do all such acts, deeds, matters and things whatsoever necessary, including seeking all approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise and to file and submit such e-forms, documents as may be required with ROC, Stock Exchange or any other authority as may be necessary in this regard.”

The Board of Directors now recommends that the above resolution to increase the Authorised capital from 22,00,00,000 (Twenty two crore) to 25,00,00,000 (Twenty five crore) be rescinded. The said resolution was recommended to the Members because the Company was in process of CIRP and it was necessary for that purpose to obtain the approval of the members in advance. However, the earlier proposal is not under consideration anymore and has been cancelled into by other concerned parties

Item No. 2

In the Extra - Ordinary General Meeting held on March 11, 2025 at the registered office of the company through video conferencing/other audio visual mode, a resolution no. 2 was passed by the members of the Company for issuance of up to 1,04,40,000 (one crore four lakh forty thousand only) compulsorily convertible share warrants ("warrants") on preferential basis to the identified persons belonging to "non-promoter, public category", which is as under:

"RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62(1)(c) and other applicable provisions of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) (hereinafter referred to as the "Act"), and in accordance with the provisions of Memorandum and Articles of Association of the Company, Uniform Listing Agreements entered into by the Company with the stock exchange where the shares of the Company are listed ("Stock Exchange"), the Rules, Regulations and Guidelines issued by the Securities and Exchange Board of India ("SEBI") including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("ICDR Regulations"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 ("Takeover Regulations") as amended, the Foreign Exchange Management Act, 1999 as amended and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by the Reserve Bank of India ("RBI"), Ministry of Corporate Affairs, SEBI and/or any other competent authorities, and subject to the approvals, consents, permissions and/or sanctions, as maybe required from the Government of India, SEBI, RBI, Stock Exchange, and any other relevant statutory, regulatory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and/or modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and/or sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee, which the Board has constituted or may hereafter constitute, to exercise one or more of its powers, including the powers conferred hereunder), consent of the members of the Company be and is hereby accorded to the Board to create, issue, offer and allot, by way of preferential allotment on private placement basis, up to 1,04,40,000 (One Crore Four Lakh Forty Thousand Only) Compulsorily Convertible Share Warrants ("Warrants"), to the Identified persons belonging to "Non-Promoter, Public Category", at an issue price of Rs 15.5/- (Rupees Fifteen Rupees and Fifty Paise Only) per Warrant, valued by registered valuer and determined in accordance with the provisions of Chapter V of SEBI ICDR Regulations, for an aggregate amount of up to Rs. 16,18,20,000 (Rupees Sixteen Crore Eighteen Lakh and Twenty Thousand Only), on such further terms and conditions as detailed herein below, to the below mentioned persons ("Proposed Allottees"):

Sr. No.	Name(s) of the Proposed Allottee(s)	Category	Maximum No. of Share Warrants proposed to be allotted
1	Rupa Ghosh	Non-Promoters, Public	24,84,000
2	Dalia Sen	Non-Promoters, Public	24,78,000
3	Mahuya Samanta	Non-Promoters, Public	24,78,000
4	Anjana Gupta	Non-Promoters, Public	7,50,000
5	Sakshi Gupta	Non-Promoters, Public	7,50,000
6	Sunita Malhotra	Non-Promoters, Public	4,02,000

7	Raj Kumar	Non-Promoters, Public	6,99,000
8	Suresh Kumar	Non-Promoters, Public	3,99,000
	TOTAL		1,04,40,000

RESOLVED FURTHER THAT preferential allotment to the Proposed Allottees shall be made at an issue price of Rs. 15.5/- (Fifteen Rupees and Fifty Paise Only) per Warrant, being a price more than the price determined in accordance with the provisions of Chapter V of ICDR Regulations.

RESOLVED FURTHER THAT the 'Relevant Date', as per the provisions of Chapter V of the SEBI ICDR Regulations for the purpose of determining the minimum issue/exercise price of Warrants / Equity Shares to be allotted on conversion of Warrants, shall be Friday, February 7, 2025 (being the date which is 30 days prior to the date of Extra Ordinary General Meeting i.e Tuesday, March 11, 2025).

RESOLVED FURTHER THAT pursuant to the provisions of the Act, the name(s) of the proposed allottee(s) be recorded for the issuance of invitation to subscribe to the Warrants and a Private Placement Offer cum Application letter in Form PAS-4 be issued to the proposed allottee(s) inviting them to subscribe to the Warrants of the company.

RESOLVED FURTHER THAT Warrants shall be convertible into equivalent number of fully paid-up equity shares of face value of Rs.10/- (Rupees Ten Only) each ("Equity Shares") at the option of Proposed Allottees, in one or more tranches, within 18 (eighteen) months from the date of allotment of such Warrants, on such further terms and conditions as may be finalized by the Board.

RESOLVED FURTHER THAT the Equity Shares proposed to be so allotted upon conversion of Warrants shall rank pari-passu in all respects including as to dividend, with the existing fully paid-up Equity Shares of face value of Rs.10/- (Rupees Ten Only) each of the Company, subject to the relevant provisions contained in the Memorandum of Association and Articles of Association of the Company.

RESOLVED FURTHER THAT issue of Warrants and Equity Shares to be allotted on exercise of Warrants shall be subject to the following terms and conditions:

- a) Each Warrant held by Proposed Allottees shall entitle them to apply for and obtain allotment of one Equity Share at any time after the date of allotment but on or before the expiry of 18 months from the date of allotment of Warrants ("Warrant Exercise Period").
- b) The Proposed Allottee (s) shall, on or before the date of allotment of Warrants, pay an amount equivalent to at least 25% of the Warrant Issue Price fixed per Warrant in terms of the SEBI ICDR Regulations which will be kept by the Company to be adjusted and appropriated against the Warrant Issue Price of the Equity Shares. The balance 75% of the Warrant Issue Price shall be payable by the Warrant Holder at the time of exercising the Warrants.
- c) The pre-preferential shareholding, if any, of Proposed Allottees along with Warrants, being allotted and Equity Shares proposed to be allotted to Proposed Allottees pursuant to the conversion of Warrants, shall be under lock-in for such period as may be prescribed under Chapter V of ICDR Regulations.
- d) The Warrants shall be convertible into Equity Shares, in one or more tranches, within a period of 18 months from the date of allotment.
- e) Warrants being allotted to Proposed Allottees shall not be sold, transferred, hypothecated or encumbered in any manner during the lock-in period provided under Chapter V of ICDR Regulations except to the extent and in the manner permitted there under
- f) Warrants shall be issued and allotted by the Company only in dematerialized form within a period of 15 days from the date of passing a Special Resolution by the members, provided that where the

issue and allotment of said warrants is pending on account of pendency of any approval for such issue and allotment by the Stock Exchange(s) and/or Regulatory Authorities, or Central Government, the issue and allotment shall be completed within the period of 15 days from the date of last such approval or within such further period/s as may be prescribed or allowed by the SEBI, the Stock Exchange(s) and/or Regulatory Authorities etc.

- g) Warrants and Equity Shares to be issued and allotted by the Company upon exercise of Warrants shall, in each case, be in dematerialized form
- g) The consideration for allotment of Warrants and/or Equity Shares arising out of exercise of such Warrants shall be paid to the Company from the bank account of the Proposed Allottee(s).
- h) Upon exercise of the option to convert the convertible Warrants within the tenure specified above, the Company shall ensure that the allotment of equity shares pursuant to exercise of the convertible Warrants is completed within 15 days from the date of such exercise by the allottee of such warrants.
- i) In the event the Warrant Holder(s) do not exercise Warrants within the Warrant Exercise Period of 18 months from the date of allotment, the Warrants shall lapse and the amount paid shall stand forfeited by the Company
- j) The Company shall procure the listing and trading approvals for the Equity Shares to be issued and allotted to the Warrant holders upon exercise of the Warrants from the Stock Exchanges in accordance with the Listing Regulations and all other applicable laws, rules and regulations.
- k) The Warrants shall be listed and traded on the stock exchange, where the equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals, as the case may be.
- l) The Warrants by itself until converted into Equity Shares, do not give to the Warrant Holder any voting rights in the Company in respect of such Warrants. However, warrants holders shall be entitled to any corporate action such as issuance of bonus shares, right issue, split or consolidation of shares etc. announced by the Company between the date of warrants allotment and their conversion into Equity Shares.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company and/ or any Committee constituted by the Board for this purpose and/or Executive Director and/or KMP of the Company be and are hereby authorized severally on behalf of the Company to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient, including without limitation to make application to Stock Exchange for obtaining of in-principle approval, listing of warrants/equity shares on conversion, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/or including opening of one or more bank accounts in the name of the Company for this purpose or such other authorities as may be necessary for the purpose, signing and execution of various deeds, documents and agreements and also to modify, accept and give effect to any modifications therein and the terms and conditions of the proposed issue, offer and allotment of the said Warrants, utilization of issue proceeds, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the shareholders.

RESOLVED FURTHER THAT in connection with any of the foregoing resolutions, the Board of Directors/Committee(s) of the Board and/or Executive Director and/or KMP of the Company be and are hereby severally authorized to execute and deliver any and all other documents, papers and to do or cause to be done any and all acts or things as may be necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing resolutions for the preferential issue and any such documents executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or

acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the acts and deeds of the Company, as the case may be.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors/Committee(s) of the Board be and is hereby authorized severally to settle any question, difficulty or doubt that may arise in this regard and also to delegate to the extent permitted by law, all or any of the powers herein conferred to any Executive Director or Key Managerial Personnel or any other officer(s) of the Company."

The Board of Directors now recommends that the above resolution to be rescinded. The said resolution was recommended to the Members because the Company was in process of CIRP and it was necessary for that purpose to obtain the approval of the members in advance. However, the earlier proposal is not under consideration anymore and has been cancelled into by other concerned parties

Item No. 3

The present Authorized Share Capital of the company is Rs.22,00,00,000/- (Twenty Two Crore only) divided into 2,20,00,000 (Two Crore Twenty Lakh) equity shares of Rs.10 each. Section 61 of the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof, for the time being in force) provides that a limited company having a share capital may, if so authorized by its Articles of Association, with the consent of its members in its general meeting, alter the conditions of its Memorandum of Association so as to increase its share capital by such amount as it thinks expedient by issuing new shares.

Article 4 of the Articles of Association empowers the Company to increase, consolidate, subdivide, reduce or otherwise alter its Authorized Share Capital, for the time being, and to divide the shares in the capital into several classes with rights, privileges or conditions, as may be determined. Considering the overall business growth and future expansion and the operational needs of the Company, the Company needs to raise funds for repayment of its Loan, for purchase of Fixed Assets and for general corporate purposes (provided that amount to be utilized for general corporate purposes shall not exceed 25% of the issue size, in compliance with the SEBI ICDR regulations) by means of further issue of equity. In view of the requirements of the funds, the Board of Directors, at its meeting held on Monday, October, 6, 2025 subject to the approval of shareholders of the Company, accorded its approval to increase the Authorized Share Capital from existing Rs. 22,00,00,000/- (Twenty-Two Crore only) divided into 2,20,00,000 (Two Crore Twenty Lakh) Equity Shares of Rs. 10/- each to Rs. 45,00,00,000/- (Twenty -Five Crore only) divided into 4,50,00,000 (Four Crore Fifty Lakh) equity shares of Rs. 10/- (Ten) each ranking pari-passu with the existing Equity Shares in all respects as per the Memorandum and Articles of Association of the Company.

Consequently, the existing Clause V of the Memorandum of Association of the Company needs to be altered accordingly for substitution of the proposed increased Authorized Share Capital. A draft copy of the modified Memorandum of Association is available for inspection by the Members of the company electronically during the normal business hours on any working day of the Company, upto the date of the Postal Ballot. Pursuant to the provisions of Section 13, 14 & 61 of the Companies Act, 2013, approval of the Members is required for increasing the Authorized Share Capital of the Company and alteration in the Memorandum of Association of the Company. Accordingly, the Board recommends the resolutions set out at Item No.3 seeking approval of the Members for increasing the Authorized Share Capital of the Company and consequential amendment to the capital clause of Memorandum of Association of the Company.

None of the Directors or Key Managerial Personnel or their relative(s) is / are in any way concerned or interested, in passing of the above-mentioned resolution except to the extent of their directorships and shareholding in the Company (if any).

**By the Order of Board of Directors
For Jalan Transolutions (India) Limited**

**Date: 06.10.2025
Place: New Delhi**

**Sd/-
Shruti Goel
Company Secretary and Compliance Officer**