

JETMALL SPICES AND MASALA LIMITED

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**Notice pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the
Companies (Management and Administration) Rules, 2014**

Dear Members,

Notice is hereby given to the Members of Jetmall Spices and Masala Limited (the Company), for seeking consent of Members of the Company for transacting the Special Business by passing the following resolution through Postal Ballot including Electronic Voting (e-voting) pursuant to Section 110 and all other applicable provisions, if any, of the Companies Act, 2013, ("the Act") read with the Rule 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") and other applicable provisions of the Act and the Rules, read with other relevant circulars, issued by the Ministry of Corporate Affairs ("MCA Circulars"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India, Foreign Exchange Management Act, 1999 and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force):

SPECIAL BUSINESS

ITEM NO. :1

ALTERATION OF THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY.

To consider and, if thought fit, convey assent to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 4, 13, and all other applicable provisions, if any, of the Companies Act, 2013 read with Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), read with applicable Regulations SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and subject to the approvals, consents, sanctions and permissions of the Central Government/ Registrar of Companies, Tamil Nadu under Ministry of Corporate Affairs / appropriate regulatory and statutory authorities as may be necessary and subject to such terms and conditions as may be imposed by them, consent of the members of the Company be and is hereby accorded for alteration in clause III (A) of the main objects of the company to be pursued on its incorporation in the following manner:

The existing clause III (A) 1 and 2 will be replaced by the following clause:

Clause III (A) 1. To provide Alternate Dispute Resolution (ADR) services including but not limited to mediation, arbitration, conciliation, and negotiation to resolve conflicts and disputes in a cost-effective, efficient, and timely manner for both individuals and entities.

Clause III (A) 2. To organize, manage, and conduct arbitration proceedings for commercial, contractual, familial, and other types of disputes as an independent and impartial organization, as per national and international ADR standards.

Clause III (A) 3. To offer mediation services by facilitating discussions between disputing parties to help them reach mutually agreeable solutions, through qualified and experienced mediators.

Clause III (A) 4. To conduct conciliation sessions and provide expert assistance in reconciling parties in various legal and non-legal disputes by guiding parties towards amicable solutions.

Clause III (A) 5. To act as an advisory service on matters relating to arbitration, mediation, conciliation, and other

ADR mechanisms for individuals, businesses, governments, and other organizations.

Clause III (A) 6. To provide training and certification for professionals in ADR methods, including programs for arbitrators, mediators, and conciliators, to build capacities within the ADR field.

Clause III (A) 7. To publish research and conduct educational seminars, workshops, and conferences on topics related to ADR and conflict resolution, to advance knowledge and promote ADR as a preferred means of resolving disputes.

Clause III (A) 8. To collaborate with government, non-governmental bodies for promoting ADR services and enhancing the framework of dispute resolution mechanisms on a local and global scale.

Clause III (A) 9. To engage in consultancy and advisory services for the development and implementation of ADR mechanisms within public and private sector organizations to promote peaceful conflict resolution.

Clause III (A) 10. To represent parties in ADR proceedings when applicable, ensuring compliance with relevant ADR protocols and ethical standards.

Clause III (A) 11. To create and maintain ADR centers or facilities where arbitration, mediation, and other dispute resolution activities can be carried out efficiently.

"RESOLVED FURTHER THAT the approval of the members of the Company be and is hereby accorded for commencing and carrying on new business and activities as included in the Object Clause of the Company as altered above at such time or times as the Board may in its absolute discretion deem fit."

"RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Director(s) and/or Key Managerial Personnel(s) be and is hereby, severally/jointly authorized to do all such acts, deeds, matters and things as may be deemed necessary and settle any/or all questions/matters arising with respect to the above matter, and to execute all such deeds, documents, agreements and writings as may be necessary for the purpose of giving effect to this Resolution, take such further steps in this regard, as may be considered desirable or expedient by the Board in the best interest of the Company."

ITEM NO. 2:

ALTERATION OF MEMORANDUM OF ASSOCIATION.

To consider and, if thought fit, convey assent to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 4 and 13, and any other applicable provisions of the Companies Act, 2013 ("the Act"), read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in accordance with the Table A of the Schedule I of the Act, the Consent of the members of the Company be and is hereby accorded for effecting the following modifications and amendments in the existing Memorandum of Association of the Company:

- (a) The words "Companies Act, 1956" in the existing Memorandum of Association shall be substituted with the words "Companies Act, 2013" wherever required under the applicable provisions.
- (b) Part-B of the objects clause (Clause III) shall now be titled as "Matters which are necessary for furtherance of the objects are specified in Part A".
- (c) The existing sub-clauses numbered 1 to 46 of Part B of Clause III (Objects Clause) of the Memorandum of Association of the Company, with the new set of sub-clauses. to align the same with the revised objects of the Company and in compliance with the provisions of the Companies Act, 2013.
- (d) The existing clauses IV and V of the Memorandum of Association of the Company remain the same."

"RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Director(s) and/or Key Managerial Personnel(s) be and is hereby, jointly and Severally, authorized to do all such acts, deeds and things as

may be required for effecting aforementioned resolution including but not limiting to file and submit the necessary e-forms with Registrar of the Companies,”

ITEM NO. 3

TO CONSIDER AND APPROVE ISSUANCE OF WARRANTS CONVERTIBLE INTO EQUITY SHARES ON A PREFERENTIAL BASIS TO NON-PROMOTERS:

The Company had obtained shareholders’ approval through a Postal Ballot concluded on October 1, 2025, for the issuance of warrants convertible into equity shares on a preferential basis to non-promoters, and accordingly submitted an application for in-principle approval to the BSE Limited on September 01, 2025.

However, the BSE Limited, vide its communication dated October 20, 2025, rejected the said proposal for in-principle approval. The Company is now applying a fresh application for obtaining in-principle approval from the BSE Limited in accordance with the applicable regulations and requirements.

To consider and, if thought fit, to convey assent or dissent to the following **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended (“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 to the extent applicable (“the Rules”) (including any statutory modification(s) or reenactment(s) thereof for the time being in force) and in accordance with the Foreign Exchange Management Act, 1999, as amended (“FEMA”) and rules, circulars, notifications, regulations and guidelines issued under FEMA, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“SEBI ICDR Regulations”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI Listing Regulations”), the Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011, as amended (“SEBI Takeover Regulations”), the uniform listing agreement entered into by the Company with the BSE Limited (“BSE”) (hereinafter referred to as the “Stock Exchange”) i.e., the Stock Exchange on which the Equity Shares of the Company having face value of Rs. 10/- each (“Equity Shares”) are presently 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 (“MCA”), the Securities and Exchange Board of India (“SEBI”), the Reserve Bank of India (“RBI”) 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, permissions and sanctions as may be necessary or required and subject to such conditions as may be imposed or prescribed while granting such approvals, consents, permissions and sanctions, 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 mean and include any Committee(s) or any person(s) authorised by the Board to exercise its powers including the powers conferred by this Resolution), the consent and approval of the Members of the Company be and is hereby accorded to the Board to offer, issue, and allot, in one or more tranches, upto 98,58,000 (Ninety Eight Lakh Fifty Eight Thousand Only) warrants, each carrying a right to convert into 1 Equity Share of the Company (“Warrants”) at an issue price of Rs. 36/- (Rupees Thirty Six Only) per warrant (“Warrant Exercise Price”) for cash consideration not exceeding an aggregate amount of Rs. 35,48,88,000/- (calculated based on RBI prevailing exchange rate i.e. 88.72 on 13/11/2025, on investment amount of around 4 million USD) (Rupees Thirty Five Crore Forty Eight Lakhs Eighty Eight Thousand Only) by way of preferential issue on private placement basis (“Preferential Allotment”) on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations and other applicable laws to the following Warrant Allottee:

Name of Allottee	Number of Warrants to be allotted	Total Consideration in Rs.	Category
Bridge India Fund	98,58,000	35,48,88,000	Non-Promoter (FPI Category 1)

“RESOLVED FURTHER THAT in accordance with the provision of Chapter V of the SEBI (ICDR) Regulations, the “Relevant Date” for the purpose of calculating the floor price for the Preferential Issue of Warrants as well as conversion into Equity Shares be and is hereby fixed as Friday, November 14, 2025, being the date 30 days prior to

the date of passing of the Special Resolution by Members (“Relevant Date”). “

“RESOLVED FURTHER THAT the minimum price of the warrants so issued shall not be less than the price arrived at in accordance with Chapter V of the SEBI (ICDR) Regulations for preferential issue, being the highest of the following:

- (a) The 90 trading Days’ volume weighted average price of the Company’s Equity Shares quoted on the Stock Exchange (BSE Limited, being the Stock Exchange in which highest trading volume has been recorded during the said period) preceding the “Relevant Date”; or
- (b) The 10 trading Days’ volume weighted average prices of the Company’s Equity Shares quoted on the Stock Exchange (BSE Limited, being the Stock Exchange in which highest trading volume has been recorded during the said period preceding the “Relevant Date”; or
- (c) The price determined under the valuation report obtained by the Company from an independent registered valuer in terms of Regulation 166A of the SEBI (ICDR) Regulations, a copy whereof is posted on the website of the Company.

“RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue of the Warrants and the Equity Shares to be allotted on exercise of the Warrants shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- (a) An amount equivalent to at least 25% of the Warrant Exercise Price shall be payable at the time of subscription and allotment of each Warrant, and the balance 75% of the Warrant Exercise Price shall be payable at the time of allotment of equity shares pursuant to exercise of the rights attached to the Warrants to convert into the equity share, at any time within 18 (eighteen) months from the date of allotment of the Warrants.

However, in the present issuance, the proposed investor(s) have agreed to pay 75% of the Warrant Exercise Price upfront at the time of subscription and allotment of the Warrants, while the remaining 25% of the Warrant Exercise Price shall be payable at the time of allotment of Equity Shares upon exercise of the Warrants, at any time within eighteen (18) months from the date of allotment of the Warrants.”

- (b) The Warrant Exercise Price of Rs. 36/- (Rupees Thirty Six Only) is not less than the floor price /minimum price determined in accordance with Chapter V of the SEBI ICDR Regulations.
- (c) The Warrants shall be allotted in dematerialized form within a period of fifteen (15) days from the date of passing of the special resolution by the Members, provided that where the allotment of Warrants is subject to receipt of any approval or permission from applicable regulatory authorities, the allotment shall be completed within a period of fifteen (15) days from the date of receipt of last of such approvals or permissions.
- (d) The amount paid against the Warrants shall be adjusted/ set-off against the issue price for the resultant equity shares.
- (e) The issue price per security in INR and the total number of 98,58,000 (Ninety Eight Lakh Fifty Eight Thousand Only) to be issued have been approved by the shareholders and shall remain fixed. The subscription amount in USD shall be converted into INR at the RBI Reference Rate prevailing on the date of receipt of funds. If the INR equivalent exceeds the approved issue size, the excess shall be refunded to the investor, and if it falls short, the investor shall bring in the shortfall to ensure full receipt of the approved consideration. The Board of Directors is authorised to take all necessary steps, including making filings and adjustments, in accordance with the Companies Act, 2013, FEMA (NDI) Rules, 2019, and, if applicable, SEBI (ICDR) Regulations.
- (f) The balance 25% of the subscription amount, when received in USD from the non-promoter investors, shall be converted into INR at the RBI Reference Rate prevailing on the date of receipt of funds. If the INR equivalent amount exceeds the approved issue size, the excess shall be refunded to the investor; conversely, if the INR equivalent falls short of the approved consideration, the investor shall remit the shortfall to ensure full realization of the approved subscription amount. The Board of Directors is hereby authorized to take all necessary actions, including making requisite filings, adjustments, and compliances under the Companies Act,

2013, the Foreign Exchange Management (Non-Debt Instruments) Rules, 2019, and, where applicable, the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, to give full effect to this resolution.

- (g) The Warrants shall be allotted within the timelines prescribed under Regulation 170 of the SEBI ICDR Regulations.
- (h) The right attached to 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 converted 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 within 15 days from the date of such exercise by the Warrant holder.
- (i) The warrant holders shall be entitled to all future corporate actions including but not limited to issue of bonus / rights, if any, and the Company shall reserve proportion of such entitlement for the warrant holders.
- (j) The Warrants and the equity shares allotted pursuant to exercise of such Warrants shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations, and the equity shares arising pursuant to exercise of warrants will be listed on the Stock Exchanges, subject to the receipt of necessary regulatory permissions and approvals. Any existing Equity Shares held by the Allottees, if any, shall also be locked in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations.
- (k) The Warrant Exercise Price and the number of Equity Shares to be allotted on conversion of the Warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time.
- (l) The equity shares to be allotted on exercise of the Warrants shall be fully paid up and rank pari-passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting rights) from the date of allotment thereof and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.
- (m) In the event the rights attached to the Warrants are not exercised within the Warrant Exercise Period, then such Warrants shall lapse and the amount paid to the Company at the time of conversion of the Warrants shall stand forfeited.”

“RESOLVED FURTHER THAT the monies received by the Company from the Allottees for application of the Warrants and exercise of option of conversion of warrants into equity shares pursuant to this private placement by way of preferential issue shall be kept by the Company in a separate bank account opened by the Company for this purpose and shall be utilized by the Company in accordance with the Act and SEBI ICDR Regulations.”

“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 allot the Warrants and a Private Placement Offer cum Application Letter in Form No.PAS-4 be issued to the proposed allottee(s) inviting them to allot to the Warrants.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification(s) in the terms of issue of Warrants, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Director(s) and/or Key Managerial Personnel(s) be and is hereby, jointly and Severally, authorized 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 Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek fresh approval from the members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Warrants and Equity Shares pursuant to exercise of the Warrants and

listing thereof with the Stock Exchanges as appropriate and utilization of proceeds of the 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 be and is 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.”

ITEM NO. 4

TO CONSIDER AND APPROVE THE APPOINTMENT OF M/s. K SINGH & ASSOCIATES, CHARTERED ACCOUNTANTS (FIRM REG. NO. 012458N) TO FILL THE CASUAL VACANCY CAUSED BY THE RESIGNATION OF M/s. DARPAN & ASSOCIATES, CHARTERED ACCOUNTANTS (FIRM REG. NO. 016156S):

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

“RESOLVED THAT pursuant to the provisions of Section 139, 141 & 142 and other applicable provisions, if any, of the Companies Act, 2013 read along with the Companies (Audit and Auditors) Rules, 2014, SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 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), and on recommendation of Audit Committee and Board of Directors of the Company at its meeting held on Friday, 14 November, 2025, approval of the members of the Company be and is hereby accorded for appointment of M/s. K Singh & Associates, Chartered Accountants (Firm Reg. No. 012458N), Chandigarh, as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Darpan & Associates, Chartered Accountants (Firm Reg. No. 016156S), who have confirmed their eligibility to be appointed as Statutory Auditors of the Company in terms of Section 141 of the Act and applicable rules;

RESOLVED FURTHER THAT M/s. K Singh & Associates, Chartered Accountants (Firm Reg. No. 012458N), Chandigarh, shall hold the office of the Statutory Auditors of the Company till the conclusion of the ensuing Annual General Meeting of the Company to be held in the year 2026 at such remuneration and out of expenses as may be fixed by the Board of Directors in consultation with them, to conduct audit of accounts of the Company for the financial year ending March 31, 2026;

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Director(s) and/or Key Managerial Personnel(s) of the company be and are hereby, severally/jointly, authorized to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns along with filing of necessary e-form with the Registrar of Companies, and to intimate the Stock Exchange to give effect to the above resolution.”

By Order of the Board
For **JETMALL SPICES AND MASALA LIMITED**

Sd/-
Shrey Aggarwal
Whole time Director
DIN:08193099

Date: November 14, 2025

Place: Chennai

Notes:

1. Statement pursuant to Section 102(1) of the Companies Act, 2013 (“Act”), in respect of the Special Business to be transacted is annexed hereto.
2. In compliance with Sections 108 and 110 of the Act and the rules made there under, the MCA Circulars and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided the facility to the shareholders to exercise their votes electronically and vote on the resolutions through the e-voting service facility provided by Central Depository Services (India) Limited (CDSL). The instructions for e-voting are provided as part of this Postal Ballot Notice.
3. In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those members whose names appear on the register of members/register of beneficial owners as on Friday, November 07, 2025 (“Cut-Off Date”) and whose e-mail address is registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories. Physical copies of this Postal Ballot Notice, along with postal ballot forms and pre-paid business reply envelopes, are not being sent to members for this Postal Ballot.
4. The Postal Ballot Notice along with Postal Ballot Form containing the process and instructions is being sent to all the Members, whose names appear in the Register of Members/list of beneficial owners as received from National Securities Depository Limited (‘NSDL’) / Central Depository Services (India) Limited (‘CDSL’) on Friday, November 07, 2025.
5. Members whose names appear on the Register of Members / List of Beneficial Owners as of Friday, November 07, 2025, will be considered for the purpose of voting. A person who is not a member as of Friday, November 07, 2025, i.e. the ‘cut-off date for reckoning voting rights, should treat this Notice for information purposes only.
6. Members may note that the Postal Ballot Notice will be available on the Company’s website www.jetmallltd.in, websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com, and on the website of CDSL at www.evotingindia.com.
7. The Company has appointed CS Nishant Jain (CP No. 27747), Practicing Company Secretary as Scrutinizer for conducting the Postal Ballot voting process in accordance with the law and in a fair and transparent manner.
8. Members may vote on the postal ballot from Saturday, November 15, 2025, to Sunday, December 14, 2025.
9. Kindly note that the Members can opt for only one mode of voting, i.e. either by physical postal ballot or by e-voting. If you are opting for e-voting, then do not vote by physical postal ballot, also and vice versa. In case Members cast their vote by both physical postal ballot and e-voting, it may be noted that vote cast by them by e-voting shall prevail and votes cast through physical postal ballot will be treated as invalid.
10. Members who wish to vote through Physical Form may download the Postal Ballot Form from the link provided in the e-mail or from the link <https://jetmallltd.in/public-notices/> read the instructions carefully, and send the duly completed and signed Postal Ballot Form with the Assent (FOR) or Dissent (Against) to the Scrutinizer by post or courier at CS Nishant Jain, Scrutinizer for Postal Ballot, Jetmall Spices And Masala Limited, C/o. Central Depository Services (India) Limited (‘CDSL’), “Imerial” A-Tower, 8th Floor, 610, Anna Salai, Teynampet, Chennai- 600018 so as to reach on or before 5.00 P.M., Sunday, December 14, 2025, to be eligible for being considered, failing which it will be considered that no reply has been received from the Member.
11. In terms of the requirements of SEBI Circular, the e-voting period begins at 9.00 A.M. (IST) on Saturday, November 15, 2025, and ends on Sunday, December 14, 2025, at 5.00 P.M. (IST), for being considered, failing which it will be taken that no response has been received from the shareholder.
12. Pursuant to SEBI Circular, the e-Voting process has been enabled for all the individual demat account holders, by way of a single login credential through their demat accounts/websites of Depositories / DPs, in order to increase the efficiency of the voting process.
13. Individual demat account holders would be able to cast their vote without having to register again with the e-

Voting service provider (ESP), thereby not only facilitating seamless authentication but also ease and convenience of participating in the e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access the e-Voting facility.

14. The Scrutiniser will submit his report to the Chairman of the Board Meeting after the completion of scrutiny, and the result of the voting by postal ballot through the e-voting process will be announced by the Chairman or any Director of the Company duly authorised, on or before Tuesday, December 16, 2025 and shall be submitted with BSE Limited where the shares of the Company are presently listed. Additionally, the results will also be uploaded on the Company's website at www.jetmalltd.in and on the website of CDSL at www.evotingindia.com.
15. The resolution shall be taken as passed on the last date specified by the Company for receipt of duly completed postal ballot form and e-voting, i.e., Sunday, December 14, 2025.
16. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Member as on Friday, November 07, 2025. Members can vote for their entire voting rights as per their discretion.
17. Corporate / Institutional Members (i.e. other than individuals, HUF, NRI, etc.) opting for physical ballot are also required to send certified true copy of the board resolution/power of attorney/authority letter etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer along with the Postal Ballot Form.
18. The relevant documents referred to in the Notice will be available, electronically, for inspection by the Members without any fees by the Members from the date of circulation of this Postal Ballot Notice until the last date of e-voting. Members seeking to inspect such documents can send an e-mail to jetmalltd@gmail.com
19. In case of Shareholders holding securities in demat mode and who became a member of the Company after sending of the Notice and hold share(s) as of the cut-off date may follow steps mentioned below under 'Login method for e-Voting for Individual shareholders holding securities in demat mode.'

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on 9.00 A.M. (IST) on Saturday, November 15, 2025, and ends on Sunday, December 14, 2025, at 5.00 P.M. (IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, November 07, 2025. may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iii) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	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 company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 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 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period. 4. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful 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 company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

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

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

Login type	Helpdesk details
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 toll free no. 1800 21 09911
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 : 022 - 4886 7000 and 022 - 2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(iv) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,

- b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (v) After entering these details appropriately, click on “SUBMIT” tab.
- (vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (ix) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xi) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvi) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; jetmalltd@gmail.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like 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 **Company at jetmalltd@gmail.com/ RTA's email id kandhimathi@cameoindia.com.**

2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)

3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 21 09911

ITEM NO.'s 1 & 2:

The company has been primarily engaged in the business to carry on in India or elsewhere the business as traders, assemblers, importers, exporters, dealers, commission agents and indenting agents in all kinds and range of Spices, masala, foodgrains and kirana products.

The Board has to consider, from time to time, proposals for diversification into areas that would be more profitable for the company as part of diversification plans. For this purpose, the object clause of the company, which is presently restricted in its scope, is required to be so made out to cover a wide range of activities to enable your company to consider embarking upon new projects and activities.

The company has been acquired by new acquirers, who have decided to realign and diversify the business operations in accordance with their strategic plans and convenience. As mentioned in Point 3.3.2 of the Letter of Offer (Takeover Offer Document), the company may diversify its business post-open offer to explore better opportunities and achieve sustainable growth. Accordingly, it is proposed to insert a new object clause in the main object clause of the Memorandum of Association of the Company. The proposed change of object clause requires the approval of shareholders through a special resolution pursuant to the provisions of Section 13 of the Companies Act, 2013.

The alteration of the object clause of the Memorandum of Association, as set out in the resolution, is to facilitate diversification. This will carry out the business more economically and efficiently, and the proposed activities can be under existing circumstances, conveniently and advantageously combined with the present activities of the Company. This will enlarge the operation of the Company.

The existing Memorandum of Association ("MOA") is based on the Companies Act, 1956, and since the Companies Act, 2013 has come into force from 1st April, 2014, several clauses/regulations in the existing MOA contain references to specific sections of the Companies Act, 1956, which are no longer in force.

Accordingly, with a view to aligning the existing MOA of the Company with Table A of the Schedule I of the Companies Act, 2013, it is proposed to alter the MOA of the Company and replace it with a new set of MOA.

The draft copy of Memorandum and Articles of Association of the Company shall be open for inspection at the Registered Office of the Company during office hours on all working days, except Saturday and Sunday and other holidays, between 11:00 a.m. and 1:00 p.m. up to the last date of E-Voting, i.e. Sunday, December 14, 2025. The amendment shall be effective upon the Registration of the Resolution with the Registrar of Companies.

None of the Directors, Key Managerial Persons of the Company or their relatives are in any way concerned or interested financially or otherwise in the proposed Special Resolution.

Board of Directors commend the Special Resolution set forth in Item No. 1 & 2 in this Postal Ballot Notice for approval by the members.

ITEM NO. 3

TO CONSIDER AND APPROVE ISSUANCE OF WARRANTS CONVERTIBLE INTO EQUITY SHARES ON A PREFERENTIAL BASIS TO NON-PROMOTERS:

The details in relation to the Preferential Issue as required under the SEBI ICDR Regulations and the Act read with the rules issued thereunder are set forth below:

1. Particulars of the offer including date of passing of Board resolution:

The Board of Directors of the Company in their meeting held on Friday, November 14, 2025, subject to requisite approval of shareholders of the Company and such other regulatory /governmental approvals, as may be required, have approved the proposal for raising of funds by way of issue, offer and allotment of upto 98,58,000 (Ninety Eight Lakh Fifty Eight Thousand Only) ("warrants"), each convertible into 1 Equity Share of the Company having a face value of Rs. 10/- each, by way of preferential issue on a private placement basis ("Preferential Allotment") at an issue price of Rs. 36/- (Rupees Thirty Six Only) per warrant ("Warrant Exercise Price") for cash consideration not exceeding an aggregate amount of 35,48,88,000/- (calculated based on RBI prevailing exchange rate i.e. 88.72 on 13/11/2025, on investment amount of around 4 Million USD (Rupees Thirty Five Crore Forty Eight Lakhs Eighty Eight Thousand Only)

2. Objects of the Preferential Issue:

1. Background

Jetmall Spices and Masala Limited ("the Company") proposes to engage in Alternative Dispute Resolution (ADR) services and related Services (as per MOA Clause III A of the Company).

As per clause(c) of Regulation 13 of SEBI (ICDR) Regulation, 2018 at least twenty -five per cent of the consideration amount based on exercise price shall be received upfront, in the present scenario to enhance the operational scale and market footprint, the Company proposes to utilize the proceeds of 3 Million USD (₹26,61,66,000 i.e. Rs.36 per share warrant) called upfront, being 75% of the total planned fund raise out of around 4 Million USD (i.e. 98,58,000 share warrants @36 each), for identified business expansion and working capital requirements.

The funds are proposed to be deployed progressively across four quarters (January 2026 – December 2026), in alignment with the operational rollout and capacity expansion strategy.

2. Purpose of Fund Utilisation

The proposed utilisation will enable:

- Working capital for ADR and Related Services (Salaries and Other Day-to-Day Expenses)
- Sales and Marketing Activities
- Investment/Capex in Technology development activities

3. Total Funds Available

Particular	Amount
Total Funds Raised (75% of USD 4 USD Million)	3 Million USD
Conversion Rate (as on 13/11/2025)	₹88.72 / USD**
Total in INR	₹26,61,60,000

** The actual rupee equivalent shall be finally determined at the RBI reference Exchange Rate prevailing on the date of allotment.

Proposed Utilization Schedule

Quarter	Particulars	Amount (₹)	Period
Q1	A) Working capital for ADR and Its Related Services (Salaries and Other Day to Day Expenses)	2,00,00,000	Jan – Mar 2026
	B) Sales and Marketing Activities	4,00,00,000	

	C) Investment/Capex in Technology development activities.	1,50,00,000	
Q2	A) Working capital for ADR and Its Related Services (Salaries and Other Day to Day Expenses) B) Sales and Marketing Activities C) Investment/Capex in Technology development activities.	1,00,00,000 4,00,00,000 3,00,00,000	Apr – Jun 2026
Q3	A) Working capital for ADR and Its Related Services (Salaries and Other Day to Day Expenses) B) Sales and Marketing Activities C) Investment/Capex in Technology development activities.	1,00,00,000 3,00,00,000 3,00,00,000	Jul – Sep 2026
Q4	A) Working capital for ADR and Its Related Services (Salaries and Other Day to Day Expenses) B) Sales and Marketing Activities C) Investment/Capex in Technology development activities.	2,11,60,000 – 2,00,00,000	Oct – Dec 2026
	Total Proposed Utilization	₹ 26,61,60,000	

WorkingCapital: Funds required for the company's day-to-day operations, including salaries, consultancy fees, office maintenance expenses, and other miscellaneous operational costs.

Sales and Marketing Activities: Expenditure related to sales and marketing initiatives for the company's core business activities, including onboarding clients for ADR services, digital marketing efforts, and other associated promotional activities.

Investment / Capital Expenditure in Technology Development: Costs related to office infrastructure development, IT servers, and other technology and IT-related infrastructure enhancements.

(Rs. In Crores)

S.NO.	PARTICULARS	AMOUNT	Tentative Time Period up to which the amount shall be utilised
1	To Meet Working Capital Requirement	6.12	Within 24 Months from receipt of funds for the share Warrants (as Set out Herein)
2	Sales & Marketing Activities	11	
3	Investment/Capex in Technology development activities.	9.50	
	TOTAL	26.62	
	General Corporate Purpose*	8.86	
	Total	35.48	

*Amount Remaining (25%) 1 USD Million (i.e INR 8.86 Crore) will be used as per decision taken by the Board as and when required or earlier.

Expected Outcome and Impact

The proposed deployment of funds is expected to result in a significant enhancement of Jetmall Spices and Masala Limited's operational capacity and market positioning. The measurable outcomes are summarized below:

Operational Expansion and Diversification
The infusion of funds will allow the Company to strengthen its Alternate Dispute Resolution (ADR) and related services segment by developing advanced technology platforms, expanding its skilled workforce, and integrating automation tools for efficient service delivery.

Enhanced Working Capital Efficiency
Improved liquidity will support higher trading and service volumes, faster turnaround cycles, and better vendor and client servicing capabilities.

Technology and Process Upgradation
Investments in technology will support the creation of robust digital infrastructure, data management systems, and AI-enabled analytics tools to improve decision-making, transparency, and client engagement.

Market Expansion and Brand Visibility
Targeted marketing and outreach initiatives will enhance brand recognition and customer acquisition both in India and select international markets, contributing to revenue growth and improved margins.

Employment Generation and Ecosystem Growth
The expansion is expected to generate new employment opportunities across technology, operations, and management levels, supporting ancillary industries like logistics and packaging.

Shareholder Value Creation
The utilization plan is expected to improve the Company's profitability and strengthen its balance sheet, leading to sustainable long-term shareholder returns.

Given that the Preferential Issue is for Share Warrants ('Warrants'), the Issue Proceeds shall be received by the Company within 18 (eighteen) months from the date of allotment of the Share Warrants ('Warrants') in terms of Chapter V of the SEBI ICDR Regulations, and as estimated by our management, the entire Issue Proceeds would be utilized for the all the aforementioned Objects, in phases, as per the Company's business requirements and availability of Issue Proceeds.

Our fund requirements and deployment of the proceeds of the Preferential Issue are based on the internal management estimates and it may change subject to range gap which shall not exceed +/-10% of the amount specified for that object of size of the Preferential Issue in accordance with BSE Notice No. 20221213-47 December 13, 2022.

Interim Use of Proceeds:

Our management will have flexibility in deploying the proceeds received by the Company from Preferential Issue in accordance with applicable laws. Pending utilisation for the purposes described above, the Company intends to temporarily invest funds in creditworthy instruments, including money market mutual funds and deposits with banks. Such investments would be in accordance with the investment policies as approved by the Board of Directors from time to time and applicable laws.

Given that the Preferential Issue is for convertible Warrants, the entire Issue Proceeds from the Proposed Allottee(s) will be received/appropriated by the Company within 18 months from the date of allotment of Warrants in terms of Chapter V of SEBI (ICDR) Regulations, and as estimated by the Company's management the entire Issue Proceeds would be utilized for all the aforementioned objects, in phases, as per the Company's business requirements and availability of Issue Proceeds, as set out in above table.

While the amount proposed to be utilised against each of the Objects has been specified above, there may be a deviation of +/- 10% depending upon future circumstances, in terms of BSE Notice No. 20221213-47 dated December 13, 2022, as the Objects are based on management estimates and other commercial and technical factors. Accordingly, the same is dependent on a variety of factors such as financial, market and sectorial conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilization of the net proceeds at the discretion of the Board, subject to compliance with applicable laws.

If the Issue proceeds are not utilised (in full or in part) for the Objects during the period stated above due to any such factors, the remaining Issue proceeds shall be utilised in subsequent periods in such manner as may be determined by the Board, in accordance with applicable laws. This may entail rescheduling and revising the planned expenditure and funding requirements and increasing or decreasing the expenditure for a particular purpose from the planned expenditure as may be determined by the Board, subject to compliance with applicable laws.

3. Kinds of securities offered and the price at which security is being offered and the total/maximum number of shares or other securities to be issued:

The Board of Directors of the Company has agreed to issue upto 98,58,000 (Ninety-Eight Lakh Fifty-Eight Thousand Only) ("Warrants"), each carrying a right to subscribe to 1 Equity Share of the Company at an issue price of Rs. 36/- (Rupees Thirty-Six Only) per warrant, which is not less than the minimum price as determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations.

4. Basis on which the price of the Preferential Issue has been arrived at:

The Equity Shares of the Company are listed on the BSE Limited ("BSE"). The Equity Shares are frequently traded and the share price on BSE have been considered for arriving at floor price of the shares to be allotted under the Preferential Allotment in accordance with the SEBI ICDR Regulations.

As per the provisions of Chapter V of the SEBI ICDR Regulations, the floor price at which the Warrants can be allotted is not less than Rs. 35.60 being higher of the following:

(a) the 90 trading days volume weighted average price of the related equity shares of the Company quoted on BSE, preceding the relevant date, i.e. Rs. 27.62 per Equity Share; or

(b) the 10 trading days volume weighted average price of the related equity shares of the Company quoted on BSE, preceding the relevant date, i.e. Rs. 35.60 per Equity Share;

(c) Rs. 35.60 per Share in terms of Regulation 166A of the SEBI (ICDR) Regulations, the Company has also obtained a valuation report from an independent registered valuer, namely JHAMB & ASSOCIATES (Company Secretaries | Registered Valuers | Trademark Agents), office Address: 270-A, 1st Floor, Patparganj, Mayur vihar Phase 1, Delhi-110091. This report is also available on the website of the Company at <https://jetmallltd.in/public-notices/>.

The pricing of the Warrants convertible into an equivalent number of Equity Shares of face value of Rs. 10 each is Rs. 36/- (Rupees Thirty Six Only), which is not less than the minimum price determined in accordance with the applicable provisions of SEBI ICDR Regulations.

The Articles of Association of the Company does not contain any article that provides for the determination of price in case of preferential issue.

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

5. The price at which the allotment is proposed:

The issue price per warrant convertible into equity shares is fixed at a price of Rs. 36/- (Rupees Thirty Six Only) per warrant.

6. Relevant Date with reference to which the price has been arrived at:

The Relevant Date, as per Chapter V of the SEBI ICDR Regulations for the determination of the floor price for warrants to be issued, is Friday, November 14, 2025, being the date 30 (thirty) days prior to the date of passing of the Special Resolution by Members

7. Shareholding pattern of the Company before and after the preferential issue:

Sr. No.	Category	Pre-Issue equity shares		Post Issue – Equity shares	
		No. of shares	% of shareholding	No. of shares	% of shareholding
A	Promoter and Promoter Group				
1	Indian				
	Individual	21,16,900*	35.32	21,16,900*	13.65
	Bodies corporate				
	Sub-total	21,16,900*	35.32	21,16,900*	13.65
2	Foreign Promoters	-	-	-	-
	Sub-total (A)	21,16,900*	35.33	21,16,900*	13.36
B	Non-Promoters' holding				
1	Institutional Investors	-	-	98,58,000	62.20
2	Non-Institutions				
	Private Corporate Bodies	1,92,000	3.20	192000	1.21
	Directors and Relatives	6,78,300	11.32	678300	4.28
	Indian Public	29,99,700	50.05	29,99,700	18.92
	Others (including NRIs)	6000	0.10	6000	0.03
	Sub-total (B)	38,76,000	64.67	1,37,34,000	86.64
	Grand Total	59,92,900	100	1,58,50,900	100%

*The total number of shares held by the Promoters and Promoter Group includes the shares acquired through the Open Offer. Accordingly:

- Mr. Raman Aggarwal has acquired 11,86,000 equity shares, representing 19.79% of the total shareholding;
- Mrs. Anju Aggarwal has acquired 5,16,000 equity shares, representing 8.61%; and
- Mr. Shrey Aggarwal has acquired 4,14,300 equity shares, representing 6.91% of the total paid-up share capital.

The Proposed Allottee, upon conversion of the warrants into equity shares, may hold more than 25% of the paid-up equity share capital of the Company. In such an event, the Proposed Allottee shall be under an obligation to comply with the applicable provisions of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SAST Regulations"), including but not limited to Regulation 3(1) relating to making an open offer, as may be required.

The Company undertakes that it shall ensure that the Proposed Allottee duly complies with the applicable provisions of the SAST Regulations in the event of the open offer obligation being triggered upon conversion.

of the warrants.

8. Amount which the Company intends to raise by way of issue of warrants:

The Company proposes to raise 35,48,88,000/- (calculated based on RBI prevailing exchange rate i.e. 88.72 on 13/11/2025, on investment amount of around 4 Million USD (Rupees Thirty-Five Crore Forty Eight Lakhs Eighty-Eight Thousand Only) by way of preferential issue on private placement basis ("Preferential Allotment")

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

The Allotment is proposed to be made to non-promoters.

10. Intention of Promoters, Directors or Key Managerial Personnel to subscribe to the preferential offer:

None of the Directors, Key Managerial personnel and Promoters or any member of the Promoter Group intends to subscribe to the Preferential Issue.

11. The proposed time within which the allotment shall be completed:

As required under the SEBI ICDR Regulations, the allotment of the warrants shall be completed within a period of fifteen (15) days from the date of passing of the special resolution by the Members, provided that where the allotment is pending on account of pendency of any approval or permission for such issue and allotment by any regulatory authority, the allotment shall be completed within a period of fifteen (15) days from the date of receipt of last of such approvals or permissions.

12. The change in control, if any, in the Company that would occur consequent to the preferential issue:

There shall be no change in the management or control of the Company pursuant to the aforesaid issue and allotment of the warrants. If all the warrants are converted into Equity Shares and the Institutional Investors holdings exceeds the threshold limits specified in the SAST Regulations, it may trigger the applicability of the Takeover Code, thereby necessitating compliance with its provisions. However, the percentage of shareholding and voting rights exercised by the shareholders of the Company will change in accordance with the change in the shareholding pattern pursuant to the Preferential Allotment.

Further, the aforesaid issue and allotment of warrants will result in the allotment of more than five per cent of the post-issue fully diluted share capital of the Company to the allottee or allottee acting in concert. Therefore, the Company has also obtained a valuation report under Regulation 166A of the SEBI (ICDR) Regulations, from an independent registered valuer, namely JHAMB & ASSOCIATES (Company Secretaries | Registered Valuers | Trademark Agents), address at 270-A, 1st Floor, Patparganj, Mayur vihar Phase 1, Delhi-110091

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

During the period from April 01, 2025, till the date of this postal ballot notice, no preferential allotment of any securities has been made to any person by the Company.

14. Lock-in Period:

The warrants to be allotted pursuant to this Preferential Allotment shall be locked in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations. Any existing equity shares held by the Proposed Allottee shall also be locked in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations.

15. Listing:

The Company will make an application to the Stock Exchanges at which the existing equity shares are listed for listing and trading approval of the equity shares resulting pursuant to the conversion of warrants. The above shares, once allotted, shall rank pari-passu with the then existing equity shares of the Company in all respects.

16. Identity of the natural persons who are the ultimate beneficial owners of the Equity Shares 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:

Sl. No.	Proposed Allottee Subscribing to the Shares	Category	Natural Person Who Are Ultimate Beneficial Owner	Pre-Issue Shareholding		No. of Warrants to be Allotted	Post Issue Shareholding*	
				No. of Shares	% of Shareholding		No. of Shares	% of Shareholding
1.	BRIDGE INDIA FUND	Non Promoter	Afrin Dia	-	-	98,58,000	98,58,000	62.20**

*Assuming conversion of 98,58,000 warrants into 98,58,000 equity shares.

() Assuming that the outstanding capital of the company on the date of conversion remains at 1,58,50,900

17. The current and proposed status of the allottee post the preferential issues namely, promoter or non-promoter:

Name of the proposed Allottee(s)	Current Status of Allottee(s)	Proposed Status of allottee(s) post the preferential issue
BRIDGE INDIA FUND	Non promoter – public	Non promoter – public

18. Practicing Company Secretary's Certificate:

As required in Regulation 163(2) of the SEBI (ICDR) Regulations, a certificate from a practicing company secretary, certifying that the issue is being made in accordance with the requirements of the SEBI (ICDR) Regulations, is available on the website of the Company at <https://jetmalltd.in/public-notices/>.

19. Re-computation of Issue Price:

Since the Equity Shares of the Company are listed on recognized stock exchange for more than 90 trading days, the price computation and lock in extensions, required pursuant to Regulation 164(3) and 167(5) of the SEBI ICDR Regulations and the disclosures and undertakings required pursuant to Regulation 163(1)(g) and (h) of SEBI ICDR Regulations are not applicable.

20. Material terms of the proposed Preferential Issue:

The material terms of the proposed preferential issue are stipulated in the special resolution as set out in Item No. 3 of this Postal Ballot Notice.

21. Other Disclosures:

- The justification for the allotment proposed to be made for consideration other than the cash together with valuation report of the registered valuer is not applicable as the allotment of warrants is for a cash consideration.
- Principal terms of assets charged as securities: Not Applicable

22. Undertakings:

- a) None of the Company, its Directors or Promoters have been declared as wilful defaulter or fraudulent borrower as defined under the SEBI (ICDR) Regulations. None of its Directors or Promoter is a fugitive economic offender as defined under the SEBI (ICDR) Regulations.
- b) The Company is in compliance with the conditions for continuous listing, and is eligible to make the preferential issue under Chapter V of the SEBI ICDR Regulations.
- a) The Proposed Allottee has confirmed that it has not sold any equity shares of the Company during the 90 (ninety) Trading Days preceding the Relevant Date.
- b) The proposed preferential issue is not being made to anybody corporate incorporated in, or a national of a country which shares a land border with India.
- c) Since the equity shares of the Company have been listed on the recognized Stock Exchange for a period of more than 90 trading days prior to the relevant date, it is not required to re-compute the price per share warrant to be issued and therefore, the Company is not required to submit the undertaking specified under the Regulations 163(1)(g) and 163(1)(h) of the SEBI (ICDR) Regulations, 2018 as amended as on date.

23. Monitoring of utilisation of funds:

Given that the issue size does not exceeds 100 Crore (Indian Rupees One Hundred Crore), Regulation 162A of the SEBI (ICDR) Regulations, for appointment of Monitoring Agency not applicable.

The Board of Directors believe that the proposed issue is in the best interest of the Company, its members and other stakeholders.

No preferential allotment is being made to any director of the Company or their relatives or key managerial personnel of the Company.

None of the Directors, Key Managerial Persons of the Company or their relatives are in any way concerned or interested financially or otherwise in the proposed Special Resolution.

Board of Directors commend the Special Resolution set forth in Item No. 3 in this Postal Ballot Notice for approval by the members.

ITEM NO. 4

TO CONSIDER AND APPROVE THE APPOINTMENT OF M/S. K SINGH & ASSOCIATES, CHARTERED ACCOUNTANTS (FIRM REG. NO. 012458N) TO FILL THE CASUAL VACANCY CAUSED BY THE RESIGNATION OF M/s. DARPAN & ASSOCIATES, CHARTERED ACCOUNTANTS (FIRM REG. NO. 016156S)

M/s. Darpan & Associates, Chartered Accountants (Firm Reg. No. 016156S) were appointed as Statutory Auditors of the Company by the members at the 12th Annual General Meeting to hold office from the conclusion of the Annual General Meeting held in the year 2024 till the conclusion of the 16th Annual General Meeting of the Company to be held in the year 2028. Further, M/s. Darpan & Associates, Chartered Accountants (Firm Reg. No. 016156S) expressed their inability to continue as the Statutory Auditor of the Company and resigned from the same on Friday, November 07, 2025, resulting in a casual vacancy in the office of Statutory Auditors of the Company.

As per the provisions of Section 139(8)(i) of the Companies Act 2013, any casual vacancy caused in the office of Statutory Auditor shall be filled by the Board of Directors within thirty days from the date of resignation of

such auditor and shall also be approved by the Company within three months of the recommendation of the Board and he shall hold the office till the conclusion of the next annual general meeting.

Accordingly, in order to fill the casual vacancy in the office of Auditors, your Board approached to M/s. K Singh & Associates, Chartered Accountants (Firm Reg. No. 012458N), Chandigarh, to act as Statutory Auditor of the Company, and received their affirmation. The Board of Directors of the Company at its meeting held on Friday, November 14, 2025, on the recommendation of Audit Committee has recommended the appointment of M/s K Singh & Associates, Chartered Accountants (Firm Reg. No. 012458N), Chandigarh, to fill the casual vacancy and to hold office as the Statutory Auditor of the Company till the conclusion of the ensuing Annual General Meeting of the Company to be held in the year 2026, subject to the approval by the members, at such remuneration plus applicable taxes, and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Board of Directors of the Company.

K Singh & Associates, Chartered Accountants (Firm Reg. No. 012458N), Chandigarh, have confirmed that they satisfy the Independence criteria required under the Companies Act, 2013 and Code of ethics issued by the Institute of Chartered Accountants of India and also confirm that they are eligible for appointment and that they have not been disqualified in any manner from continuing as Statutory Auditor.

None of the directors, key managerial personnel of the Company or their relatives are, directly or indirectly, concerned or interested, financially or otherwise in this resolution, except to the extent of their respective shareholding, if any, in the Company.

Board of Directors commend the Special Resolution set forth in Item No. 4 in this Postal Ballot Notice for approval by the members.

By Order of the Board
For **JETMALL SPICES AND MASALA LIMITED**

Sd/-
Shrey Aggarwal
Whole time Director
DIN:08193099

Date: November 14, 2025

Place: Chennai

JETMALL SPICES AND MASALA LIMITED

S101, 2nd Floor, Phase-3, Spencer Plaza Mall, Anna Salai,
Chennai, Tamil Nadu – 600002

Tel: +919988882158

CIN: U15500TN2012PLC087533

Email: Jetmalltd@gmail.com

GSTIN: 33AACCJ9645B1ZR

Website: Jetmalltd.in

Scrip Code: 543286

POSTAL BALLOT FORM

Dispatch Ref. No.:

Postal Ballot no.

- 1 Name and registered address of: the sole / first named Member (IN BLOCK LETTERS)
- 2 Name(s) of the joint Member(s),: if any, (IN BLOCK LETTERS)
- 3 Registered Folio Number / DP ID No.: / Client ID No.*
- 4 Number of Share(s) held :

(*Applicable to members holding share(s) in dematerialized form*)

I/We, hereby exercise my/our vote in respect of the following Resolution(s) to be passed through Postal Ballot for the Special Business stated in the Notice dated November 14, 2025, of JETMALL SPICES AND MASALA LIMITED ("the Company") by sending my/our Assent (FOR) or Dissent (AGAINST) to the said Resolution by placing the tick mark (✓) at the appropriate column below:

Description of Business Item	No. of Equity Share(s) Held	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
Special Resolution Alteration of the object clause of the memorandum of association of the company.			
Special Resolution Alteration of Memorandum of Association.			
Special Resolution To consider and approve issuance of warrants convertible into equity shares on a preferential basis to non-promoters			
Special Resolution To consider and approve the appointment of m/s. K singh & associates, chartered accountants (firm reg. No. 012458n) to fill the casual vacancy			

E-mail: _____ Tel. No. / Mobile No: _____

Place: _____

Date : _____

Signature of Member

ELECTRONIC VOTING PARTICULARS

The Company has engaged the services of Central Depository Services (India) Limited (CDSL) as the authorized agency for e-Voting Service Provider (ESP). The remote e-voting particulars are set out below:

EVSN (Electronic Voting Sequence Number)	User ID	Password / PIN
250826017		

NOTE: Please read the printed instructions overleaf carefully before exercising your vote

Instructions and other information relating to Postal Ballot and e-voting are as under:

1. A Member desirous of exercising her / his / their vote by Postal Ballot may complete this Postal Ballot Form and send the Form duly completed and signed, to the Scrutinizer by post or courier at CS Nishant Jain, Scrutinizer for Postal Ballot, Jetmall Spices and Masala Limited, C/o. Central Depository Services (India) Limited (CDSL), A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013.
2. Please convey your Assent / Dissent in this Postal Ballot Form. The Assent or Dissent received in any other physical form shall not be considered valid.
3. This form must be completed and signed (as per specimen signature registered with the Company) by the Member. In case of joint-holding, this form must be completed and signed by the first named Member and in her/his absence, by the next named Member.
4. Postal Ballot Forms with following deficiencies will be rejected:
 - a. A form other than this form issued by the Company has been used;
 - b. It has not been signed by or on behalf of the Member;
 - c. Signature on the Postal Ballot Form does not match the specimen signatures with the Company;
 - d. It is not possible to determine without any doubt the Assent or Dissent of the Member;
 - e. Neither Assent nor Dissent is mentioned;
 - f. Any competent authority has given directions in writing to the Company to freeze the Voting Rights of the Member;
 - g. The envelope containing the Postal Ballot Form is received after the last date prescribed;
 - h. The Postal Ballot Form, signed in a representative capacity, is not accompanied by a certified copy of the relevant specific authority;
 - i. It is defaced or mutilated in such a way that its identity as a genuine form cannot be established; and
 - j. Member has made any amendment to the Resolution or imposed any condition while exercising her/his vote.
5. The Scrutinizer's decision on the validity of the postal ballot/ e-voting will be final.
6. The Postal Ballot/ E-voting shall not be exercised by a proxy.
7. Duly completed Postal Ballot Form should reach the Scrutinizer not later than 5.00 P.M. on Sunday, December 14, 2025. All Postal Ballot Forms received after this date will be strictly treated as if the reply from such Member has not been received. The Scrutinizer will submit his report to the Chairperson of the Board Meeting approving the Postal Ballot or any person authorized by the Chairperson of the Board after completion of the scrutiny and the results of voting by postal ballot (including voting through electronic means) will be declared on or before Tuesday, December 16, 2025 at the Registered Office of the Company by placing it along with the Scrutinizer's report on its notice board, Company's website www.jetmalltd.in and on the website of Central Depository Services (India) Limited (CDSL) at www.evotingindia.com. and shall also be communicated to the Stock Exchanges where the equity shares of the Company are listed.
8. In case of Shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of Board Resolution / Authorization together with the specimen signature(s) of the duly authorized signatories. (It is required only in case the signatories are other than the signatories whose specimen signatures are registered with the Company / CDSL Limited).
9. Members whose names appear on the Register of Members / List of Beneficial Owners as on Friday, November 07, 2025 will be considered for the purpose of voting. A person who is not a member as on Friday, November 07, 2025 i.e. the "Cut-off date" for reckoning voting rights should treat this Notice for information purpose only.
10. Members are requested not to send any other paper along with the Postal Ballot Form and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
11. There will be one Postal Ballot Form for every Folio / Client ID, irrespective of the number of joint holders.
12. The Members can opt for only one mode of voting. In case, Member(s) cast vote by sending physical form as well as vote through e-voting, then voting done through e-voting shall prevail and voting done by physical form shall be treated as invalid.
13. Members can cast their vote electronically from 9.00 A.M. (IST) on Saturday, November 15, 2025, to 5:00 P.M. (IST) on Sunday, December 14, 2025. The e-voting module shall be disabled by 'Central Depository Services (India) Limited (CDSL)' for voting thereafter.
14. The detailed instructions for e-voting are included in the Postal Ballot notice. Any queries pertaining to voting by postal ballot including the remote e-voting process can be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 21 09911, Members may also write to jetmalltd@gmail.com