



JALAN TRANSOLUTIONS (INDIA) LIMITED

Regd. Office: 206, Ajnara Bhawan, D-Block Market,
Vivek Vihar, Delhi-110095 CIN: L63090DL2003PLC119773
Email- info@jalantransolutions.com Website- www.jalantransolutions.com
Phone No. 011-47675707

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

NOTICE is hereby given that an Extra Ordinary General Meeting (“EGM”) of the Members of Jalan Transolutions (India) Limited (CIN: L63090DL2003PLC119773) will be held on **Monday, the 25th day of February, 2019 at 10:00 a.m.** at Aura Grand Residency at 439, Jagriti Enclave, Near Karkardooma Metro Station, Delhi-110092 to transact the following businesses: -

SPECIAL BUSINESS

1. APPOINTMENT OF STATUTORY AUDITORS

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

“RESOLVED THAT subject to the provisions of section 139, 142 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), **M/s Kapil Dev & Associates, Chartered Accountants (FRN: 025812N)**, be and are hereby appointed as the Statutory Auditors of the Company from this Extra-ordinary General Meeting and that they shall hold the office of the Statutory Auditors of the Company from the conclusion of this meeting until the conclusion of the ensuing Annual General Meeting subject to the ratifications by the members at every Annual General Meeting and that they shall conduct the Statutory Audit for the period ended 31st March, 2019 at such remuneration plus applicable taxes and out of pocket expenses, as may be determined and recommended by the Board of Directors in consultation with the Auditors.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such act, deeds and things and to file necessary e-forms with the concerned Registrar of Companies, to give effect to the aforesaid resolution.”

Registered Office

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

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

Sd/-

Date: 15.01.2019

Place: Delhi

**Rajesh Jalan
Managing Director
DIN: 00050253**



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NOTES:

1. A member entitled to attend and vote at the Extra Ordinary General Meeting (“Meeting”) is entitled to appoint a proxy to attend and vote on a poll instead of himself / herself and the proxy need not be a member of the Company. The instrument appointing proxy in order to be effective, should be deposited at Company's registered office, duly completed and signed, not less than forty eight hours before the commencement of the meeting. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the company. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
2. The Proxy holder shall prove his/her identity at the time of attending the Meeting.
3. When a member appoints a proxy and both the Member and the Proxy attend the Meeting, the Proxy stands automatically revoked.
4. Members are requested to bring their attendance slip along with their copy of notice of EGM.
5. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send a certified copy of the Board Resolution authorizing their representatives to attend and vote on their behalf.
6. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at this EGM is annexed hereto.
7. All documents referred to in the accompanying notice and explanatory statement will be kept open for inspection at the Registered Office of Company at 206, Ajnara Bhawan, D-Block Market, Vivek Vihar, Delhi-110095 on all working days between 10.00 a.m. to 01.00 p.m. prior to date of Extra Ordinary General Meeting.
8. The Notice of Extra Ordinary General Meeting is circulated to the members of the Company and will be made available on the Company's website at www.jalantransolutions.com.
9. Electronic copy of notice of EGM is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the of the notice of EGM is being sent in permitted mode.
Members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants or with Company or with the Registrar and Share Transfer Agent of the Company (in case of Shares held in physical form).
10. Members are requested to notify any change in their addresses to the Company or Registrar and Share Transfer Agent of the Company immediately. Members holding shares in electronic form are requested to advise change of addresses to their Depository Participants.
11. Members may also note that the Notice of EGM will also be available on the Company's website at www.jalantransolutions.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office at 206, Ajnara Bhawan, D-Block Market, Vivek Vihar, Delhi-110095 for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost.
12. Members are requested to provide their client ID and DP ID numbers at the meeting for easy identification.
13. Members desiring any information concerning the accounts are requested to address their questions in writing to the Company at its registered office at 206, Ajnara Bhawan, D-Block Market, Vivek Vihar, Delhi-110095, at least 7 (Seven) days before the date of the Meeting so that the information required may be made available at the Meeting.
14. Register of Members and Share Transfer Books will remain closed from Tuesday, 19th February, 2019 to Monday, 25th February, 2019 (both days inclusive) for the purpose of holding Extra Ordinary General Meeting.
15. The Securities and Exchange Board of India (“SEBI”) has mandated the submission of Permanent Account Number (“PAN”) by every participant in the securities market. Members holding shares in electronic form are therefore, requested to submit their PAN card numbers/copies of PAN card to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/Registrar and Share Transfer Agent, M/s. Karvy Computershare Private Limited.

16. A route map along with prominent landmark for easy reach to the venue of Extra Ordinary General Meeting is at the last page of this notice.
17. Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014, as amended upto date, Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company is pleased to provide its members the facility to exercise their right to vote on the resolutions proposed to be passed in Extra Ordinary General Meeting (EGM) by electronic means and the business may be transacted through e-Voting Services provided by Karvy Computershare Private Limited ("KCPL" or "Karvy").

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

GENERAL INSTRUCTIONS FOR E-VOTING

- i. The facility for voting, through ballot paper, will also be made available at the EGM and the members attending the EGM who have not already cast their votes by remote e-voting shall be able to exercise their right at the EGM.
- ii. The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
- iii. For this purpose, the Company has engaged the services of Karvy Computershare Private Limited ("KCPL" or "Karvy") as the Authorised Agency (Service provider) to provide e-voting facilities. The manner of carrying out e-voting are provided herein below.
- iv. The voting rights of the Members shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on the cut-off date being 18th February, 2019.
- v. The Board of Directors has appointed Mr. Manoj Jain, Practicing Company Secretary (Membership No. 5832 and Certificate of Practice No. 5629), as a Scrutinizer to scrutinize the process of remote e-voting and voting at the venue of the meeting in a fair and transparent manner.
- vi. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e. 18th February, 2019 only shall be entitled to avail the facility of remote e-voting / voting at the meeting through Ballot Papers.
- vii. The Scrutinizer shall immediately after the conclusion of voting at the EGM, count the votes cast at the EGM and thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company. The Scrutinizer shall submit a consolidated Scrutinizers Report of the total votes cast in favour of or against, if any, not later than two (2) days after the conclusion of the EGM to the Chairman of the Company. The Chairman, or any other person authorised by the Chairman, shall declare the result if the voting forthwith.
- viii. The resolutions will be deemed to be passed on the EGM date subject to receipt of the requisite numbers of votes in favour of the Resolutions.

Please read the instructions given below before exercising the vote. The Notice of Extra Ordinary General Meeting and this Communication are also available on the website of the Company at www.jalantransolutions.com and that of the Service provider "Karvy" at www.evoting.karvy.com.

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

1. The remote e-Voting will be kept open 22nd February, 2019 from 10.00 a.m. (IST) till 24th February, 2019 up to 5.00 p.m. (IST).
2. Launch internet browser by typing the URL: <https://evoting.karvy.com>
3. Enter the login credentials (i.e. User ID and password mentioned above). Your Folio No. /DP ID- Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.

User – ID	For Members holding shares in Demat Form:- a) For NSDL : 8 Character DP ID followed by 8 Digits Client ID b) For CDSL :- 16 digits beneficiary ID For Members holding shares in Physical Form:- Event no. followed by Folio Number registered with the company
Password	Your Unique password is printed in this communication/ or sent via email along with the Notice sent in electronic form.
Captcha	Enter the Verification code i.e. please enter the alphabets and numbers in the exact way as they are displayed for security reasons.

4. Please contact our toll free No. 1-800-34-54-001 for any further clarifications.
5. After entering these details appropriately, click on "LOGIN".
6. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@,#,\$,etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. **It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.**
7. You need to login again with the new credentials.
8. On successful login, the system will prompt you to select the E-Voting Event Number for Sterlite Technologies Limited.
9. On the voting page enter the number of shares (which represents the number of votes) as on the cut-off date under "FOR/AGAINST" or alternatively, you may partially enter any number of shares held, "FOR" and partially "AGAINST" but the total number of shares mentioned both "FOR/AGAINST" taken together should not exceed your total shareholding as on the cut-off date, as mentioned above. You may also choose the option "ABSTAIN" and the shares held will not be counted under either head.
10. Members holding multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.
11. Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
12. You may then cast your vote by selecting an appropriate option and click on "Submit".
13. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. **During the voting period, Members can login any number of times till they have voted on the Resolution(s).**
14. Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID manojfcs@gmail.com. They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format "Corporate Name_EVENT NO."
15. In case a person has become a member of the Company after dispatch of the EGM Notice but on or before the cut-off date i.e. 18th February, 2019 may write to Karvy on the email id einward.ris@karvy.com or to Mr. Rajeev Kumar contact no 040-67161524 at Karvy (Unit Jalan Transolutions (India) Limited) Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad -500 032, requesting for the user id and password. After receipt of the same, please follow all the steps as from 1 to 7 as mentioned above to cast the vote
16. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently. Further, the Members who have cast their vote electronically shall not be allowed to vote again at the Meeting.
17. In case of Members receiving physical copy of the EGM Notice by Courier [for Members whose email IDs are not registered with the Depository Participant(s)]:
 - (i) User ID and initial password as provided in cover slip.
 - (ii) Please follow all steps from Sr. No. (1) to (7) as mentioned above, to cast your vote.



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18. The remote e-voting period commences on 22nd February, 2019 at 10:00 A.M. and ends on 24th February, 2019 at 5:00 P.M. During this period, the Members of the Company holding shares in physical form or in dematerialized form, as on the cut-off date, being 18th February, 2019, may cast their vote by electronic means in the manner and process set out hereinabove. The e-voting module shall be disabled for voting thereafter.
19. The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
20. The Members who are entitled to vote but have not exercised their right to vote through remote e-voting may vote at the EGM through Ballot Papers.
21. In case of any query pertaining to e-voting, please visit Help & FAQ's section available at Karvy's website <https://evoting.karvy.com> or contact Mr. Rajeev Kumar, Contact No. 040-67161524 at Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032.
22. The Results declared along with the Scrutinizer's Report(s) will be available on the website of the Company (www.jalantransolutions.com) and on Karvy's website (<https://evoting.karvy.com>) after communication of the same to the BSE Limited and the National Stock Exchange of India Limited.

Registered Office

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

Date: 15.01.2019

Place: Delhi

**Sd/-
Rajesh Jalan
Managing Director
DIN: 00050253**



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

ITEM NO. 1

M/s Aggarwal Sarawagi & Co., Chartered Accountants (FRN: 016765N) have tendered their resignation from the position of Statutory Auditors due to unavoidable circumstances and busy schedule in continuing to act as Statutory Auditor of Jalan Transolutions (India) Limited for the financial year 2018-19, resulting into a casual vacancy in the office of Statutory Auditors of the Company as envisaged by section 139(8) of the Companies Act, 2013 ("Act"). Casual vacancy caused by the resignation of auditor can be filled by the shareholders in General Meeting within three months from the date of recommendation of the Board of Directors of the Company. The Board of Directors of the Company recommended that M/s Kapil Dev & Associates, Chartered Accountants (FRN: 025812N), be appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s Aggarwal Sarawagi & Co., Chartered Accountants.

M/s Kapil Dev & Associates, Chartered Accountants (FRN: 025812N), have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.

Accordingly, Ordinary Resolution is submitted to the meeting for the consideration and approval of members.

None of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.

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

Sd/-

Date: 15.01.2019

Place: Delhi

**Rajesh Jalan
Managing Director
DIN: 00050253**



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FORM NO. MGT-11

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the
Companies (Management and Administration) Rules, 2014]

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

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

- Name: _____ Address: _____
E-mail Id: _____ Signature: _____ or failing him
- Name: _____ Address: _____
E-mail Id: _____ Signature: _____ or failing him
- Name: _____ Address: _____
E-mail Id: _____ Signature: _____

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-Ordinary General Meeting of the company, to be held on Monday, the 25th day of February, 2019 at 10.00 a.m. at Aura Grand residency at 439, Jagriti Enclave, Near Karkardooma Metro Station, Delhi-110092 and at any adjournment thereof in respect of such resolutions as are indicated below-

S. No.	Resolution	Optional	
		For	Against
Special Business			
1	Appointment of Statutory Auditors		

Signed this day of 2019
Signature of shareholder _____
Signature of Proxy holder(s) _____

Affix Revenue Stamp

Note:

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



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EXTRA-ORDINARY GENERAL MEETING OF JALAN TRANSOLUTIONS (INDIA) LIMITED

ATTENDANCE SLIP

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

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

I/We hereby record my/our presence at the Extra-Ordinary General Meeting of the Company held on Monday, the 25th day of February, 2019 at 10.00 a.m. at Aura Grand residency at 439, Jagriti Enclave, Near Karkardooma Metro Station, Delhi-110092.

Name of the member/ proxy

Signature of member/proxy

Notes:

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

ROUTE MAP OF THE VENUE FOR EXTRA-ORDINARY GENERAL MEETING OF JALAN TRANSOLUTIONS (INDIA) LIMITED

