JALAN TRANSOLUTIONS
ENDLESS OPTIMUM SOLUTIONS
"Adding Momentum To Movement"

Date: 12/02/2025

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: Notice of Extraordinary General Meeting

Dear Sir/ Madam,

This is in continuation to our earlier letter dated 4th February, 2025 with regard to intimation for extra-ordinary general meeting scheduled to be held on Tuesday, the 11th day of March, 2025 at 11:00 A.M. (IST) through Video Conferencing /Other Audio Visual Means ("VC/OAVM") only.

Please find enclosed copy of the Notice of the Extra-Ordinary General Meeting, which is also being uploaded on the website of the Company at www.jalantransolutions.com To support Green Initiative and as permitted by MCA and SEBI Circulars, the copy of Notice of EGM are being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s).

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

JALAN TRANSOLUTIONS (INDIA) LIMITED
DELHI

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

NOTICE OF EXTRA-ORDINARY GENERAL MEETING
(Pursuant to Section 101 of the Companies Act, 2013)
(Read with Companies (Management and Administration) Rules, 2014)

Dear Members,

Notice is hereby given that an Extra-Ordinary General Meeting of the members of Jalan Transolutions (India) Limited will be held on, Tuesday, March 11, 2025 at 11:00. (IST) through video conferencing ("VC")/other audio-visual means ("OAVM"). The venue of the meeting shall be deemed to be the Registered office of the Company to transact the following businesses:

SPECIAL BUSINESSES:

ITEM NO. 1: TO CONSIDER AND APPROVE AN INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY AND ALTERATION IN CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION 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 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 thereunder, 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."

ITEM NO. 2: TO CONSIDER AND APPROVE 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 a Special Resolution:

"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 may be 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 so 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."

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

Sd/-
Manish Jalan
(Managing Director)
DIN: 00043040

Date: 04.02.2025
Place: Delhi

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") stating all material facts and reasons for the proposed resolution(s) set out above is annexed hereto and forms part of this Extra-Ordinary General Meeting ("Notice").

2. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. In terms of MCA Circulars, since physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility for appointment of proxies by the Members under Section 105 of the Act, will not be available for the AGM and, hence, the Proxy Form and Attendance Slip are not annexed to this Notice.

3. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.

4. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e- Voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM will be provided by NSDL.

6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 11/2022 dated December 28, 2022, 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at www.jalantransolutions.com. The Notice can also be accessed from the websites of the Stock Exchange i.e. National Stock Exchange Limited at www.nseindia.com and the EGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

7. The Ministry of Corporate Affairs ("MCA") has, vide its circular dated December 28, 2022 read together with circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021 and May 5, 2022 (collectively referred to as "MCA Circulars"), permitted convening the General Meeting ("Meeting") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without physical presence of the members at a common venue. In accordance with the MCA Circulars and applicable provisions of the Companies Act, 2013 ("the Act") read with

Rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the EGM of the Company is being held through VC / OAVM. The deemed venue for the EGM shall be the Registered Office of the Company. Hence, there shall be no physical attendance of equity shareholders at the meeting.

8. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company, a certified copy of Board Resolution/Authorization document authorizing their representative to attend and vote on their behalf at the EGM.

9. The members are requested to intimate the Company, queries, if any, at least 10 days before the date of the meeting to enable the management to keep the required information available at the meeting.

10. Members are requested to notify immediately any change in their addresses and/ or the Bank Mandate details to their respective Depository Participants (DP) for shares held in electronic form.

11. The Ministry of Corporate Affairs (vide circular nos. 17/2011 and 18/2011 dated April 21, 2011 and April 29, 2011 respectively) has undertaken a “Green Initiative in Corporate Governance” and allowed companies to share documents with its shareholders through an electronic mode. Stock Exchanges permit companies to send soft copies of the EGM Notice to all those shareholders who have registered their email address for the said purpose. Members are requested to support this Green Initiative by registering / updating their email address for receiving electronic communication. The EGM Notice of the Company will also be available on the Company’s website www.jalantransolutions.com, website of the Stock Exchange i.e. the National Stock Exchange of India Ltd. at www.nseindia.com and on the website of the National securities Depository Limited. (NSDL) at www.evoting.nsdl.com (the Authorized agency for providing remote e- voting facility).

12. All the Documents referred to in the notice are open for inspection at the registered office of the Company between 11:00 A.M. to 4:00 P.M on any working day prior to the day of meeting and will also be available at the meeting venue on the date of meeting.

13. The company has appointed Mr. Manoj Kumar Jain as the Scrutinizer (‘Scrutinizer’) for conducting the remote e- voting process in a fair and transparent manner.

14. The Scrutinizer shall, immediately after the conclusion of voting at EGM, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the Company and make, not later than two working days from the conclusion of meeting, a consolidated Scrutinizer’s Report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same. Thereafter, the Chairman or the person authorized by him in writing shall declare the result of the voting forthwith.

15. The Results declared along with the Scrutinizer’s Report shall be placed on the Company’s website www.jalantransolutions.com and results shall immediately be disseminated to the Stock Exchanges where the shares of the Company are listed.

16. Since, this notice is to be sent to the Members through e-mail only, the Members who have not registered their e-mail addresses are requested to register the same in respect of shares held in electronic form with the Company or the Depositories / Depository Participants and in respect of shares held in physical form by writing to the Company's Registrar and Share Transfer Agent, M/s. Nivis Corpserve LLP, 03, Shankar Vihar, 2nd Floor, Vikas Marg, Delhi - 110092, Email: info@nivis.co.in.

17. Members, who would like to express their views or ask clarifications during the said meeting will have to register themselves as a speaker by sending the requests from their registered email address mentioning their name, DP ID and Client ID/ folio number, PAN, mobile number, email address at compsec@jalantransolutions.com on or before Monday, March 3, 2025 (5:00 p.m. IST) and a link will thereafter be provided to the registered speakers for participating in the Meeting. Only those members who have registered themselves as a speaker will be allowed to express their views/ask clarifications during the said meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the said meeting. Please note that only the members holding the shares as on cut-off date will be eligible to register as speakers. The Company may respond suitably to those shareholders who had sent request to the Company to express their views/questions but due to paucity of time did not get opportunity to ask questions during Meeting.

18. GENERAL INFORMATION

The remote e-voting period begins on Saturday, March 8, 2025 at 9:00 A.M and ends on Monday, March 10, 2025 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the cut-off date i.e. Friday, March 3, 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday, March 3, 2025.

19. VOTING THROUGH ELECTRONIC MEANS

a. Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote by electronic means and the business may be transacted through e-Voting Services.

b. The facility of casting the votes by the members using an electronic voting system will be provided by National Securities Depository Limited (NSDL).

c. Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as on the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/ ARE AS UNDER:

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned in the notice for remote e-voting.

2. Only those Members/ shareholders, who will be present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM.

3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for Remote e- voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC / OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may join by following the steps mentioned in the notice for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.

3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at compsec@jalantransolutions.com. The same will be replied by the company suitably.

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 NSDL e-Voting system

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

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, 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.	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.jsp. 3. 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. NSDL and you will be redirected to e- Voting website of NSDL for casting your vote during the remote e-Voting period.

	4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. 
Individual Shareholders holding securities in demat mode with CDSL	1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi /Easiestarehttps://web.cdslindia.com/myeasi/home/lo gin or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e- Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register isavailable at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.india.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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
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 or joining virtual meeting & voting during the meeting.

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.co.in or call at toll free no.: 1800 1020 990 or 1800 22 44 30
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 022- 23058738 or 022-23058542-43

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

<u>How to Log-in to NSDL e-Voting website?</u>

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:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	**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 is101456001***

5. Password details for shareholders other than Individual shareholders are given below:

a) If you are already registered for e-Voting, then you can user 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 8digit 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.co.in 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.

2. Select "EVEN" of company 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

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 amjoffice@gmail.com with a copy marked to evoting@nsdl.co.in.

1. 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.

2. 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 call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Mr. Amit Vishal, Senior Manager at evoting@nsdl.co.in.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to compsec@jalantransolutions.com.

2. 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.

3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed 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.

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT

(Pursuant to Section 102(1) of the Companies Act, 2013)

ITEM No. 1

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 Tuesday, February, 4, 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. 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 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, up to the date of the General Meeting. 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. 1 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).

ITEM NO. 2

The special resolution in Item No. 2 of this Notice, has been proposed pursuant to the provisions of Sections 42 and 62 of the Companies Act, 2013 (the "Act"), to issue, offer and allot, up to 1,04,40,000 (One Crore Four Lakh Forty Thousand Only) Compulsorily Convertible Share Warrants (Warrants") carrying a right exercisable by the Warrant holder to subscribe to one Equity Share per Warrant, by way of preferential allotment, to the identified persons belonging to "Non-Promoter, Public Category" ("Proposed Allottees"), for an aggregate amount of up to Rs. 16,18,20,000 (Rupees Sixteen Crore Eighteen Lakh and Twenty Thousand Only), at an issue price of Rs 15.5/-(Fifteen Rupees and Fifty Paise Only) per Warrant, values by registered valuer and being a price more than the price determined in accordance with the provisions of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("ICDR Regulations"). The preferential issue to Proposed Allottees subject to the receipt of necessary approvals including approval of Members, Stock Exchange. The said proposal has been considered and approved by the Board in its meetings held on Tuesday, February 4, 2025.

Necessary information or details in respect of the proposed Preferential Issue of Warrants in terms of Section 42 and 62(1)(c) of the Companies Act, 2013 read with Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “SEBI (ICDR) Regulations”) and as under NSE Circular No. NSE/CML/2022/56 dated December 13, 2022 are as under:

1. The objects of the preferential issue:

The Company proposes to deploy the Complete proceeds of the proposed Preferential Issue of Equity compulsorily convertible Share warrants for repayment of 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.

The utilization of the proceeds raised for the aforementioned purpose will be completed within a period of three months from the date of receipt. Furthermore, until such proceeds have been fully utilized, it will be kept in a separate bank account.

As the requirement of monitoring agency is not mandatory if the Issue size is up to Rs.100 Crore and the size of this Issue is below Rs. 100 Crores, our Company has not appointed any monitoring agency for this Issue.

2. **Particulars of the offer including date of passing of Board resolution, kind of Securities offered, maximum number of Securities to be issued, manner of issue of shares, class or classes of persons to whom allotment is proposed to be made and the Issue Price**

   The Board of Directors at its meeting held on Tuesday, February 4, 2024 has, subject to the approval of the Members and such other approvals as may be required, approved the issuance and allotment of up to 1,04,40,000 (One Crore Four Lakh Forty Thousand Only) Equity Compulsorily Convertible Share Warrants ("Warrants") carrying a right exercisable by the Warrant holder to subscribe to one Equity Share per Warrant to the identified persons belonging to "Non- Promoter, Public Category", (as mentioned in point 12 below) at an issue price of Rs 15.5/-(Fifteen Rupees and Fifty Paise Only), for an aggregate amount of up to Rs. 16,18,20,000 (Rupees Sixteen Crore Eighteen Lakh and Twenty Thousand Only), for cash by way of preferential allotment.

   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 Warrants.

3. **Relevant date:**

   In terms of the provisions of Chapter V of SEBI ICDR Regulations, the relevant date for determining the minimum issue / exercise price of Warrants/Equity Shares to be allotted on conversion of Warrants, shall be Friday, February 07, 2025. (Being the date, which is 30 days prior to the date of Extra Ordinary General Meeting i.e. Tuesday, March 11, 2025.

4. **Basis on which the price has been arrived at, justification for the price (including premium, if any);**

   The Equity Shares of the Company are listed on NSE Limited. The Equity Shares are frequently traded in terms of the SEBI ICDR Regulations and floor price has been determined in accordance with the SEBI ICDR Regulations.

   In case of the frequently traded shares, as per Regulation 164(1) of the SEBI (ICDR) Regulations, 2018, a minimum issue price of the Convertible Warrants in preferential issue has to be calculated as under:

a. the 90 trading days volume weighted average price of the related equity shares quoted on the recognized stock exchange preceding the relevant date; or

b. the 10 trading days volume weighted average price of the related equity shares quoted on a recognized stock exchange preceding the relevant date; whichever is higher.

In terms of the provisions of Regulation 164 of the SEBI ICDR Regulations, the minimum price at which the warrants may be issued computes to Rs. 15.5/-each,

Further, Method of determination of price as per the Articles of Association of the Company is not applicable as the Articles of Association of the Company are silent on the determination of a floor price/ minimum price of the shares/Convertible warrants issued on preferential basis.

Considering that the allotment shall be more than 5% of the post issue fully diluted share capital of the Company, to an allottee or to allottee(s) acting in concert, the company in accordance with Regulation 166A of SEBI ICDR Regulations has obtained a valuation report dated February 08, 2025 from Mr. Abhinav Rajvanshi, independent registered valuer (IBBI Registration No. IBBI/RV/06/2019/11765), having office at House No. C2B/92B, Janakpuri, New Delhi – 110054. The price determined through Valuation report is Rs. 15.5/- (Rupees Fifteen and Paise Fifty Only) per warrant. The said report shall be available for inspection by the members and the same may be accessed on the Company's website at www.jalantransolutions.com.

After considering the above, it was decided to issue these warrants to be allotted on preferential basis to the proposed allottees at a price of Rs. 15.5/- (Fifteen Rupees and Fifty Paise Only) each, which has been higher than the minimum specified price per warrant computed in accordance with Regulation 164 (4) of the ICDR Regulations and Regulation 166A of ICDR Regulations

5. Amount which the company intends to raise by way of such securities;

Aggregate amount of up to Rs. 16,18,20,000 (Rupees Sixteen Crore Eighteen Lakh and Twenty Thousand Only).

6. The amount of funds proposed to be utilized against each of the object.

S. No.	Proposed Object	Estimated amount (in Cr.)	% to total Issue Size
1	Repayment of loans	10	61.80
2	Purchase of Fixed Assets	2.18	13.48
3	General Corporate Purpose	4	24.72
Total		**16.18**	**100**

7. Name and address of valuer who performed valuation;

Mr. Abhinav Rajvanshi, independent registered valuer (IBBI Registration No. IBBI/RV/06/2019/11765), having office at House No. C2B/92B, Janakpuri, New Delhi – 110054.

8. Principal terms of Assets charged as securities: Not Applicable

9. Material terms of raising such securities: The same has been disclosed in the respective resolution

10. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer: Not Applicable

11. Valuation for consideration other than cash. Not Applicable

12. The class or classes of persons to whom the allotment is proposed to be made:

The Preferential Issue of Warrants is proposed to be made to the Proposed Allottees, who fall under "Non-Promoter, Public Category of the Company

13. Current and proposed status of the allottee(s) post the preferential issues namely, non-promoter Public

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**

14. The intent of the promoters, directors, key managerial personnel or senior management of the Company to subscribe to the offer:

Promoters are not subscribing any securities in the proposed issue. All proposed allottee(s) belongs to Non-Promoter and Public Category.

15. Pre and Post issue shareholding pattern of the Company:

The shareholding pattern of the Company before and after the proposed preferential issue will be as under:

Category	**Pre-Issue Shareholding**		**Warrants to be Allotted**	**Post-Issue Shareholding (Presuming full Conversion of Warrants)**	
	No. of fully paid - up equity shares held	**%***		**No. of fully paid-up equity shares held**	**%#**
Promoter Shareholding					
1)Indian					
Individuals & HUF	40,19,220	27.65	-	40,19,220	16.09
Others	-	-	-	-	-
Sub Total (A)(1)	40,19,220	27.65	-	40,19,220	16.09
2) Foreign (A) (2)	-	-	-	-	-
Total Promoter Shareholding A=A1 +A2	**40,19,220**	**27.65**	**-**	**40,19,220**	**16.09**
Public Shareholding					
B1) Institutions (Domestic)	-	-	-	-	-
B2) Bodies Corporate	-	-	-	-	-
B3) Central Govt./State Govt./POI	-	-	-	-	-
B4) Others					
Individuals	10167000	69.94	10440000	20603000	82.50
Body Corporate	315000	2.17	-	315,000	1.26
Non-Resident Indian (NRIs)	18000	0.12	-	18000	0.07
Others (Clearing Members, HUF, LLP etc.)	18000	0.12	-	18000	0.07
Total Public Shareholding B=B1+B2+B3+B4	**1,05,18,000**	**72.35**	**-**	**20958000**	**83.91**
C) Non-Promoters-Non-Public	-	-	-	-	-
Total Shares (A+B+C)	**14537220**	**100**		**24977220**	**100**

Notes:

(1) The pre-issue shareholding pattern is as on December 31, 2024.

(2) *These percentages have been calculated on the basis of fully paid-up equity share capital i.e. Rs. 14,53,72,200/- (Rupees Fourteen Crore Fifty-Three Lakhs Seventy-Two Thousand and Two Hundred Only) divided into 1,45,37,220 (One Crore Forty-Five -lakhs Thirty-Seven Thousand Two Hundred and Twenty Only) Equity Shares of Rs. 10/- (Rupees Ten Only) each.

(3) #These percentages have been calculated on the basis of fully diluted paid up equity share capital i.e. Rs. 24,97,72,200/- (Rupees Twenty-Four Crore Ninety-Seven Lakh Seventy-Two Thousand and Two Hundred Only) divided into 2,49,77,220 (Two Crore Forty-Nine Lakh Seventy- Seven Two Hundred and Twenty Only) Equity Shares of Rs. 10/- (Rupees Ten Only) each assuming full conversion of warrants.

(4) Post shareholding structure may change depending upon any other corporate action in between.

16. Identity of the natural persons who are the ultimate beneficial owners of the Equity Shares/Warrants proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post Preferential Issue capital that may be held by them and change in control, if any, in the Company consequent to the Preferential Issue.

The warrants are proposed to be allotted Non-Promoters, Public Category. No change in control or management of the Company is contemplated consequent to the proposed preferential issue of warrants and resultant Equity Shares being allotted. The pre and post issue holding of the proposed allottees of Warrants are as under:

Sr. No.	Name(s) of the Proposed Allottee(s)	Category	Present pre-issue shareholding		Post issue shareholding*		Ultimate beneficial owners
			Pre-issue holding	% of total Equity capital	Post issue holding	% of total equity capital	
1	Rupa Ghosh	Non-Promoters, Public	Nil	Nil	24,84,000	9.95	N.A.
2	Dalia Sen	Non-Promoters, Public	Nil	Nil	24,78,000	9.92	N.A.
3	Mahuya Samanta	Non-Promoters, Public	Nil	Nil	24,78,000	9.92	N.A.
4	Anjana Gupta	Non-Promoters, Public	Nil	Nil	7,50,000	3.00	N.A.
5	Sakshi Gupta	Non-Promoters, Public	Nil	Nil	7,50,000	3.00	N.A.
6	Sunita	Non-	Nil	Nil	4,02,000	1.61	N.A.

	Malhotra	Promoters, Public					
7	Raj Kumar	Non-Promoters, Public	Nil	Nil	6,99,000	2.80	N.A.
8	Suresh Kumar	Non-Promoters, Public	Nil	Nil	3,99,000	1.60	N.A.

* The above post-issue shareholding percentage is calculated assuming full conversion of Warrants issued pursuant to the Preferential Issue.

17. Proposed time limit within which the allotment shall be completed:

In terms of Regulation 170 of the SEBI ICDR Regulations, preferential allotment of said warrants will be completed within a period of 15 (fifteen) days from the date of passing of such resolution 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 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.

18. Change in control, if any, in the Company consequent to the preferential issue:

As a result of the proposed preferential issue, there will be no change in the control or management of the Company pursuant to the proposed preferential issue. However, voting rights will change in tandem with the change in shareholding pattern of the Company.

19. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

The Financial Year, the Company has not made any allotment on preferential basis till date.

20. Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects: Nil

21. Lock-in Period:

a) The warrants to be allotted shall be subject to lock-in in accordance with Chapter V of the SEBI ICDR Regulations

b) The entire pre-preferential allotment shareholding, if any, of the Proposed Allottees, shall be locked-in as per Chapter V of the SEBI ICDR Regulations**.**

22. Certificate from Practicing Company Secretary:

The Certificate from Mr. Manoj Kumar Jain, Proprietor of M/s AMJ & Associates (COP No. 5629), Practicing Company Secretaries, certifying that the preferential issue of warrants is being made in accordance with requirements of Chapter V of SEBI ICDR Regulations has been obtained considering the said preferential issue. The copy of said certificate may be accessed on the Company's website www.jalantransolutions.com.

23. Undertakings:

i) None of the Company, its Promoters or Directors are categorized as willful defaulter or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines on willful defaulters issued by Reserve Bank of India. Consequently, the undertaking required under Regulation 163(1) (i) of ICDR Regulations is not applicable.

ii) As the equity shares of the Company have been listed on a recognized Stock Exchange for a period of more than 90 trading days as on Relevant Date, the provisions of Regulation 164(3) of ICDR Regulations governing re-computation of the price of shares shall not be applicable. Consequently, the undertakings required under Regulation 163(1)(g) and 163(1)(h) of ICDR Regulations are not applicable.

iii) None of the Company's Directors or Promoters are fugitive economic offenders as defined under ICDR Regulations.

iv) The Company do not have any outstanding dues to the SEBI, stock exchanges or the depositories.

In terms of Sections 42 and 62 of the Act, approval of Members by way of special resolution is required for the resolution as set out in Item No. 2 of this Notice. Hence, the Board recommends the resolution proposed at Item No. 2 or your approval by way of a special resolution.

None of the Directors/ Key Managerial Personnel of the Company/ their relatives is/ are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item no. 2 of this Notice except to the extent of their respective shareholding entitlements in the Company, if any.

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

Sd/-
Manish Jalan
(Managing Director)
DIN: 00043040

Date: 04.02.2025
Place: Delhi