JALAN TRANSOLUTIONS
ENDLESS OPTIMUM SOLUTIONS
"Adding Momentum to Your Investment"

Date: 18/02/2022

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 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.

You are requested to take note of the above.

Thanking You
For Jalan Transolutions (India) Limited

Aditi

CS Aditi
Company Secretary cum Compliance Officer

JALAN TRANSOLUTIONS (INDIA) LTD. Delhi

JALAN TRANSOLUTIONS (INDIA) LIMITED

Registered Office
206, Ajanara Bhawan, D-Block Market,
Vivek Vihar, Delhi-110095 {INDIA}
CIN : L63090DL2003PLC119773

Corporate Office
2F-CS-38, Second Floor, Ansal Plaza, Vaishali
Ghaziabad, Uttar Pradesh, 201010 {INDIA}
email : info@jalantransolutions.com
website : www.jalantransolutions.com

JALAN TRANSOLUTIONS
ENDLESS OPTIMUM SOLUTIONS
"Adding Momenturm To Movement"

JALAN TRANSOLUTIONS (INDIA) LIMITED

Regd. Off.: 206, Ajanara Bhawan, D-Block Market, Vivek Vihar, Delhi-110095
Corporate Off.: 2F-CS-38, Second Floor, Ansal Plaza, Vaishali, Ghaziabad, Uttar Pradesh-201010
Email: info@jalantransolutions.com, **Website**: www.jalantransolutions.com
CIN: L63090DL2003PLC119773

NOTICE OF POSTAL BALLOT

Notice is hereby given Pursuant to Section 110 and other applicable provisions of Companies Act, 2013 (the "Act", which shall include any Statutory modification or re-enactment thereof for the time being in force) and Rule 20 and Rule 22 Companies (Management and Administration) Rules, 2014 and other applicable rules framed under the Companies Act, 2013 (the "Rules", including any Statutory modification or re-enactment thereof for the being in force) read with General Circular No. 14/2020 dated April 8, 2020, General Circular No.17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No.33 /2020 dated September 28, 2020 and General Circular No.39 /2020 dated December 31, 2020, General Circular No. 10/2021 dated 23rd June, 2021, General Circular No. 20/2021 dated 08th December, 2021, issued by Ministry of Corporate Affairs (the MCA "Circulars") and Regulation 44 of the SEBI(Listing Obligation and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"),that the resolutions appended below are proposed to be passed by the Members of Jalan Transolutions (India) Limited through Postal Ballot only by voting through electronic means (e-voting).

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. If your e-mail address is not registered with the Company/Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice. Further the Physical copy of Postal ballot Notice alongwith Postal Ballot forms and pre-paid business envelop will not be sent to the Members of the company for this postal Ballot.

The Board of Directors in their meeting held on 11th February, 2022, has appointed Mr. Atiuttam Prasad Singh, (Membership No.: F8719, Certificate of Practice No. 13333) Practising Company Secretary as the Scrutinizer to conduct the Postal Ballot through remote e-voting process in a fair and Transparent manner.

An explanatory statement pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act, pertaining to the resolution setting out the material facts and reasons thereof, is appended to this Postal Ballot Notice.

The remote e-voting period commences on 9.00 A.M. from 21st February, 2022 and ends at 05:00 P.M on 22nd March, 2022. The Scrutinizer will submit the report to the Chairman, or any person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting. The results of the Postal Ballot will be announced at or before 5.00 P.M. (IST) on 24th March, 2022.

The said results along with the Scrutinizer's Report would be intimated to National Stock Exchange of India Limited, where the Equity Shares of the Company are listed. Additionally, the results will also be uploaded on the Company's website www.jalantransolutions.com and on the website of National Securities Depository Limited ("**NSDL**") www.evoting.nsdl.com.

SPECIAL BUSINESSES:

ITEM NO. 1

INCREASE OF AUTHORISED SHARE CAPITAL OF THE COMPANY AND CONSEQUENT ALTERATION IN THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

The Members are requested to give their assent/dissent and if thought fit, to pass the following resolution as Ordinary Resolution:

"RESOLVED THAT pursuant to Section 13,61, 64 and other applicable provisions of the Companies Acts, 2013 read with rules framed thereunder, including any statutory modification or re-enactment thereof for the time being in force and provisions of the Articles of Association of the company, approval of members be and is hereby, accorded to increase the Authorised Share Capital of the company from Rs 15,00,00,000/- (Rupees Fifteen Crore) divided into 1,50,00,000 (One Crore Fifty Lakh) Equity Shares of Face Value of Rs 10/- (Rupees Ten) each **To** Rs 22,00,00,000/- (Rupees Twenty Two Crore) divided into 2,20,00,000 (Two Crore Twenty Lakh) Equity Shares of Rs 10/- (Rupee Ten) each by creation of additional 70,00,000 Equity Shares of Rs 10/- each and consequently the existing Clause V of the Memorandum of Association of the company be and is hereby altered by substituting the said clause with the following:

"V. The Authorised Share Capital of the company is Rs 22,00,00,000/- (Rupees Twenty Two Crore Only) divided into 2,20,00,000 (Two Crore Twenty Lakh) Equity Shares of Rs 10/- (Rupees Ten Only) each."

RESOLVED FURTHER THAT the board of directors of the company be and are hereby authorised to do all such acts, deeds, matters and things and to take all such actions as may be necessary, expedient , desirable, incidental or ancillary for the purpose of giving effect to this resolution."

ITEM NO. 2

ALTERATION IN ARTICLES OF ASSOCIATION OF THE COMPANY

The Members are requested to give their assent/dissent and if thought fit, to pass the following resolution as Special Resolution:

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RESOLVED THAT pursuant to Section 14 and other applicable provisions of the Companies Act, 2013 read with the relevant rules framed thereunder, including any Statutory modification or re-enactment thereof for the time being in force, consent of the members be and is hereby given for:

(a) Substitution of Article 4 of the Article of Association of the company with the following:

Subject to the provisions of the Companies Act, 2013 and these Articles, the Board of Directors of the company may issue, allot or otherwise dispose off the Securities of the company to such persons on such terms and conditions and at such time as they think fit and with full power to give any person the option to call of or be allotted Securities of the company of any class either at premium or at par and for such time and for such consideration as the board of directors think fit, provided that option or right to call of shares shall not be given to any person except with the sanction of the company in General Meeting.

Provided that the term Securities shall have same meaning as defined under the Companies Act, 2013 or the rules framed thereunder as amended from time to time.

(b) Deletion of Article No. 53, 54, 55, 56 of the existing Articles of Association:

(c) Substitution of Article 88(1) of the Article of Association of the company with the following:

Directors may be entitled to sitting fees for attending the meetings of board of directors or committee meetings thereof, as may be approved by the Board of Directors of the company from time to time, however, the sitting fees as approved /paid by the board of directors at any time shall not exceed the sum as prescribed by the Companies Act, 2013 (as amended from time to time).

RESOLVED FURTHER THAT the board of directors of the company be and are hereby authorised to do all such acts, deeds, matters and things and to take all such actions as may be necessary, expedient , desirable, incidental or ancillary for the purpose of giving effect to this resolution."

ITEM NO. 3

TO CONSIDER AND APPROVE ISSUANCE OF 72,99,000 WARRANTS CONVERTIBLE INTO EQUITY SHARES ON PREFERENTIAL BASIS TO NON PROMOTERS/PUBLIC CATEGORY SHAREHOLDERS OF THE COMPANY

The Members are requested to give their assent/dissent and if thought fit, to pass the following resolution as Special Resolution:

"RESOLVED that pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), the Companies (Prospectus and Allotment of Securities) Rules,2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI ICDR Regulations") and the Securities and

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Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"), as amended from time to time, the listing agreements entered into by the Company with NSE Limited (the "Stock Exchange") on which the equity shares of the Company having face value of Rs.10 each ("Equity Shares") are listed, and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs, the Securities and Exchange Board of India ("SEBI") and/or any other competent authorities (hereinafter referred to as "Applicable Regulatory Authorities") from time to time to the extent applicable and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to such approvals, consents and permissions as may be necessary or required , the consent and approval of the Members of the Company ("Members") be and is hereby accorded to the Board of Directors of the company to create, issue, offer and allot upto 72,99,000 Equity Warrants convertible into Equity Shares at issue price of Rs 16 per Equity Warrant{including premium of Rs 6/}(Rupees Sixteen Only) per Equity Warrant or such other price as may be determined in accordance with the provisions of Chapter V of SEBI (ICDR) Regulations, each Equity Warrant convertible into 1 (One) Equity Share of face value of Rs. 10 each (Rupees Ten Only) each ("the Equity Shares"), aggregating to 11,67,84,000/- (Rupees Eleven Crore Sixty Seven Lakh Eighty Four Thousand Only) to Non-promoters/public, for cash consideration on a preferential basis ("Preferential Issue"), and on such terms and conditions as may be determined by the Board, to the following persons ("Proposed Allottees"- Non Promoter/Public) as detailed below:

S.No.	Name of Proposed Allottee	No. of Equity Warrant proposed to be issued	Category
1	SYGNIFIC CORPORATE SOLUTIONS PRIVATE LIMITED	249000	Non-Promoter/Public
2	VINAY KUMAR CHAWLA	249000	Non-Promoter/Public
3	ARCHANA CHAWLA	249000	Non-Promoter/Public
4	VKC CORPORATE SOLUTIONS PRIVATE LIMITED	249000	Non-Promoter/Public
5	VINAY KUMAR CHAWLA HUF	204000	Non-Promoter/Public
6	BIMA PAY TECHNOLOGY PRIVATE LIMITED	501000	Non-Promoter/Public
7	LOK SEWAK LEASING AND INVESTMENT PRIVATE LIMITED	99000	Non-Promoter/Public
8	HEMLATA	348000	Non-Promoter/Public
9	KRISHAN KUMAR & SONS HUF	351000	Non-Promoter/Public
10	Masatya Technologies Private Limited	501000	Non-Promoter/Public
11	TUSHAR AGARWAL	51000	Non-Promoter/Public
12	SUNIL KUMAR AGGARWAL	201000	Non-Promoter/Public
13	ASHUTOSH AGGARWAL	300000	Non-Promoter/Public

JALAN TRANSOLUTIONS (INDIA) LTD. Delhi

14	SAMRIDDHI AGGARWAL	300000	Non-Promoter/Public
15	KAMAL KUMAR JHUNJHUNUWALA	300000	Non-Promoter/Public
16	ANITA AGARWAL	60000	Non-Promoter/Public
17	SAHDEV KANDOI(HUF)	60000	Non-Promoter/Public
18	NAND LAL AGARWAL	60000	Non-Promoter/Public
19	AMITA DEVI AGARWAL	60000	Non-Promoter/Public
20	AKHIL AGARWAL	60000	Non-Promoter/Public
21	ANUJ AGARWAL	60000	Non-Promoter/Public
22	SAHDEV KANDOI	39000	Non-Promoter/Public
23	ANJANA GUPTA	252000	Non-Promoter/Public
24	SAKSHI GUPTA	249000	Non-Promoter/Public
25	PRAVESH GOYAL HUF	90000	Non-Promoter/Public
26	SHANTA JAIN	39000	Non-Promoter/Public
27	ARUN KUMAR JAIN	39000	Non-Promoter/Public
28	SACHIN JAIN	39000	Non-Promoter/Public
29	RAKESH KUMAR JAIN	39000	Non-Promoter/Public
30	SURJIT KUMAR GARG HUF	60000	Non-Promoter/Public
31	BHAWNA GUPTA	21000	Non-Promoter/Public
32	BHARAT AGARWAL	30000	Non-Promoter/Public
33	VASEEM	51000	Non-Promoter/Public
34	KHUSHBOO GUPTA	30000	Non-Promoter/Public
35	NANDINI AGARWAL	30000	Non-Promoter/Public
36	ANAMIKA BANSAL	30000	Non-Promoter/Public
37	BIDYULATA PANDA	51000	Non-Promoter/Public
38	NIKHIL GAMBHIR	120000	Non-Promoter/Public
39	GAURAV SAINI	36000	Non-Promoter/Public
40	AMIT SAINI	36000	Non-Promoter/Public
41	RAM NIVAS SAINI	36000	Non-Promoter/Public
42	VRINDA Aggarwal	186000	Non-Promoter/Public
43	TRISHA AGGARWAL	183000	Non-Promoter/Public
44	RAJU KAPOOR	102000	Non-Promoter/Public
45	SAROJ DEVI CHALLANI	102000	Non-Promoter/Public
46	MANJU JAIN	60000	Non-Promoter/Public
47	BHIKAMCHAND RAJESH HUF	51000	Non-Promoter/Public
48	AMIT JAIN	27000	Non-Promoter/Public

JALAN TRANSOLUTIONS (INDIA) LTD. Delhi

49	SANGITHA	51000	Non-Promoter/Public
50	RAVI JAIN	27000	Non-Promoter/Public
51	SACHIN R NAHTA	51000	Non-Promoter/Public
52	NIKHIL KUMAR NAHTA	51000	Non-Promoter/Public
53	SAPNA AGGARWAL	201000	Non-Promoter/Public
54	DEVIKA GARG	201000	Non-Promoter/Public
55	KSHITIZ JAIN	102000	Non-Promoter/Public
56	SUSHIL KUMAR CHHAJED	24000	Non-Promoter/Public
57	SAHIL JAIN	24000	Non-Promoter/Public
58	PRAVIN KUMAR JAIN	27000	Non-Promoter/Public

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the relevant date for determining the floor price for the Preferential Issue of the Equity Shares/ warrant is Friday, 18th February, 2022 ("Relevant Date") being the date 30 days prior to the date on which this resolution shall be considered to be passed i.e 22nd March, 2022.

RESOLVED FURTHER THAT without prejudice to the generality of the above Resolution, the issue of the Equity Warrant convertible into Equity Shares under the Preferential Issue shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

(a) Each Warrant held by the proposed allottee shall entitle each of them to apply for and obtain allotment of 1 (One) Equity Share of the face value of Rs. 10/- (Rupees Ten Only). The Equity Warrants may be exercised by the Warrant holder, in one or more tranches, at any time on or before the expiry of 18 months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised along with the aggregate amount payable thereon. The Company shall accordingly, without any further approval from the Members, allot the corresponding number of Equity Shares in dematerialized form.

(b) The proposed Equity Warrant allottees shall, on the date of allotment of Equity Warrants, pay an amount equivalent to at least 25% of the Equity Warrant Issue Price fixed per Equity Warrant in terms of the SEBI ICDR Regulations which will be kept by the Company to be adjusted and appropriated against the Equity Warrant Issue Price of the Equity Shares. The balance 75% of the Equity Warrant Issue Price shall be payable by the Equity Warrant Holder at the time of exercising the Equity Warrants.

(c) The Proposed Allottee shall pay the consideration of Equity Warrants convertible into equity shares to the company from its respective bank account and in case of joint holders the consideration shall be paid from the bank account of person whose name appears first in the application.

JALAN TRANSOLUTIONS (INDIA) LTD. Delhi

(d) The Equity Warrants proposed to be allotted and the Equity Shares proposed to be allotted pursuant to the conversion of these Equity Warrants shall be under lock in for such period as may be prescribed under SEBI ICDR Regulations.

(e) The Equity Warrants so allotted under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under.

(f) The Equity Warrants shall be allotted to the proposed allottee within a period of 15 days from the date of passing of the special resolution by the Members, provided that where the allotment of Equity Warrants is subject to receipt of any approval or permission from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.

(g) The Equity Warrant holder may apply for the conversion of the outstanding Convertible Warrants into equity shares of the Company within 18 (eighteen) months from the date of allotment of the Equity Warrants on the payment of the specified consideration against each warrant.

(h) In the event the Equity Warrant Holder(s) do not exercise Equity Warrants within the Equity Warrant Exercise Period (i.e 18 months from the date of allotment of Equity Warrants), the Equity Warrants shall lapse and the amount paid shall stand forfeited by the Company.

(i) The issue of Equity shares on account of exercise option by proposed allottee shall rank pari-passu with the existing paid-up equity shares of the company.

(j) The issue of Equity Warrants as well as Equity Shares arising from the exercise of the Equity Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof.

(k) The Equity Warrants by itself until converted into Equity Shares, do not give to the Warrant Holder(s) any voting rights in the Company in respect of such Equity Warrants.

(l) The price determined above and the number of Equity Shares to be allotted on exercise of the Equity Warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time.

(m) The Equity Shares arising from the exercise of the Equity Warrants will be listed on the Stock Exchanges subject to the receipt of necessary regulatory permissions and approvals as the case may be.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors of the company, be and are hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Preferential Issue) and to authorize all such persons as may be necessary, in connection therewith and

JALAN TRANSOLUTIONS (INDIA) LTD. Delhi

incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the warrants convertible into equity shares and listing thereof with the Stock Exchanges as appropriate and utilisation of proceeds of the Preferential Issue, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board of Directors of the company be and are hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any committee of the Board or any one or more Director(s)/ Company Secretary/any Officer(s) of the Company to give effect to the aforesaid resolution."

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

Aditi

JALAN TRANSOLUTIONS (INDIA) LTD. Delhi

Date: 11th February, 2022
Place: Ghaziabad

CS Aditi
Company Secretary
Membership No. 44470

Notes:

1. The Explanatory Statement pursuant to the provisions of Sections 102 and 110 of the Act read with Rule 22 of the Rules stating material facts and reasons for the proposed resolution is annexed hereto.
2. In compliance with the MCA Circulars, the Postal Ballot Notice is being sent by electronic mode to all those members, whose names appear in the Register of Members/List of Beneficial Owners maintained by the Company/ Depositories as on February 11, 2022 ('Cut-off date) and whose e-mail IDs are registered with the Company/ Depositories. For Members who have not registered their e-mail IDs, please follow the instructions given below under these Notes.
3. In accordance with the provisions of the MCA Circulars, members can vote only through the e-voting process. Members are requested to provide their assent or dissent through e-voting only. Physical copies of the Postal Ballot Notice and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot. In compliance with provisions of Section 108 and Section 110 and other applicable provisions, of the Act read with the Management Rules, the Company has obtained the services of National Securities and Depository Limited (NSDL) for facilitating e-voting to enable the members to cast their votes electronically.
4. Voting rights will be reckoned on the paid-up value of shares registered in the names of the members on February 11, 2022. Only those members whose names are recorded in the Register of Members of the Company or in the list of Beneficial Owners maintained by the Depositories as on February 11, 2022. will be entitled to cast their votes. A person who is not a member as on February 11, 2022 should treat this Notice for information purpose only.
5. Members may please note that the Postal Ballot Notice will also be available on the Company's website at www.jalantransolutions.com, website of the National Stock Exchanges i.e , www.nseindia.com and on the website of NSDL at www.nsdl.co.in.

JALAN TRANSOLUTIONS (INDIA) LTD. Delhi

6. Dispatch of the Notice shall be deemed to be completed on the day on which NSDL sends out the communication for the postal ballot process by e-mail to the members of the Company.

7. Other Information

(a) The e-voting period commences from February 21, 2022 at 9.00 A.M. (IST) and ends on March 22, 2022 at 05.00 P.M. (IST). The e-voting module shall be disabled by NSDL for voting thereafter. Once vote on a resolution is cast by the member, he/ she shall not be allowed to change it subsequently or cast the vote again.

(b) A shareholder cannot exercise his/her vote by proxy on Postal Ballot.

(c) The Scrutinizer will submit their report to the Chairman or any other Director after completion of the scrutiny and the result of the Postal Ballot voting process will be declared within two working days from the end of voting, i.e. on or before Thursday, March 24, 2022.
Resolution passed by members with requisite majority, through Postal Ballot shall be deemed to have been passed at a General Meeting of Members convened on that behalf.

(d) The result of the Postal Ballot shall be communicated to the Stock Exchanges where the equity shares of the Company are listed and to the NSDL and shall also be uploaded on the website of the company. Resolution passed by shareholders with requisite majority, through Postal Ballot if passed by the requisite majority, shall be deemed to have been passed on Tuesday, March 22, 2022, being the last date specified by the Company for e-voting.

(e) All relevant documents referred to in the Explanatory Statement would be made available for inspection at the Corporate Office of the Company on all working days between 11.00 A.M. (IST) to 4.00 P.M. (IST) up to the date of declaration of the result of Postal Ballot Further, any query in relation to the resolutions proposed to be passed by Postal Ballot may be addressed to the Company Secretary at compsec@jalantransolutions.com. 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 "downloads" section of https://www.evoting.nsdl.com or contact NSDL by email at evoting@nsdl.co.in or call on: 1800 222 990.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING 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 NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting 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:

JALAN TRANSOLUTIONS (INDIA) LTD. Delhi

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. If you are already registered for **NSDL IDeAS facility**, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the **"Beneficial Owner"** icon under "Login" which is available under **"IDeAS"** section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or **e-Voting service provider - NSDL** and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If the user is 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 held 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 options available against company name or **e-Voting service provider - 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.

JALAN TRANSOLUTIONS (INDIA) LTD. Delhi

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 / Easiest are https://web.cdslindia.com/myeasi/home/login 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 is available 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.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 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. Once login, you will be able to see e-Voting option. Once you 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 options available against company name or **e-Voting service provider-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

JALAN TRANSOLUTIONS (INDIA) LTD. Delhi

	990 and 1800 22 44 30 or NIVIS CORPSERVE LLP AT info@nivis.co.in or at 01145201005
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 or NIVIS CORPSERVE LLP info@nivis.co.in or at 011-45201005

B) Login Method 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 :

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

JALAN TRANSOLUTIONS (INDIA) LTD Delhi

	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 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 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.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.

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

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be

JALAN TRANSOLUTIONS (INDIA) LTD. Delhi

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 call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at evoting@nsdl.co.in or Ms. SWAPNIL at NIVIS CORPSERVE LLP at info@nivis.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 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 and joining virtual meeting for Individual shareholders holding securities in demat mode**.
2. 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.
3. 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 and 110 OF THE COMPANIES ACT, 2013

ITEM NO. 1

INCREASE OF AUTHORISED SHARE CAPITAL OF THE COMPANY AND CONSEQUENT ALTERATION IN THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

With a view to facilitate the company's proposal for issuance and allotment of warrant convertible into equity shares on preferential basis and in order to create adequate headroom for subsequent issue of equity shares in case of exercise of option by the proposed allottees of warrants convertible into equity shares,

JALAN TRANSOLUTIONS (INDIA) LTD. Delhi

it is proposed to increase the Authorised Share Capital of the company from Rs 15,00,00,000/- divided into 1,50,00,000 equity shares of face value of Rs 10/- each to Rs 22,00,00,000/- divided into 2,20,00,000 equity shares of face value of Rs 10/- each.

Consequently Clause V of the existing Memorandum of Association of the company is also required to be altered so as to reflect the increased Authorised share capital.

Pursuant to the provisions of the Companies Act, 2013, the consent of the shareholders of the Company is required for the proposed increase in the authorized share capital and alteration of the memorandum of association of the Company. Accordingly, the board of directors of the Company seeks the approval of members of the Company for the same by way of an ordinary resolution.

A draft copy of the altered Memorandum of Association will be available for inspection to the members at the Corporate Office of the company on all working days during 11:00 A.M to 04:00 P.M for period starting from the commencement of voting by Postal Ballot period till the end of the voting by Postal Ballot.

None of the directors and key managerial personnel of the Company/ their relatives are in any way, concerned or interested in this resolution, except to the extent of their shareholding in the Company.

The Board of Directors recommends the resolution set forth in item No. 1, as an Ordinary Resolution for the approval by the members of the company.

ITEM NO. 2

ALTERATION IN ARTICLES OF ASSOCIATION OF THE COMPANY

(a) Amendment to Article 4 of Articles of Association

In accordance with the provisions of Companies Act, 2013, the preferential issue of securities of the company must be authorised by the Articles of Association of the company. The existing Article 4 of the Articles of Association of the company authorises the Board of Directors of the company to allot Shares of the company of any class to any person as it deems fit. In order to facilitate the issue of warrants convertible into equity shares it is proposed to alter the Article No. 4 of the Existing Articles of Association with the new Article 4 (as provided in the table below).

(b) Amendment to Article 53,54,55,56 of Articles of Association

The Article No. 53,54,55,56 of the Existing Articles of Association are not in accordance with the provisions of Companies Act, 2013. In order to align the provisions of Articles of Association of the company with the Companies Act, 2013 the Article No. 53, 54, 55, 56 it is proposed to delete the afore mentioned articles.

(c) Amendment to Article No. 88(1) of the Articles of Association

JALAN TRANSOLUTIONS (INDIA) LTD. Delhi

In accordance with Section 197(5) a director may receive remuneration by way of fee for attending meetings of the Board or Committee thereof or for any other purpose whatsoever as may be decided by the Board. Provided that the amount of such fees shall not exceed the amount as may be prescribed.

Rule 4 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, provides that a company may pay a sitting fee to a director for attending meetings of the Board or committees thereof, such sum as may be decided by the Board of directors thereof which shall not exceed one lakh rupees per meeting of the Board or committee thereof:

Provided that for Independent Directors and Women Directors, the sitting fee shall not be less than the sitting fee payable to other directors.

Currently the Articles of Association of the company contains that each director shall be paid sitting fees for each meeting not exceeding Rs 2000/-. Considering the provisions of Companies Act, 2013 and activities of the company it is proposed to amend the existing Article 88(1) with the Article as mentioned in the table given below.

Article No.	Existing Clause	Amended Clause
4	Subject to the provisions of these Articles and of the Act, the shares shall be under the control of the Board of Directors, who may allot or otherwise dispose off the same to such persons, on such terms and conditions and at such time as they think fit and with full power to give any person the option to call of or be allotted shares of the Company of any class, either at a premium or at par and for such time and for such consideration as the Board of Directors think fit (subject to the provisions of Section 53, 54,56 and 58 of the Act) , provided that option or right to call of shares shall not be given to any person except with the sanction of the Company in General Meeting. The Board shall cause to be made the returns as the allotment provided for in Section 39 of the Act.	Subject to the provisions of the Companies Act, 2013 and these Articles, the Board of Directors of the company may issue, allot or otherwise dispose off the Securities of the company to such persons on such terms and conditions and at such time as they think fit and with full power to give any person the option to call of or be allotted Securities of the company of any class either at premium or at par and for such time and for such consideration as the board of directors think fit, provided that option or right to call of shares shall not be given to any person except with the sanction of the company in General Meeting. Provided that the term Securities shall have same meaning as defined under the Companies Act, 2013 or the rules framed thereunder as amended from time to time.
53	The Company may issue share warrant, subject to and in accordance with the provisions of the Companies Act 2013 and accordingly the Board may in its discretion with respect of any share which is fully paid up, on application in writing signed by the person	Deleted

JALAN TRANSOLUTIONS (INDIA) LTD Delhi

	registered as holder of the share and authenticated by such evidence (if any) as the Board may, from time to time, require as to the identity of the person signing the application and on receiving the certificate (if any) of the share; and the amount of the stamp duty on the warrant and such fee as the Board may, from time to time, require, issue a share warrant.	
54	(1) The bearer of a share warrant may at any time deposit the warrant at the office of the Company and so long as the warrant remains so deposited, the depositor shall have the same right of signing a requisition for calling a meeting of the Company and of attending and voting and exercising, the other privileges of a member at any meeting held after the expiry of two clear days from the time of deposit, as if his name were inserted in the register of members as the holder of the shares included in the deposited warrant. (2) Not more than one person shall be recognised as depositor of the share warrant. (3) The Company shall, on two days written notice, return the deposited share warrant to the depositor.	Deleted
55	(1)Subject as herein otherwise expressly provided. no person shall, as bearer of a share warrant, sign a requisition for calling meeting of the! Company or attend or vote or exercise any other privilege of a member at a meeting of the company or be entitled to receive any notice from the Company. (2) The bearer of a share warrant shall 6e entitled in all other respects to the same privileges and advantages as if he was named in the register of member as the holder of the shares including in the warrant and he shall be deemed to be a member of the Company in respect thereof.	Deleted

JALAN TRANSOLUTIONS (INDIA) LTD. Delhi

56	The Board may, from time to time, make rules as to the terms on which (if it shall think fit) a new share warrant or coupon may be issued by way of renewal in case of defacement, loss or destruction of the original	Deleted
88(1)	Subject to the provisions of the Companies Act, 2013 and Rules made there under each Director shall be paid sitting fees for each meeting of the Board or a committee thereof, attended by him a sum not exceeding Rs. 2,000/- (Rupees Two Thousand Only).	Directors may be entitled to sitting fees for attending the meetings of board of directors or committee meetings thereof, as may be approved by the Board of Directors of the company from time to time, however, the sitting fees as approved /paid by the board of directors at any time shall not exceed the sum as prescribed by the Companies Act, 2013 (as amended from time to time).

A draft copy of the altered Articles of Association will be available for inspection to the members at the Corporate Office of the company on all working days during 11:00 A.M to 04:00 P.M for period starting from the commencement of voting by Postal Ballot period till the end of the voting by Postal Ballot.

None of the directors and key managerial personnel of the Company/ their relatives are in any way, concerned or interested in this resolution, except to the extent of their Directorship and shareholding in the Company.

The Board of Directors recommends the resolution set forth in item No. 2, as Special Resolution for the approval by the members of the company.

ITEM NO. 3

TO CONSIDER AND APPROVE ISSUANCE OF 72,99,000 WARRANTS CONVERTIBLE INTO EQUITY SHARES ON PREFERENTIAL BASIS TO NON PROMOTERS/PUBLIC CATEGORY SHAREHOLDERS OF THE COMPANY

In accordance with Sections 23(1)(b), 42 and 62(1)(c) and other applicable provisions of the Companies Act, 2013 (the "Act") and the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI ICDR Regulations") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), as amended from time to time, approval of shareholders of the Company by way of special resolution is required to issue of Equity Warrants by way of preferential basis to Non-Promoters/ Public Shareholders/persons who are not the existing Shareholders of the Company ("Proposed Allottees") at a

JALAN TRANSOLUTIONS (INDIA) LTD Delhi

issue price of Rs. 16/- per Equity Share ("Issue Price") or such other price as may be determined in accordance with the provisions of Chapter V of SEBI (ICDR) Regulations.

It may be noted that;

1. All equity shares of the Company are already made fully paid up as on date.

2. The current holding of Proposed Allottees in the Paid up equity share capital of the Company is as follows:

S.No.	Name of Proposed Allottee	Category	No. of Equity shares held	% of shares held by the Proposed Allottee	Ultimate Beneficial owner
1	SYGNIFIC CORPORATE SOLUTIONS PRIVATE LIMITED	Non- Promoter/ Public	51000	0.35	Mr. Vinay Kumar Chawla
2	VINAY KUMAR CHAWLA	Non- Promoter/ Public	66000	0.45	Self
3	ARCHANA CHAWLA	Non- Promoter/ Public	111000	0.76	Self
4	VKC CORPORATE SOLUTIONS PRIVATE LIMITED	Non- Promoter/ Public	63000	0.43	Mr. Vinay Kumar Chawla
5	VINAY KUMAR CHAWLA HUF	Non- Promoter/ Public	51000	0.35	Mr. Vinay Kumar Chawla
6	BIMA PAY TECHNOLOGY PRIVATE LIMITED	Non- Promoter/ Public	0		Mrs. Shelly Garg
7	LOK SEWAK LEASING AND INVESTMENT PRIVATE LIMITED	Non- Promoter/ Public	0	0	Mr. Bharat Bhushan Batra
8	HEMLATA	Non- Promoter/ Public	0	0	Self
9	KRISHAN KUMAR & SONS HUF	Non- Promoter/ Public	0	0	Mr. Krishan Kumar Nagpal
10	Masatya Technologies Private Limited	Non- Promoter/ Public	0	0	Mr. Krishan Kumar Nagpal
11	TUSHAR AGARWAL	Non- Promoter/ Public	0	0	Self
12	SUNIL KUMAR AGGARWAL	Non- Promoter/ Public	0	0	Self
13	ASHUTOSH AGGARWAL	Non- Promoter/ Public	0	0	Self
14	SAMRIDDHI AGGARWAL	Non- Promoter/ Public	0	0	Self
15	KAMAL KUMAR JHUNJHUNUWALA	Non- Promoter/ Public	0	0	Self
16	ANITA AGARWAL	Non- Promoter/ Public	0	0	Self
17	SAHDEV KANDOI(HUF)	Non- Promoter/ Public	0	0	Mr. Sahdev Kandoi

JALAN TRANSOLUTIONS (INDIA) LTD. Delhi

18	NAND LAL AGARWAL	Non- Promoter/ Public	0	0	Self
19	AMITA DEVI AGARWAL	Non- Promoter/ Public	0	0	Self
20	AKHIL AGARWAL	Non- Promoter/ Public	0	0	Self
21	ANUJ AGARWAL	Non- Promoter/ Public	0	0	Self
22	SAHDEV KANDOI	Non- Promoter/ Public	0	0	Self
23	ANJANA GUPTA	Non- Promoter/ Public	0	0	Self
24	SAKSHI GUPTA	Non- Promoter/ Public	0	0	Self
25	PRAVESH GOYAL HUF	Non- Promoter/ Public	0	0	Mr. Pravesh Goyal
26	SHANTA JAIN	Non- Promoter/ Public	0	0	Self
27	ARUN KUMAR JAIN	Non- Promoter/ Public	0	0	Self
28	SACHIN JAIN	Non- Promoter/ Public	0	0	Self
29	RAKESH KUMAR JAIN	Non- Promoter/ Public	0	0	Self
30	SURJIT KUMAR GARG HUF	Non- Promoter/ Public	0	0	Mr. Surjit Kumar Garg
31	BHAWNA GUPTA	Non- Promoter/ Public	0	0	Self
32	BHARAT AGARWAL	Non- Promoter/ Public	0	0	Self
33	VASEEM	Non- Promoter/ Public	0	0	Self
34	KHUSHBOO GUPTA	Non- Promoter/ Public	0	0	Self
35	NANDINI AGARWAL	Non- Promoter/ Public	0	0	Self
36	ANAMIKA BANSAL	Non- Promoter/ Public	0	0	Self
37	BIDYULATA PANDA	Non- Promoter/ Public	0	0	Self
38	NIKHIL GAMBHIR	Non- Promoter/ Public	108000	0.74	Self
39	GAURAV SAINI	Non- Promoter/ Public	0	0	Self
40	AMIT SAINI	Non- Promoter/ Public	0	0	Self
41	RAM NIVAS SAINI	Non- Promoter/ Public	0	0	Self
42	VRINDA Aggarwal	Non- Promoter/ Public	0	0	Self
43	TRISHA AGGARWAL	Non- Promoter/ Public	0	0	Self
44	RAJU KAPOOR	Non- Promoter/ Public	15000	0.10	Self



45	SAROJ DEVI CHALLANI	Non- Promoter/ Public	0	0	Self
46	MANJU JAIN	Non- Promoter/ Public	3000	0.02	Self
47	BHIKAMCHAND RAJESH HUF	Non- Promoter/ Public	0	0	Mr. B Rajesh
48	AMIT JAIN	Non- Promoter/ Public	3000	0.02	Self
49	SANGITHA	Non- Promoter/ Public	0	0	Self
50	RAVI JAIN	Non- Promoter/ Public	0	0	Self
51	SACHIN R NAHTA	Non- Promoter/ Public	0	0	Self
52	NIKHIL KUMAR NAHTA	Non- Promoter/ Public	0	0	Self
53	SAPNA AGGARWAL	Non- Promoter/ Public	0	0	Self
54	DEVIKA GARG	Non- Promoter/ Public	66000	0.45	Self
55	KSHITIZ JAIN	Non- Promoter/ Public	0	0	Self
56	SUSHIL KUMAR CHHAJED	Non- Promoter/ Public	33000	0.23	Self
57	SAHIL JAIN	Non- Promoter/ Public	3000	0.02	Self
58	PRAVIN KUMAR JAIN	Non- Promoter/ Public	0	0	Self

Note: The current holding of proposed allottees disclosed above is based on the Benpose as on 04th February, 2022

The Company is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the stock exchange where the equity shares of the Company are listed and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, as amended, and any circular or notification issued by the SEBI thereunder;

The Company has obtained the Permanent Account Numbers of the proposed allottees. In terms of Section 102 of the Act, this Explanatory Statement sets out all the material facts in respect of aforementioned business. As required under Section 42 and 62(1)(c) of the Act read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 of Companies Act, 2013 and Chapter V of the SEBI ICDR Regulations, necessary information and details in respect of the proposed Preferential Issue of Equity Shares are as under:

i) Particulars of the Preferential Issue including date of passing of Board resolution

The Board of Directors at their meeting held on Friday, 11th February, 2022 , subject to the approval of the Members in the postal ballot and such other approvals as may be required, approved the issuance of

JALAN TRANSOLUTIONS (INDIA) LTD. Delhi

upto 72,99,000 Equity Warrants convertible into Equity Shares at issue price of 16 /- per Equity Warrant, aggregating upto Rs 11,67,84,000./- (Eleven Crore Sixty Seven Lakh Eighty Four Thousand only)or such other price as may be determined in accordance with the provisions of Chapter V of SEBI (ICDR) Regulations for cash consideration to a selected group of persons on a preferential basis.

ii) Kinds of securities offered and the price at which security is being offered and aggregate amount proposed to be raised

Upto 72,99,000 Equity Warrants convertible into Equity Shares at a issue price of Rs 16/- per Equity Warrant, upto Rs 11,67,84,000./- (Eleven Crore Sixty Seven Lakh Eighty Four Thousand only).

iii) Objects of the Preferential Issue

The proceeds of the Preferential Issue will be utilized for the below mentioned purposes (not necessarily in the same order):

- To repay the existing Secured as well as Unsecured loan(s) as obtained by the company from various bank(s)/ Financial Institution(s)/ NBFC(s)/Other creditors.
- To repay the existing Statutory Liabilities of the company.
- To fund the working capital as well as long term capital requirements of the company.
- To fund the future expansion plan/ growth of the company.

iv) The class or classes of persons to whom the allotment is proposed to be made:

The allotment is proposed to be made under the category of Non-Promoters/ Public on Preferential basis.

v) Maximum number of specified securities to be issued:

72,99,000 Equity Warrants convertible into Equity Shares.

vi) Relevant Date

In terms of the provisions of Chapter V of the SEBI ICDR Regulations, relevant date for determining the floor price for the Preferential Issue is **Friday, February 18, 2022**, being the date 30 days prior to the date of closure of Postal Ballot/ remote e-voting.

vii) Basis on which the price has been arrived at and justification for the price (including premium,if any)

In accordance with the SEBI (ICDR) Regulations any preferential issue, which may result in a change in control or allotment of more than five per cent. of the post issue fully diluted share capital of the issuer, to an allottee or to allottees acting in concert, shall require a valuation report from an independent registered valuer and consider the same for determining the price:

JALAN TRANSOLUTIONS (INDIA) LTD. Delhi

Provided that the floor price, in such cases, shall be higher of the floor price determined under sub-regulation (1), (2) or (4) of regulation 164, as the case may be, or the price determined under the valuation report from the independent registered valuer or the price determined in accordance with the provisions of the Articles of Association of the issuer, if applicable:

On the basis of above criteria the company has appointed Mr. Atiuttam Prasad Singh, a registered valuer with IBBI Registration Number: IBBI/RV/11/2020/12795.

Link of company's website for Valuation report: www.jalantransolutions.com.

It should be noted that in the event the price of the securities determined in accordance with the provisions of SEBI ICDR Regulations is different from the price determined by the company, the issue price shall be re-computed in terms of the provision of the SEBI ICDR Regulation.

viii) The intent of Promoter(s)/Director(s)/Key Managerial Personnel to subscribe to the offer and contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects

None of the Promoters, Directors or Key Managerial Personnel of the issuer intends to subscribe to the Offer. Further as on the date of this notice the promoters or directors do not intent to contribute for the furtherance of the objects.

ix) Pre and Post Preferential issue Shareholding pattern of the Company

The Equity Warrants are proposed to be allotted to the Non-promoters. Details of shareholding of the Promoters and Non-promoters in the Company, prior to and after the proposed Preferential Issue, are as under:

S.No.	Category	Pre- issue		Post issue	
		No of shares held	**% of Shareholding**	**No of shares held**	**% of shareholding**
A	**Promoters' holding**				
1	Indian:				
	Individual (including HUF)	7631220	52.49%	7631220	34.94%
	Bodies Corporate	0	0		
	Sub-total	**7631220**	**52.49%**	**7631220**	**34.94%**
2	Foreign Promoter	0	0		
	Sub-total (A)	**7631220**	**52.49%**	**7631220**	**34.95%**
B	**Non-Promoter holding**				

JALAN TRANSOLUTIONS (INDIA) LTD. Delhi

1.	Institutional Investors	0	0	0	0
2.	Non-Institution				
	Private Corporate bodies	1845000	12.69%	3444000	15.77%
	Directors and relatives	0	0	0	
	Indian Public (including HUF)	4968000	34.17%	10668000	48.85%
	Others (including NRI)	93000	0.65%	93000	0.43%
	Sub Total (B)	**6906000**	**47.51%**	**14205000**	**65.05%**
	Grand total	**14537220**	**100%**	**21836220**	**100%**

Note:

1) The Pre Issue Shareholding Pattern is based on Benpose as on Friday, 04th February, 2022

2) The post issue shareholding pattern in the above table has been prepared on the basis that the proposed allottee(s) will subscribe to all the 72,99,000 Equity Warrants which gets converts into Equity Shares. In the event for any reason, the proposed allottee(s) do not or are unable to subscribe to and/or are not allotted the Equity Shares they intent to do so, the shareholding pattern in the above table would undergo corresponding changes.

3) It is further assumed that shareholding of the Company in all other categories will remain unchanged.

4) The Company will ensure compliance with all applicable laws and regulations including the SEBI ICDR Regulations at the time of allotment of Equity Warrants of the Company.

x) Time frame within which the Preferential Issue shall be completed

As prescribed under the SEBI ICDR Regulations, 2018 the Equity Warrant convertible into equity shares shall be allotted by the Company within a period of 15 days from the date of passing of this Special Resolution, provided that where the allotment of the proposed Equity warrants convertible into equity shares is pending on account of receipt of any approval or permission from any regulatory or statutory authority, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.

xi) The percentage of post preferential issue capital that may be held by the allottee(s) and change in control, if any, in the issuer consequent to the preferential issue and Identity of the natural persons who are the ultimate beneficial owners of the Equity Warrants proposed to be allotted and/or who ultimately control the proposed allottees,

S,No.	Proposed Allottee	No of Warrants	*Post preferential	Category

JALAN TRANSOLUTIONS (INDIA) LTD. Delhi

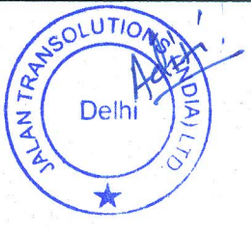
		proposed to be issued	capital that may be held by proposed allottees	Pre – Preferential	Post – Preferential
1	SYGNIFIC CORPORATE SOLUTIONS PRIVATE LIMITED	249000	300000	Non-Promoter/Public	Non-Promoter/ Public
2	VINAY KUMAR CHAWLA	249000	315000	Non-Promoter/ Public	Non-Promoter/ Public
3	ARCHANA CHAWLA	249000	360000	Non-Promoter/ Public	Non-Promoter/ Public
4	VKC CORPORATE SOLUTIONS PRIVATE LIMITED	249000	312000	Non-Promoter/ Public	Non-Promoter/ Public
5	VINAY KUMAR CHAWLA HUF	204000	255000	Non-Promoter/ Public	Non-Promoter/ Public
6	BIMA PAY TECHNOLOGY PRIVATE LIMITED	501000	501000	Non-Promoter/ Public	Non-Promoter/ Public
7	LOK SEWAK LEASING AND INVESTMENT PRIVATE LIMITED	99000	99000	Non-Promoter/ Public	Non-Promoter/ Public
8	HEMLATA	348000	348000	Non-Promoter/ Public	Non-Promoter/ Public
9	KRISHAN KUMAR & SONS HUF	351000	351000	Non-Promoter/ Public	Non-Promoter/ Public
10	Masatya Technologies Private Limited	501000	501000	Non-Promoter/ Public	Non-Promoter/ Public
11	TUSHAR AGARWAL	51000	51000	Non-Promoter/ Public	Non-Promoter/ Public
12	SUNIL KUMAR AGGARWAL	201000	201000	Non-Promoter/ Public	Non-Promoter/ Public
13	ASHUTOSH AGGARWAL	300000	300000	Non-Promoter/ Public	Non-Promoter/ Public
14	SAMRIDDHI AGGARWAL	300000	300000	Non-Promoter/ Public	Non-Promoter/ Public
15	KAMAL KUMAR JHUNJHUNUWALA	300000	300000	Non-Promoter/ Public	Non-Promoter/ Public

JALAN TRANSOLUTIONS (INDIA) LTD. Delhi

16	ANITA AGARWAL	60000	60000	Non-Promoter/ Public	Non-Promoter/ Public
17	SAHDEV KANDOI(HUF)	60000	60000	Non-Promoter/ Public	Non-Promoter/ Public
18	NAND LAL AGARWAL	60000	60000	Non-Promoter/ Public	Non-Promoter/ Public
19	AMITA DEVI AGARWAL	60000	60000	Non-Promoter/ Public	Non-Promoter/ Public
20	AKHIL AGARWAL	60000	60000	Non-Promoter/ Public	Non-Promoter/ Public
21	ANUJ AGARWAL	60000	60000	Non-Promoter/ Public	Non-Promoter/ Public
22	SAHDEV KANDOI	39000	39000	Non-Promoter/ Public	Non-Promoter/ Public
23	ANJANA GUPTA	252000	252000	Non-Promoter/ Public	Non-Promoter/ Public
24	SAKSHI GUPTA	249000	249000	Non-Promoter/ Public	Non-Promoter/ Public
25	PRAVESH GOYAL HUF	90000	90000	Non-Promoter/ Public	Non-Promoter/ Public
26	SHANTA JAIN	39000	39000	Non-Promoter/ Public	Non-Promoter/ Public
27	ARUN KUMAR JAIN	39000	39000	Non-Promoter/ Public	Non-Promoter/ Public
28	SACHIN JAIN	39000	39000	Non-Promoter/ Public	Non-Promoter/ Public
29	RAKESH KUMAR JAIN	39000	39000	Non-Promoter/ Public	Non-Promoter/ Public
30	SURJIT KUMAR GARG HUF	60000	60000	Non-Promoter/ Public	Non-Promoter/ Public
31	BHAWNA GUPTA	21000	21000	Non-Promoter/ Public	Non-Promoter/ Public
32	BHARAT AGARWAL	30000	30000	Non-Promoter/ Public	Non-Promoter/ Public
33	VASEEM	51000	51000	Non-Promoter/ Public	Non-Promoter/ Public

JALAN TRANSOLUTIONS (INDIA) LTD. Delhi

34	KHUSHBOO GUPTA	30000	30000	Non-Promoter/ Public	Non-Promoter/ Public
35	NANDINI AGARWAL	30000	30000	Non-Promoter/ Public	Non-Promoter/ Public
36	ANAMIKA BANSAL	30000	30000	Non-Promoter/ Public	Non-Promoter/ Public
37	BIDYULATA PANDA	51000	51000	Non-Promoter/ Public	Non-Promoter/ Public
38	NIKHIL GAMBHIR	120000	228000	Non-Promoter/ Public	Non-Promoter/ Public
39	GAURAV SAINI	36000	36000	Non-Promoter/ Public	Non-Promoter/ Public
40	AMIT SAINI	36000	36000	Non-Promoter/ Public	Non-Promoter/ Public
41	RAM NIVAS SAINI	36000	36000	Non-Promoter/ Public	Non-Promoter/ Public
42	VRINDA Aggarwal	186000	186000	Non-Promoter/ Public	Non-Promoter/ Public
43	TRISHA AGGARWAL	183000	183000	Non-Promoter/ Public	Non-Promoter/ Public
44	RAJU KAPOOR	102000	117000	Non-Promoter/ Public	Non-Promoter/ Public
45	SAROJ DEVI CHALLANI	102000	102000	Non-Promoter/ Public	Non-Promoter/ Public
46	MANJU JAIN	60000	63000	Non-Promoter/ Public	Non-Promoter/ Public
47	BHIKAMCHAND RAJESH HUF	51000	51000	Non-Promoter/ Public	Non-Promoter/ Public
48	AMIT JAIN	27000	30000	Non-Promoter/ Public	Non-Promoter/ Public
49	SANGITHA	51000	51000	Non-Promoter/ Public	Non-Promoter/ Public
50	RAVI JAIN	27000	27000	Non-Promoter/ Public	Non-Promoter/ Public
51	SACHIN R NAHTA	51000	51000	Non-Promoter/ Public	Non-Promoter/ Public



52	NIKHIL KUMAR NAHTA	51000	51000	Non-Promoter/ Public	Non-Promoter/ Public
53	SAPNA AGGARWAL	201000	201000	Non-Promoter/ Public	Non-Promoter/ Public
54	DEVIKA GARG	201000	267000	Non-Promoter/ Public	Non-Promoter/ Public
55	KSHITIZ JAIN	102000	102000	Non-Promoter/ Public	Non-Promoter/ Public
56	SUSHIL KUMAR CHHAJED	24000	57000	Non-Promoter/ Public	Non-Promoter/ Public
57	SAHIL JAIN	24000	27000	Non-Promoter/ Public	Non-Promoter/ Public
58	PRAVIN KUMAR JAIN	27000	27000	Non-Promoter/ Public	Non-Promoter/ Public

*based on the presumption that all the equity warrants would be converted into equity shares.

xii) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

The allotment is proposed to be made for consideration in cash.

xiii) Intimation on conversion of securities or on lapse of the tenure of the instrument:

72,99,000 Equity Warrants would be allotted only upon payment of 25% of the price of Equity warrant at the time of allotment. Each Equity warrant is convertible into 1 Equity Share and the conversion can be exercised at any time within a period of 18 months from the date of allotment, in one or more tranches, as the case may be and on such other terms and conditions as applicable. Option for conversion of warrants will be available upon payment of full price of warrant before such exercise of option.

xiv) Change in Control, if any, in the Company consequent to the preferential issue:

There shall be no change in the management or control of the Company pursuant to the issue of Equity warrants on preferential basis.

xv) Lock-in Period

The Pre- Preferential holding of the Proposed allottees who are also the existing shareholders of the company shall be locked-in for such period as specified under Regulations 167 and 168 and other applicable regulations of SEBI ICDR Regulations.

JALAN TRANSOLUTIONS (INDIA) LTD Delhi

Further the Equity Warrants and the Equity Shares allotted on account of exercise of option by the warrant holder shall be locked for such period as specified under Regulation 167,168 and other applicable regulations of SEBI ICDR Regulations.

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

During the Current Financial year starting from 01st April, 2021 till date, the company has not made any allotment on preferential basis.

xvii) Material terms of raising such warrants

As mentioned in the proposed resolution.

xix) Undertakings

a) Every Director and Promoter of the company has individually given an undertaking declaring that none of them is declared as wilful defaulter or fraudulent borrower as defined under the SEBI ICDR Regulations therefore disclosures specified in Schedule VI is not required to given.

b) Every Directors and Promoter of the company has individually given an undertaking declaring that none of them is declared as a fugitive economic offender as defined under the SEBI ICDR Regulations.

c) In the event the price of the securities determined in accordance with the provisions of SEBI ICDR Regulations is different from the price determined by the company, the issue price shall be re-computed in terms of the provision of the SEBI ICDR Regulation.

d) That if the amount payable on account of the re-comupation of price is not paid within the time stipulated in these regulations, the specified securities shall continue to be locked in till the time such amount is paid by the allottees.

xx) Certificate from Practising Company Secretary

The Certificate from the Practising company Secretary certifying that the Preferential Issue is being made in accordance with the requirements contained in the SEBI ICDR Regulations shall be made available for inspection by the Members at the Corporate Office of the company during the working days from 11:00 A.M to 04:00 P.M and scanned copy of the certificate will also be placed on the website of the company i.e www.jalantransolutions.com.

xxi) Other disclosures

a) During the period from 1st April 2021 until the date of Notice of this EGM, the Company has not made any preferential issue of Equity Shares.

JALAN TRANSOLUTIONS (INDIA) LTD
Delhi

In accordance with the provisions of Sections 23, 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI ICDR Regulations approval of the Members for issue and allotment of the said Warrant convertible into Equity Shares to non-promoters is being sought by way of a special resolution as set out in the said item of the Notice.

The Board of Directors believes that the proposed Preferential Issue is in the best interest of the Company and its Members and, therefore, recommends the Special Resolution at Item No.3 of the accompanying Notice for approval by the members of the company.

None of the Directors, Key Managerial Personnel (KMP) or their respective relatives are, in any way, concerned or interested, financially or otherwise in the resolution except to the extent of their shareholding in the company.

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

Aditi

Date: 11th February, 2022
Place: Ghaziabad

JALAN TRANSOLUTIONS (INDIA) LTD. Delhi

CS Aditi
Company Secretary
Membership No. 44470