



Jointeca

JOINTECA

EDUCATION SOLUTIONS LTD.
ISO Certified Software Company

Dated: 09.09.2021

To
The BSE Ltd.
P.J. Towers
Dalal Street
Mumbai- 400001

Dear Sir/Madam,

Reference: Scrip Code: 534659

Sub: Submission of Annual Report for the FY 2020-21

Pursuant to Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, We are enclosing herewith Annual Report of the Company for the FY 2020-2021.

Please take the same in your records.

Yours faithfully,
For Jointeca Education Solutions Ltd.

Vishal Mishra
(Managing Director)

ERP SOLUTIONS FOR EDUCATION & BUSINESS

Reg. Office : 53B, Geeta Endave, Nr. Dr. V. K. Garg, Krishna Nagar, Mathura (U.P.) INDIA - 281004
CIN : L72300UP2011PLC044942 Contact : 9149311933 Website : jointeca.com / sikhlo.in E-mail : info@jointeca.com



JOINTECA EDUCATION SOLUTIONS LTD.

CIN: L72300UP2011PLC044942

Regd. Off. : 53B, Geeta Enclave, Nr. Dr. V.K. Garg, Krishna Nagar, Mathura, U.P. - 281004

NOTICE

Notice is hereby given that the 10th Annual General Meeting of the Members of **Jointeca Education Solutions Limited** will be held at the Registered Office of the Company at 53B, Geeta Enclave, Nr. Dr. V. K. Garg, Krishna Nagar, Mathura, Uttar Pradesh India 281 004, on Thursday 30th September 2021 at 11:00 a.m. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2021 and the statement of Profit & Loss for the year ended on that date together with the reports of the Directors and Auditors thereon.
2. To appoint a director in place of Mr. Vishal Mishra (holding DIN: 03363363) who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. Appointment of Mr. Subash Chand Jain (DIN: 09296138) as a Non – Executive Director of the Company:
To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution.

“RESOLVED THAT pursuant to the provisions of Sections 152,161,164 and any other applicable provisions of the Companies Act, 2013 (“the Act”), read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Subhas Chand Jain (DIN: 09296138), who was appointed as an Additional Director (Category: Non Executive Director) of the Company, with effect from September 07, 2021 by the Board and who holds office up to the date of this Annual General Meeting and whose candidature for the office of Director has been recommended by the Board Nomination and Remuneration Committee and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act, proposing his candidature for the office of Director, be and is hereby appointed as a Non – Executive Director of the Company, liable to retire by rotation

“RESOLVED FURTHER THAT any one of Mr. Vishal Mishra (DIN:03363363)-Managing Director or Mr. Dhruw N. Singh-Chief Financial Officer of the Company, be and are hereby individually and severally authorized to file the necessary forms with the Registrar of Companies / any other Regulator and to do all such acts, deeds and things as may be necessary and expedient to give effect to the aforesaid motion.”

Place: Mathura
Date: 07.09.2021

By Order of the Board

Managing Director
DIN: 03363363



JOINTECA EDUCATION SOLUTIONS LTD.

CIN: L72300UP2011PLC044942

Regd. Off. : 53B, Geeta Enclave, Nr. Dr. V.K. Garg, Krishna Nagar, Mathura, U.P. - 281004

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER.
2. The instrument appointing a proxy must be deposited with the Company at its Registered Office not less than 48 hours before the meeting.
3. A person can act as proxy on behalf of Members not exceeding fifty in number and holding in aggregate not more than ten per cent of the total share capital of the Company carrying voting rights. In case of a Member holding more than ten per cent of the total share capital of the Company carrying voting rights, such a Member may appoint a single person as proxy, who however shall not act as proxy for any other person or shareholder.
4. Members / Proxies should bring the Attendance Slip duly filled in and signed for attending the meeting. Corporate Members intending to send their authorized representatives are requested to send duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the Annual General Meeting.
5. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. Shareholders seeking any information with regard to accounts are requested to write to the Company at least seven days in advance so as to enable the Company to keep the information ready.
7. The Register of Members and Share Transfer Books of the Company will remain closed from **25.09.2021 to 30.09.2021** (both days inclusive).
8. Members are requested to send all communications concerning shares, change of address etc. to the Company's Registrar Beetal Financial and Computer Services Pvt. Ltd. quoting their Client ID and reference no. Members are also requested to send their email address to the company's Registrar.
9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts.
10. Members may also note that the Notice of the 10th Annual General Meeting and the Annual Report for 2020-21 will also be available on the Company's website www.jointeca.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Mathura 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. For any communication, the shareholders may also send requests to the Company's investor email id: info@jointeca.com.

Place: Mathura

Date: 07.09.2021

By Order of the Board

**(Vishal Mishra)
Managing Director
DIN: 03363363**



JOINTECA EDUCATION SOLUTIONS LTD.

CIN: L72300UP2011PLC044942

Regd. Off. : 53B, Geeta Enclave, Nr. Dr. V.K. Garg, Krishna Nagar, Mathura, U.P. - 281004

EXPLANATORY STATEMENT

Statement pursuant to Section 102 of the Companies Act, 2013

ITEM No. 3

Based on the recommendations of the Board Nomination and Remuneration Committee and pursuant to Section 161 of The Companies Act, 2013, the Board at its meeting held on September 07, 2021 appointed Mr. Subhas Chand Jain as an Additional Director (Category: Non – executive Director) of the Company, with effect from September 07, 2021

Mr. Jain will vacate his office at this Annual General Meeting. The Board at the aforesaid meeting, on the recommendation of the Committee, recommended for the approval of the Members, the appointment of Mr. Jain as a Non-Executive Director of the Company, as set out in the Resolution relating to his appointment.

Requisite Notice under Section 160 of the Act, the Board Nomination and Remuneration Committee recommended his candidature for the office of Director and in respect of which the Company has received notice in writing from member proposing the candidature of Mr. Jain for the office of the Director and consent has been filed by Mr. Jain pursuant to Section 152 of the Act.

Mr. Jain is intermediate pass out and he is more than 30 years of experience in various business and business development.

Mr. Jain has given his declaration that he is not disqualified under Section 164 of the Act from being appointed as a Director of the Company.

Mr. Jain does not hold any share in the Company, either in his individual capacity or on a beneficial basis for any other person.

Mr. Jain and his relatives are interested in this Resolution. None of the other Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this Resolution, financially or otherwise. Mr. Jain is not related to any of the Directors or Key Managerial Personnel of the Company.

The Board commends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the Members.

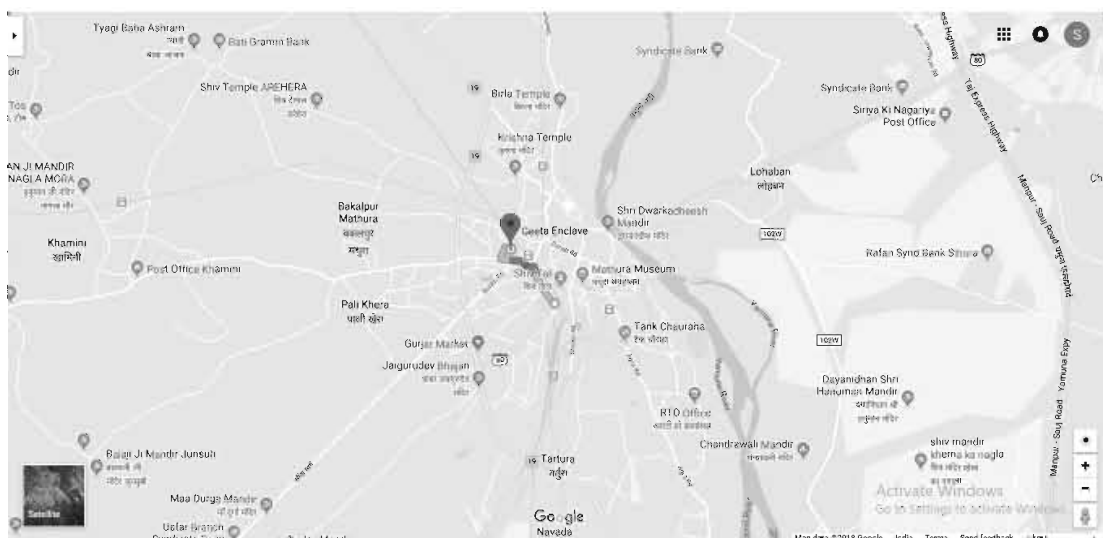


JOINTECA EDUCATION SOLUTIONS LTD.

CIN: L72300UP2011PLC044942

Regd. Off. : 53B, Geeta Enclave, Nr. Dr. V.K. Garg, Krishna Nagar, Mathura, U.P. - 281004

Route map to reach at the Venue of AGM.



Attendance Slip

(To be handed over at the entrance of the Meeting Hall)

Folio No. / DP ID & Client ID: _____

No. of Shares held: _____

I certify that I am a registered Share holder / Proxy for the registered Share holder of the Jointeca Education Solutions Limited, I hereby record my presence at the 10th Annual General Meeting of the Company being held at 53B, Geeta Enclave, Near Dr. V.K. Garg Krishna Nagar, Mathura, Uttar Pradesh 281004, on Thursday 30th September, 2021 at 11:00 a.m.

I Member's /Proxy's name in Block Letters

I Member's /Proxy's Signature

**JOINTECA EDUCATION SOLUTIONS LTD.**

CIN: L72300UP2011PLC044942

Regd. Off. : 53B, Geeta Enclave, Nr. Dr. V.K. Garg, Krishna Nagar, Mathura, U.P. - 281004

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]

CIN: L72300UP2011PLC044942

Name of the company: JOINTECA EDUCATION SOLUTIONS LIMITED

Registered office: 53B, Geeta Enclave, Nr. Dr. V.K. Garg, Krishna Nagar, Mathura, U.P. - 281004

Name of Shareholder: _____

Registered address: _____

Email ID: _____

Folio/No./DPID & Client ID _____

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

1) _____ of _____ having e-mail id _____ or failing him

2) _____ of _____ having e-mail id _____ or failing him

3) _____ of _____ having e-mail id _____

and whose and whose signatures are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 10th Annual General Meeting of the Company, to be held on the Thursday, the 30th day of September, 2021 at 11:00 am 53B, Geeta Enclave, Near Dr. V.K. Garg Krishna Nagar, Mathura, Uttar Pradesh 281004 and at any adjournment thereof in respect of such resolutions as are indicated below:

| Sr. No. | Description | For | Against |
|---------|--|-----|---------|
| | Ordinary Business: | | |
| 1. | To receive, consider and adopt the audited financial statements of the Company for the financial year ended 31st March, 2021 together with the reports of the Director and Auditors thereon. | | |
| 2. | To appoint a director in place of Mr. Vishal Mishra (holding DIN: 03363363) who retires by rotation and being eligible, offers himself for re-appointment. | | |
| | Special Business: | | |
| 3. | Appointment of Mr. Subash Chand Jain (DIN: 09296138) as a Non – Executive Director of the Company: | | |

Signed this _____ day of _____ 2021

Signature _____

Signature of shareholder: _____

Signature of proxy holder(s): _____

Affix ` 1/-
Revenue
Stamp

Notes:

- 1) This form of proxy in order to be effective should be duly stamped, competed and signed and must be deposited at the Registered Office of the Company, not less than 48 hours before the meeting.
- 2) The proxy form should be signed across the Revenue Stamp as per signature(s) registered with the Company/Depository participant.
- 3) A Proxy need not be a member.

**JOINTECA EDUCATION SOLUTIONS LTD.**

CIN: L72300UP2011PLC044942

Regd. Off. : 53B, Geeta Enclave, Nr. Dr. V.K. Garg, Krishna Nagar, Mathura, U.P. - 281004

DIRECTORS' REPORT**To****The Members,**

Your directors have great pleasure in presenting the 10th Annual Report and the Audited Accounts of your Company for the year ended 31st March 2021.

FINANCIAL RESULTS

| Particulars | Year Ended 31.03.2021 (Amount in Rs.) | Year Ended 31.03.2020 (Amount in Rs.) |
|--|--|--|
| Income from Operations and Other Income | 3,04,910.00 | 12,38,927.36 |
| Profit / (Loss) before Interest & Depreciation | (18,60,725.43) | (18,23,894.99) |
| Less: Interest & Bank charges | 0.00 | 0.00 |
| Less: Depreciation | 80,19,665.00 | 81,08,408.00 |
| Profit / (Loss) before Tax | (98,80,390.43) | (99,32,302.99) |
| Less: Provision for Taxation | (18,59,489.00) | (1,19,951.90) |
| Profit / (Loss) after Tax | (80,20,901.43) | (98,12,351.09) |
| Add: Surplus brought forward | (4,37,20,807.11) | (3,39,08,456.02) |
| Balance carried to Balance Sheet | (5,17,41,708.54) | (4,37,20,807.11) |

OPERATIONS

The operations of the Company for the year under review have resulted in the Gross Loss of Rs. 18,60,725.43 as against loss of Rs 18,23,894.99 in the previous year. After providing for interest, depreciation and taxes, the Company has recorded a net loss of Rs. 80,20,901.43 as against loss of Rs 98,12,351.09 in the previous year. The gross revenue stood at Rs 3,04,910.00 as against Rs. 12,38,927.36 during the previous year.

DIVIDEND

In view of Loss during the year, your directors do not recommend any dividend.

SHARE CAPITAL

There was no change in the Authorized and Paid-up share capital of the Company during the year. During the year under review, the Company has not issued shares with differential voting rights nor granted stock options nor sweat equity.

PUBLIC DEPOSITS

During the financial year 2020-21, your Company has not accepted any deposit within the meaning of Sections 73 and 74 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014.

PARTICULARS OF LOANS, GUARANTEE OR INVESTMENTS

During the year under review, the Company has not made any Loans, Guarantees or Investments within the meaning of the provisions of Section 186 of the Companies Act, 2013.

CORPORATE SOCIAL RESPONSIBILITY

The provisions of Companies Act, 2013 regarding Corporate Social Responsibility are not attracted to the company yet. Therefore, Company has not constituted a Corporate Social Responsibility Committee. The provisions of a Corporate Social Responsibility shall be complied by the Company as and when applicable.

**JOINTECA EDUCATION SOLUTIONS LTD.**

CIN: L72300UP2011PLC044942

Regd. Off. : 53B, Geeta Enclave, Nr. Dr. V.K. Garg, Krishna Nagar, Mathura, U.P. - 281004

MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN 31st MARCH, 2021 AND THE DATE OF THIS REPORT.

There were no material changes and commitments affecting the financial position of the Company between the end of financial year (31st March, 2021) and the date of this Report.

DISCLOSURE RELATING TO REMUNERATION OF DIRECTORS, KEY MANAGERIAL PERSONNEL

The Managing Director and Whole-Time Directors of the Company do not receive any remuneration from the Company.

PARTICULARS OF EMPLOYEES & RELATED DISCLOSURES

The information required Pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5(2) & 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and forming part of the Directors Report for the year ended 31st March, 2021

Disclosure relating to remuneration and other details as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as provided in the Annual Report.

Having regard to the provision of the first proviso to section 136 (1) of the Act and as advised the Annual Report excluding the aforesaid information is being sent to the Members of the Company. The said information is available for inspection by the Members at the Registered Office of the Company during business hours and any Member interested in obtaining such information may write to the Company Secretary and same will be furnished.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

In accordance with the provisions of Companies Act, 2013 Mr. Vishal Mishra (holding DIN: 03363363), Director retires by rotation and being eligible has offered himself for re-appointment.

Mr. Vishal Mishra, Managing Director & CEO and Mr. Alok Mittal, Chief Financial Officer and Ms. Tanu Sharma Company Secretary & Compliance Officer of the Company are the Key Managerial Personnel of the Company in accordance with the provisions of Sections 2(51), 203 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

During the year under review, Ms. Tanu Sharma having membership no. ACS 52629 has been appointed as Company Secretary and Compliance Officer of the Company w.e.f 02nd November, 2020 by the Board of Directors at their meeting held on 14th November, 2020.

Mr. Alok Mital has resigned from the post of Chief Financial Officer w.e.f 28th June, 2021 and the Board of Directors has appointed Mr. Dhruw N. Singh as Chief Financial Officer of the Company w.e.f 29th June, 2021 in place of Mr. Alok Mittal at their meeting held on 28th June, 2021.

The Board of Directors of the Company at their meeting held on 07th September, 2021 has appointed Mr. Subash Chad Jain (DIN:09296138) as an Additional Director of the Company w.e.f. 07th September, 2021. Mr. Jain holds office as a Director up to the date of this Annual General Meeting. The Company has received a notice in writing from a member under Section 160 of the Act, proposing his candidature for the office of a Director of the Company.

DECLARATIONS GIVEN BY INDEPENDENT DIRECTORS

All the Independent Directors have confirmed to the Board that they meet the criteria of independence as specified under Section 149(6) of the Act and that they qualify to be independent directors pursuant to the Rule 5 of the Companies (Appointment and Qualification of Directors) Rules, 2014. They have also

**JOINTECA EDUCATION SOLUTIONS LTD.**

CIN: L72300UP2011PLC044942

Regd. Off. : 53B, Geeta Enclave, Nr. Dr. V.K. Garg, Krishna Nagar, Mathura, U.P. - 281004

confirmed that they meet the requirements of 'Independent Director' as mentioned under Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The confirmations were placed before and noted by the Board.

ANNUAL EVALUATION OF BOARD'S PERFORMANCE

Pursuant to the provisions of companies Act, 2013 and in accordance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has carried out annual performance evaluation of its own performance, the Directors individually as well the evaluation of the working of its Audit, Nomination & Remuneration, and Stakeholder Relationship Committee.

The directors expressed their satisfaction with the evaluation process.

BUSINESS RISK MANAGEMENT

Pursuant to the provisions of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has adhered to the principles of sound risk management and has a Risk Management Policy in Place.

The main objective of this policy is to ensure sustainable business growth with stability and to promote a pro-active approach in reporting, evaluating and resolving risks associated with the business. In order to achieve the key objective, the policy establishes a structured and disciplined approach to Risk Management, in order to guide decisions on risk related issues.

INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

The Company has adequate system of internal control to safeguard and protect from loss, unauthorized use or disposition of its assets. All the transactions are properly authorized, recorded and reported to the Management. The Company is following all the applicable Accounting Standards for properly maintaining the books of accounts and reporting financial statements. The internal auditor of the company checks and verifies the internal control and monitors them in accordance with policy adopted by the company. The Company continues to ensure proper and adequate systems and procedures commensurate with its size and nature of its business.

VIGIL MECHANISM / WHISTLE BLOWER POLICY

Pursuant to Section 177(9) of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 22 of the Listing Regulations, the Company has a whistle blower policy in place for its Directors and Employees to report concern about unethical behavior, actual or suspected fraud or violation of the Company's code of conduct. The functioning of the vigil mechanism is reviewed by the Audit Committee from time to time. None of the Directors or employees have been denied access to the Audit Committee of the Board. During the year, under review, the Company did not receive any compliant under the said Mechanism.

BOARD COMMITTEES

The Board of Directors has constituted four committees, viz;

- a) Audit Committee
- b) Nomination and Remuneration Committee
- c) Stakeholder's Relationship Committee

Details of all the Committees along with their composition, terms of reference and meetings held during the year are provided in Report on Corporate Governance.



JOINTECA EDUCATION SOLUTIONS LTD.

CIN: L72300UP2011PLC044942

Regd. Off. : 53B, Geeta Enclave, Nr. Dr. V.K. Garg, Krishna Nagar, Mathura, U.P. - 281004

BOARD MEETINGS

During the year Four Board Meetings were held. The details of which are given in Corporate Governance Report. The provisions of Companies Act, 2013 and listing agreement were adhered to while considering the time gap between the two meetings.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section on 134(3)(c) read with Section 134(5) of the Companies Act, 2013, your Directors confirms that:

- a) that in the preparation of the annual financial statements for the year ended March 31, 2021, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- b) that such accounting policies as mentioned in Notes to the Financial Statements have been selected and applied consistently and judgment and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2021 and of the Losses of the Company for the year ended on that date;
- c) that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) that the annual financial statements have been prepared on a going concern basis;
- e) that proper internal financial controls were in place and that the financial controls were adequate and were operating effectively;
- f) that systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

RELATED PARTY TRANSACTIONS

All related party transactions that were entered into during the financial year were on arm's length basis and were in the ordinary course of the business. There are no materially significant related party transactions made by the company with Promoters, Key Managerial Personnel or other designated persons which may have potential conflict with interest of the company at large.

All Related Party Transactions are placed before the Audit Committee & Board for their approval.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

There are no significant and material orders passed by the Regulators / Courts which would impact the going concern status of the Company and its future operations.

SECRETARIAL AUDITOR REPORT

Pursuant to provisions of Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, your Company engaged the services of Company Secretary in Practice to conduct the Secretarial Audit of the Company for the financial year ended March 31, 2021.

The Secretarial Audit Report (in Form No. MR. 3) is attached as "**Annexure- A**" to this Report.

EXPLANATION TO SECRETARIAL AUDITOR'S REMARKS.

Company's management are in process of filling the pending returns with concerned Registrar of Companies.

COVID-19

The Covid-19 impact remains a serious concern for governments and businesses. The Company has implemented Standard Operating Procedures of social distancing, work from home, workplace sanitization and employee health monitoring, and these are being followed strictly at Office. Company has also taken

**JOINTECA EDUCATION SOLUTIONS LTD.**

CIN: L72300UP2011PLC044942

Regd. Off. : 53B, Geeta Enclave, Nr. Dr. V.K. Garg, Krishna Nagar, Mathura, U.P. - 281004

various Initiatives focusing on safeguarding workforce health. The Company is taking all necessary measures in terms of mitigating the impact of the challenges being faced in the business. It is focused on controlling costs, maintaining liquidity and closely monitoring to the operations.

AUDITORS

Pursuant to provisions of Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, M/s S.B. Gupta & Co., Chartered Accountants (Firm Registration No, 000992C) were appointed as Statutory Auditors of the Company for a term of five years to hold office from the conclusion of the 08 Annual General Meeting till the conclusion of the 13th Annual General Meeting of the Company.

The requirement of seeking ratification of the members for continuance of Statutory Auditors appointment has been withdrawn consequent to changes in the Companies (Amendment) Act, 2017 w.e.f. May 7, 2018. Hence, the resolution seeking ratification of the members for their appointment is not being placed at the ensuing Annual General Meeting.

AUDITORS' REPORT

The observations made by the Auditors in their Report read with the relevant notes as given in the notes on financial statements for the year ended 31st March, 2021 are self-explanatory and therefore do not call for any further comments. There is no qualified or modified opinion on any matters by the Auditors.

REPORTS ON CORPORATE GOVERNANCE AND MANAGEMENT DISCUSSION & ANALYSIS

The reports on Corporate Governance and Management Discussion and Analysis for the year under review, as stipulated under Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 form part of this Report.

ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The prescribed particulars of conservation of energy, technology absorption as stipulated under Section 134 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 are not applicable to your company as we are neither a manufacturing company nor the operation of your Company are not energy intensive.

EXTRACT OF ANNUAL RETURN

In terms of Section 134(3)(a) of the Act, the extract of Annual Return of the Company in the prescribed Form No. MGT-9 for the Financial Year 2020-21, has been placed on the website of the Company and can be accessed at www.jointeca.com.

INSURANCE

All the properties of the Company are adequately insured.

DISCLOSURE AS PER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013.

The Company has zero tolerance for sexual harassment at work place and has adopted a policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provision of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules framed hereunder.

Your Directors further state that as on date there is no case filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act 2013.



JOINTECA EDUCATION SOLUTIONS LTD.

CIN: L72300UP2011PLC044942

Regd. Off. : 53B, Geeta Enclave, Nr. Dr. V.K. Garg, Krishna Nagar, Mathura, U.P. - 281004

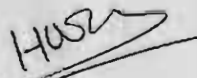
ACKNOWLEDGEMENTS

Your Directors wish to place on record their thanks and gratitude to the Company's Bankers, Educational Institutions, Customers and other Authorities for their support, co-operation, guidance and assistance. The Board is also grateful to the shareholders for their continued confidence. The Board of Directors takes this opportunity to express their appreciation of the sincere efforts put in by the staff and executives at all the levels and hopes that they would continue their dedicated efforts in the future too.

For and on behalf of the Board

Place: Mathura
Date: 07.09.2021


Vishal Mishra
Managing Director
DIN: 03363363


Hariom Prasad Agrawal
Director
DIN: 03562889

Annexure - A to the Board Report

Form No. MR.3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2021

**[Pursuant to section 204(1) of the Companies Act, 2013 and rule
No.9 of the Companies**

(Appointment and Remuneration Personnel) Rules, 2014]

To,

The Members,

JOINTECA EDUCATION SOLUTIONS LIMITED

53B, GEETA ENCLAVE, NR. V.K. GARG,

KRISHNA NAGAR, MATHURA-281 004.

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s JOINTECA EDUCATION SOLUTIONS LIMITED (hereinafter referred to as the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the M/s JOINTECA EDUCATION SOLUTIONS LIMITED books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March 2021 complied with the statutory provisions listed hereunder except with the following :

1) There are some delays in filling of returns with stock exchanges under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

2) The Company yet to filed Balance sheet and Annual Return for the FY 2018-19 and FY 2019-20 with ROC. Hence the company has not filed its Return. The company is not appointed a whole time Company secretary and not filled return of appointment of company secretary to ROC for last appointed company secretary in the company



SWEETI SHAIKALI & ASSOCIATES

552 MATA GALLI, BIHARI PURA,

HOLI GATE, MATHURA-281001

Email id: corporatehsp@gmail.com

Contact No.: +91 8791870807, 8954700300

CS SWEETI SHAIKALI

ACS, B.COM

3) The company not filled mandatory forms to ROC as per companies act 2013 and other returns of company.

We have not physically examined the books, papers, minute books, forms and returns filed and other records maintained with M/s JOINTECA EDUCATION SOLUTIONS LIMITED for the financial year ended on 31st March 2021 due to COVID -19 Situation. So the following documents maintain according to the provisions by the management:

- i. The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder; '
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; **(Not applicable to the Company for the audit period).**
 - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; **(Not applicable to the Company for the audit period).**



- e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable to the Company for the audit period).**
- f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client:
- g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **(Not applicable to the Company for the audit period).**
- h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **(Not applicable to the Company for the audit period).**

Other laws applicable to the Company as per the representations made by the Management.

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with BSE SME Ltd.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned except as mentioned above.

We further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors/ Independent Directors.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.



SWEETI SHAIKALI & ASSOCIATES

552 MATA GALI, BIHARI PURA,

HOLI GATE, MATHURA-281001

Email id: corporatehsp@gmail.com

Contact No.: +91 8791870807, 8954700300

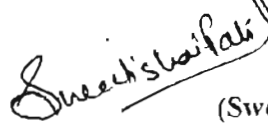
CS SWEETI SHAIKALI

ACS. B.COM

Decisions at the meetings of the Board of Directors of the Company were carried unanimously. There were no dissenting views by any member of the Board of Directors during the period under review.

For & on behalf of
SWEETI SHAIKALI & ASSOCIATES
Company Secretary

Date: 07/09/2021


(Sweeti Shaikali)
UDIN : A039892C000913041



NOTE:

Due To Covid-19 Pandemic It Is Not Possible For Us To Visit And Review The Records Of The Company In Personal. Therefore The Said Report Is Prepared By Us On The Basis Of The Records And Information Provided To Us Electronically Over E-Mail Or Whatsapp. Also We Are Not Liable If There Is Any Discrepancy In The Records Of The Company Maintained Electronically And Manually.

SWEETI SHAIKALI & ASSOCIATES

552 MATA GALI, BIHARI PURA,

HOLI GATE, MATHURA-281001

Email id: corporatehsp@gmail.com

Contact No.: +91 8791870807, 8954700300

CS SWEETI SHAIKALI

ACS, B.COM

Our report of even date is to be read along with this letter:

1. Maintenance of Secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.

2. We have followed the audit practices and processes as were appropriate to obtain responsible assurance about the correctness of the contents of secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices that we follow provide a responsible basis for our opinion.

3. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.

4. Wherever required, we have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc

5. The compliance of the provision of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to verification of procedures on test basis.

6. The secretarial audit report is neither an assurance as to the future viability of the Company nor the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Date: 07/09/2021

For & on behalf of
SWEETI SHAIKALI & ASSOCIATES
Company Secretary



(Sweeti Shaikali)
UDIN : A039892C000913041

**JOINTECA EDUCATION SOLUTIONS LTD.**

CIN: L72300UP2011PLC044942

Regd. Off. : 53B, Geeta Enclave, Nr. Dr. V.K. Garg, Krishna Nagar, Mathura, U.P. - 281004

REPORT ON CORPORATE GOVERNANCE**1 MANDATORY REQUIREMENTS****1.1 Company's philosophy on Code of Corporate Governance:**

The Company believes in the practice of good corporate governance. A continuous process of delegation of powers commensurate with accountability, coupled with trust, faith and transparency has been embedded in the day-to-day functioning. The Company will endeavor to improve on these aspects on an ongoing basis.

1.2 Board of Directors: (Board)

a. Size of the Board: On 31st March, 2021, your Board comprised of 4 (Four) Directors, of which the Chairman is a Non-Executive Independent Director. In compliance with the requirements of SEBI Listing Obligation and Disclosure Requirements, Regulation, 2015, your Company has one Executive Director, One Non-Executive Directors and two are Non-Executive Independent Directors.

b. Number of Board Meetings held during the Year along with the dates of the meetings:

| Sr. No. | Date |
|-----------------|------------|
| 1 st | 31/07/2020 |
| 2 nd | 14/11/2020 |
| 3 rd | 05/12/2020 |
| 4 th | 14/02/2021 |

c. Composition, Category and their attendance at the Board meetings held during the year and at the last Annual General Meeting as also the number of other Directorships / Memberships of Committees is as follows:

| Category of Directorship | Names of the Director | Attendance Details | | Other Directorships* | Other Committees | |
|---|---------------------------|--------------------|----------|----------------------|------------------|----------------|
| | | Board Meeting | Last AGM | | Memberships | Chairman ships |
| Chairman & Non Executive Independent Director | Mr. Pradeep Kumar Saxena | 4 | Yes | No | No | No |
| Non Executive Independent Directors | Mrs. Madhu Sharma | 4 | No | No | No | No |
| | | | No | No | No | No |
| Non Executive Non Independent Directors | Mr. Hariom Prasad Agrawal | 4 | Yes | No | No | No |
| | | | Yes | No | No | No |
| Managing Director | Mr. Vishal Mishra | 4 | Yes | No | No | No |

* Excluding private, foreign and companies registered under Section 8 of the Companies Act, 2013.

* None of the Non-executive & Independent Directors hold any shares in the Company.

**JOINTECA EDUCATION SOLUTIONS LTD.**

CIN: L72300UP2011PLC044942

Regd. Off. : 53B, Geeta Enclave, Nr. Dr. V.K. Garg, Krishna Nagar, Mathura, U.P. - 281004

1.3 Audit Committee:

a. Composition, Meetings and Attendance: The Audit Committee comprises of 2 Non-Executive Independent Directors and 1 Executive Non Independent Promoter Director. Mr. Pradeep Kumar Saxena, Non Executive Independent Director, Chairman of the committee. During the year, the committee met 4 times and the attendance of the members was as follows:

| Name | Number of Meetings Attended |
|--------------------------|-----------------------------|
| Mr. Pradeep Kumar Saxena | 4 |
| Mr. Vishal Mishra | 4 |
| Mrs. Madhu Sharma | 4 |

b. Terms of Reference: The Audit Committee shall have the authority to investigate into any matter that may be prescribed and the matters listed below and for this purpose the Audit Committee shall have full access to information contained in the records of the Company and external professional advice, if necessary:

- To review financial reporting process, all financial statements;
- To recommend appointment/ re-appointment/ replacement/ removal/ Audit fees/ any other fees of Statutory Auditor;
- Reviewing along with management, the listing compliances, related party disclosures, qualifications in draft audit report, matters required to be included in Directors Responsibility Statement, quarterly financial statements before its submission to the Board, changes in accounting policies, major accounting entries based on estimate of management;
- To look into all matters relating to internal control system, internal audit system and the reasons for substantial defaults in the payment to the depositors;
- To review functioning of "Whistle Blower Mechanism", if any;
- To review Management's Discussion and Analysis of financial condition and results of operation, statement of significant Related Party Transactions as submitted by management, internal audit report;
- All matters cover under the duty to review by the Audit Committee under the SME Listing Agreement;
- To monitor the utilization of the IPO proceeds
- To review, with the management, performance of statutory and internal auditors, and monitor auditor's independence and performance and effectiveness of the audit process and adequacy of the internal control systems.
- To review the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
- To review the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
- To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
- To approve the appointment of CFO (i.e., the Whole-Time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background etc. of the candidate.

**JOINTECA EDUCATION SOLUTIONS LTD.**

CIN: L72300UP2011PLC044942

Regd. Off. : 53B, Geeta Enclave, Nr. Dr. V.K. Garg, Krishna Nagar, Mathura, U.P. - 281004

- To scrutinise inter corporate loans and investments.
- To consider valuation of assets or undertaking of the Company.
- To evaluate internal financial controls and risk management systems.
- To review and formulate the scope, functioning, periodicity, methodology for conducting the internal audit, in consultation with the Internal Auditor and to discuss with the internal auditors any significant findings and follow-up there on.
- Any other function as may be stipulated by the Companies Act, 2013, SEBI, Stock Exchanges or any other regulatory authorities from time to time.

Nomination and remuneration Committee:

A. Composition the Nomination and Remuneration Committee (formerly known as Remuneration/ Compensation Committee) comprise of Two Non-executive Independent Directors and One Non Executive Director namely Mr. Pradeep Kumar Saxena, Mrs. Madhu Sharma, Non-Executive Independent Directors and Mr. Hariom Prasad Agarwal, Non-Executive Director, Mr. Pradeep Kumar Saxena, Chairman of the committee. One meeting of the Committee held during the year on 14th November, 2020.

B. Terms of Reference:

- To recommend the annual remuneration and periodic increments payable to the Executive Director(s) which is required to be further approved by the Board.
- Formulation of criteria for evaluation of Independent Directors and the Board.
- Devising a policy on Board diversity.
- Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal.
- To ensure that the overall remuneration payable to the Directors does not exceed the limits prescribed by the Companies Act and is within the limits approved by the shareholders.
- Any other function as may be stipulated by the Companies Act, 2013, SEBI, Stock Exchanges or any other regulatory authorities from time to time.

Company Secretary of the Company acts as the Secretary of the Committee. All the committee members attended the last Annual General Meeting.

The details of the Remunerations paid to the Directors for the financial year 2019-2020 is given below:

| Directors | Remuneration (including perquisites) | Commission | Committee Meeting Fees | Board Meeting Fees | Total |
|---------------------------|--|------------|------------------------------|--------------------------|-------|
| Mr. Vishal Mishra | NIL | NIL | NIL | NIL | NIL |
| Mr. Pradeep Kumar Saxena | NIL | NIL | NIL | NIL | NIL |
| Mr. Hariom Prasad Agrawal | NIL | NIL | NIL | NIL | NIL |
| Mrs. Madhu Sharma | NIL | NIL | NIL | NIL | NIL |
| Total | NIL | NIL | NIL | NIL | NIL |

**JOINTECA EDUCATION SOLUTIONS LTD.**

CIN: L72300UP2011PLC044942

Regd. Off. : 53B, Geeta Enclave, Nr. Dr. V.K. Garg, Krishna Nagar, Mathura, U.P. - 281004

1.4 Stakeholder Relationship Committee:**A. Composition :**

The Stakeholder Relationship Committee (formerly Known as Investor'/Shareholders' Grievance Committee) comprises of three Mr. Pradeep Kumar Saxena, Mr. Vishal Sharma and Hariom Prasad Agarwal, Mr. Pradeep Kumar Saxena, Chairman of the committee. The committee met as and when required during the year.

B. Terms of reference:

The Stakeholder Relationship Committee of the Company reviews matters related to grievances of shareholders and investors. The committee primarily focuses on review of investor complaints, its redressal and queries received from investors i.e. transfer of shares, issue of duplicate share certificates, non receipt of annual reports etc. and also reviews the reports presented by the Share Transfer Agents of the Company.

1.5 General Body Meetings:**a. *Date, Time and Location of the last three Annual General Meetings**

| Year | Location | Date | Time |
|---------|---|------------|------------|
| 2019-20 | 53B Geeta Enclave, Bank Colony, Krishna Nagar, Mathura-281001 | 30.12.2020 | 11.00 a.m. |
| 2018-19 | 53B Geeta Enclave, Bank Colony, Krishna Nagar, Mathura-281001 | 30.09.2019 | 2:30 p.m. |
| 2017-18 | 53B Geeta Enclave, Bank Colony, Krishna Nagar, Mathura-281001 | 28.09.2018 | 11.00 a.m. |

b. Resolution passed by postal ballot during 2020-21

No resolution was passed by postal ballot during the year 2020-21. At present, the Company does not have any resolution to be decided by members by postal ballot.

1.6 Disclosures:

- None of the transactions with any of the related parties were in conflict with the interest of the Company. Details of the related party transactions are given in the notes on Financial Statement.
- During the previous years there were no financial penalties levied on the company.
- None of the directors of the company are disqualified for being appointed as Directors as stipulated under section 164 (2) and rule 14 (1) of Companies (Appointment and Qualification of Directors) Rules, 2014 of the Companies Act, 2013.
- The Company promotes ethical behavior in its operations and has a Vigil Mechanism which is overseen
- The Company has duly complied with all the mandatory requirements of the Listing Regulations.
- Compliance with Non-mandatory requirements are furnished separately under the heading "Non-mandatory Requirements".

1.7 Means of Communication:

- These results are also displayed on the Company's Website viz. www.jointeca.com.
- These results are also displayed on BSE's website www.bseindia.com.
- The Management Discussion and Analysis report forms part of this Annual Report.

**JOINTECA EDUCATION SOLUTIONS LTD.**

CIN: L72300UP2011PLC044942

Regd. Off. : 53B, Geeta Enclave, Nr. Dr. V.K. Garg, Krishna Nagar, Mathura, U.P. - 281004

1.8 General Shareholders Information:**(a) Annual General Meeting:**

| | |
|--------------|---|
| Day and Date | Thursday ,30th September, 2021 |
| Time | 11:00 am |
| Venue | 53B Geeta Enclave, Bank Colony, Krishna Nagar, Mathura-281001 |

(b) Profile of Directors Seeking Appointment and Re-Appointment at the 10th Annual General Meeting

| | | |
|---|--|--|
| Name of Director | Mr. Vishal Mishra | Mr. Subash Chand Jain |
| Date of Birth | 08/09/1971 | 06/03/1955 |
| Nationality | Indian | Indian |
| Date of Appointment on Board | 24/05/2011 | 07/09/2021 |
| Qualification | B.Sc., Advanced Diploma in Software Technologies. | Intermediate |
| Brief Resume and expertise in specific functional area | Mr. Vishal Mishra possesses an experience of 24 years in the business of providing Educational Solutions. Mr. Mishra is looking entire business operations of the Company. | Mr. Subash Chand Jain is a Non-Executive and Non-Independent Director. He possesses about 30 years of experience in trading, services and business development of different businesses segments. He has relations with various educational societies, private institutions and government liaising. He has been looking after the big order procurements from societies, private institutions and government institutions. |
| Directorship held in other Companies. | NIL | NIL |
| Membership / Chairmanship of Committees of other Public Companies | NIL | NIL |
| Number of Board Meeting Attend | 4 | - |
| Inter-se relationship between Directors and KMPs | NIL | NIL |
| Number of shares held in the Company | 46,51,000 | NIL |

**JOINTECA EDUCATION SOLUTIONS LTD.**

CIN: L72300UP2011PLC044942

Regd. Off. : 53B, Geeta Enclave, Nr. Dr. V.K. Garg, Krishna Nagar, Mathura, U.P. - 281004

(c) Financial Calendar**(d) (Tentative and subject to change)**First Half Year Results ending 30.09.2021 : 14th November, 2021Second Half Year / Audited Results ending 31.03.2022 : 30th May, 2022Annual General Meeting for the Year ended 31.03.2022 : 30th September, 2022

Venue of AGM : Mathura

(e) Book Closure : 25th September, 2021 to 30th September, 2021 (Both days inclusive)**(f) Listing on Stock Exchanges:** SME Exchange BSE Ltd, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400 001.**(g) Stock Exchange Code:** 534659**(h) Corporate Identification Number:** L72300UP2011PLC044942**(i) Demat ISIN No:** INE131N01018**(j) Share transfers and other communications should be addressed to:****Beetal Financial & Computer Services Private Limited**Beetal House, 3rd Floor, 99 Madangir, Behind Local Shopping Centre, Near Dada Harsukhdas Mandir,

New Delhi - 110 062 Tel: +91-11-2996 1281-83 Fax: +91-11-2996 1284

E-mail: jes@beetalfinancial.com Website: www.beetalfinancial.com

Address: 53B, Geeta Enclave, Nr. Dr. V.K. Garg, Krishna Nagar, Mathura, Uttar Pradesh, India- 281 004

Tel Number: +91-0565 - 2425114 E-mail: info@jointeca.com**(k) Stock Market Price Data:** High / Low Closing Price of shares of the Company during each month in last financial year on BSE:

| MONTH / YEAR | HIGH (Rs.) | LOW (Rs.) | No. of Shares Traded | No. of Trades | MONTH / YEAR | HIGH (Rs.) | LOW (Rs.) | No. of Shares Traded | No. of Trades |
|----------------|------------|-----------|----------------------|---------------|---------------|------------|-----------|----------------------|---------------|
| April 2020 | - | - | - | - | October 2020 | 15.50 | 15.00 | 24,000 | 3 |
| May 2020 | - | - | - | - | November 2020 | - | - | - | - |
| June 2020 | 15.75 | 15.50 | 32,000 | 4 | December 2020 | 15.00 | 15.00 | 16,000 | 2 |
| July 2020 | 15.50 | 15.40 | 24,000 | 3 | January 2021 | - | - | - | - |
| August 2020 | - | - | - | - | February 2021 | - | - | - | - |
| September 2020 | 15.50 | 15.50 | 8000 | 1 | March 2021 | 16.00 | 13.00 | 96,000 | 12 |


JOINTECA EDUCATION SOLUTIONS LTD.

CIN: L72300UP2011PLC044942

Regd. Off. : 53B, Geeta Enclave, Nr. Dr. V.K. Garg, Krishna Nagar, Mathura, U.P. - 281004

(l) Distribution of Shareholding as on 31st March 2021

| Sr No | Shareholding of Value of Nominal Value of Rs. | No. of Share Holders | Percentage to Total Shareholders | Value (Rs) | % to total Equity |
|--------------|---|----------------------|----------------------------------|---------------------|-------------------|
| 1 | 1 - 5000 | - | - | - | - |
| 2 | 5001- 10000 | - | - | - | - |
| 3 | 10001- 20000 | 4 | 4.12 | 55,000 | 0.05 |
| 4 | 20001- 30000 | - | - | - | - |
| 5 | 30001- 40000 | 1 | 1.03 | 33,000 | 0.03 |
| 6 | 40001- 50000 | - | - | - | - |
| 7 | 50001- 100000 | 42 | 43.29 | 33,46,000 | 3.34 |
| 8 | 100001 and above | 50 | 51.54 | 9,67,19,000 | 96.57 |
| Total | | 97 | 100.00 | 10,01,53,000 | 100.00 |
| | | | | | |

(m) Shareholding Pattern as on 31st March 2021

| Category | | No. of Shares Held | Percentage of Shareholding |
|-----------|---|--------------------|----------------------------|
| A. | <u>PROMOTERS HOLDING</u> | | |
| 1. | PROMOTERS | | |
| a. | Indian promoters -Individual | 55,29,300 | 55.21 |
| b. | Foreign promoters | - | - |
| 2. | PERSONS ACTING IN CONCERT | - | - |
| | Total | 55,29,300 | 55.21 |
| B. | <u>NON PROMOTERS HOLDING</u> | | |
| 1. | INSTITUTIONAL INVESTORS | | |
| a. | Mutual funds | - | - |
| b. | Banks, Financial Institutions, Insurance Companies | 32000 | 0.32 |
| | (central/state govt. Institution/non government inst) | 8000 | 0.08 |
| c. | Foreign Institutional Investors | - | - |
| | Sub total | 40,000 | 0.40 |
| 2. | OTHERS | | |
| a. | Bodies Corporate | 21,66,000 | 21.63 |
| b. | Indian public | 22,24,000 | 22.21 |
| c. | Non Resident Indians / OCB's | - | - |
| d. | <u>Any other</u> | | |

**JOINTECA EDUCATION SOLUTIONS LTD.**

CIN: L72300UP2011PLC044942

Regd. Off. : 53B, Geeta Enclave, Nr. Dr. V.K. Garg, Krishna Nagar, Mathura, U.P. - 281004

| | | |
|-------------------------------------|--------------------|---------------|
| Any other: Clearing Members | 8000 | 0.08 |
| Any other: Hindu Undivided Families | 48,000 | 0.48 |
| Any other: Market Makers | - | - |
| Sub total | 44,46,000 | 44.39 |
| GRAND TOTAL | 1,00,15,300 | 100.00 |

Note: None of the shares of the promoters/promoter group's are pledged or encumbered with any of the banks or any financial institutions.

(n) **Dematerialisation of Shares:** The shares of the Company are traded in compulsorily dematerialised form 1,00,15,300 Equity shares (100.00%) have been dematerialized as on 31.03.2021

(o) **Outstanding GDR / Warrants / Convertible Instruments:** The Company has no outstanding GDR / Warrants / Convertible Instruments.

(p) **Address for Correspondence**

Jointeca Education Solutions Ltd

53B, Geeta Enclave, Nr. Dr. V.K. Garg, Krishna Nagar, Mathura, Uttar Pradesh, India- 281 004

(r) **Reconciliation of Share Capital Audit Report:** Company Secretary in Practice, carried out a secretarial audit to, reconcile the total admitted capital with National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. The audit confirms that the total issued/paid up capital is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.

1.9 CEO & CFO Certification: Mr. Vishal Mishra, Managing Director & CEO and Mr. Alok Mittal, Chief Financial Officer (CFO) of the Company, have issued a Certificate to the Board as prescribed under regulation 17 (8) of the SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015.

NON-MANDATORY REQUIREMENTS**2.1 Remuneration Committee:**

Please refer item no. 1.4 in the Mandatory Requirements section.

2.2 Postal Ballot:

The provisions relating to Postal Ballot will be complied with in respect to matter where ever applicable.

2.3 Whistle Blower Policy:

At present, the Company does not have any formal Whistle Blower Policy.

2.4 Shareholders' Right:

The Company has posted its half yearly and annual financial results on its website i.e www.jointeca.com



JOINTECA EDUCATION SOLUTIONS LTD.

CIN: L72300UP2011PLC044942

Regd. Off. : 53B, Geeta Enclave, Nr. Dr. V.K. Garg, Krishna Nagar, Mathura, U.P. - 281004

MANAGEMENT DISCUSSION ANALYSIS REPORT

Our Business: We are the education service providers and we offer Educational ERP solutions through our product GuruSeva and our business is concentrated mainly in the Northern Region of India. Our product GuruSeva (Educational ERP Solution) is offered both as a Desktop Application and as a service through the Software as a Service model (SaaS).

- Threats:**
1. Breakdown of IT infrastructure (Internal)
 2. Obsolescence of technology (Internal)
 3. Competition in the Market place (External)
 4. Slowdown in overall economic conditions (External)

Adequacy of Internal Controls & Internal Audits: Your Company believes in formulating adequate and effective internal control system and implementing the same to ensure that assets and interests of the Company are protected and safeguarded and reliability of accounting data and accuracy are ensured with proper checks and balances. The internal control system is improved and modified continuously to meet the changes in business conditions, statutory and accounting requirements. The Company has internal audit which is commensurate with the size of its operations.

Human Resources: The Company has been following standard procedure for recruitment of best personnel for all the departments and is making constant and continuous efforts to retain and groom them to meet its present and future requirements. The relation between the management and staff remained very cordial during the year.

Segment - wise performance:

Your company has only one segment and entire revenue is generated from educational support activities only. Accordingly, segment reporting as required under Accounting Standard-17, issued by the Institute of Chartered Accountants of India, is not applicable.

Code for Prevention of Insider Trading Practices: As a part of code of conduct, the Company has a well defined and laid down policy approved by the Board for the prevention of insider Trading in line with SEBI Insider Trading Prohibition Regulations which is applicable to all Directors, senior management/ Employees categorized as "Designated Employees".

Safe Harbour Clause: The statements in this document, other than factual/ historical information, contain the words or phrases such as "expect", "plan", "objective" and other similar words, which are forward looking in nature. Such forward looking statements may be subject to a variety of risks and uncertainties that could result in actual results differing materially from those indicated in this document. The Company is not under any obligation to update such forward looking statements after this date.

Place: Mathura

Date: 07.09.2021

By Order of the Board

(Vishal Mishra)

Managing Director



JOINTECA EDUCATION SOLUTIONS LTD.

CIN: L72300UP2011PLC044942

Regd. Off : 53B, Geeta Enclave, Nr. Dr. V.K. Garg, Krishna Nagar, Mathura, U.P. - 281004

DECLARATION OF COMPLIANCE WITH CODE OF CONDUCT

In terms of the requirements of Regulation 34(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, along with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, this is to confirm that all the members of the Board and the Senior Management personnel have affirmed Compliance with the Code of Conduct for the year ended March 31, 2021.

For Jointeca Education Solutions Limited

Place: Mathura

Date: 07.09.2021


(Vishal Mishra)
Managing Director

CERTIFICATION UNDER REGULATION 17(8) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

The Board of Directors,

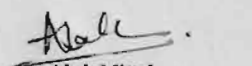
Jointeca Education Solutions Limited

- a) We have reviewed financial statements of Jointeca Education Solutions Limited for the year ended 31st March, 2021 and to the best of our knowledge and belief:
 - (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b) To the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violate the Company's code of conduct.
- c) We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we were aware and the steps we have taken or proposes to take to rectify these deficiencies.
- d) We have indicated to the Auditors and the Audit Committee that there is:
 - (i) No significant change in internal control over financial reporting during the year
 - (ii) No significant change in accounting policies during the year under review and
 - (iii) No instance of any fraud in the Company in which the management has any role.

Place: Mathura

Date: 28.06.2021


Vishal Mishra
Managing Director & CEO


Alok Mittal
Chief Financial Officer

S.B. GUPTA & Co.

CHARTERED ACCOUNTANTS

INDEPENDENT AUDITOR'S REPORT

The Members,
M/s Jointeca Education Solutions Limited
Mathura

Opinion

We have audited the standalone financial statements of M/s Jointeca Education Solutions Limited ("the Company"), which comprises the balance sheet as at March 31, 2021, and the statement of Profit and Loss, and the statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give a true and fair view of in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31st, 2021 and loss, and its cash flows for the year ended on this date.

Basis for Opinion

We conducted our audit in accordance with Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified opinion.

Emphasis of Matter

We draw attention to the fact that no confirmation of the amount of trade receivables of INR 15,25,281 in Schedule 2.10 and short term loans and advances of INR 17,30,000 in Schedule 2.12 have been furnished to us, hence we are unable to comment whether the amount is recoverable or not. However our opinion is not modified in respect of this matter.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial



Head Office : 64, Chowki Bagh Bahadur Colony, Near SBI Crossing, Mathura - 281001 (U.P.)
Branch Office : C-2/6, Safdarjung Development Area, New Delhi - 110016
Contact : +91 87910 92426 - Email : info@sbguptaandco.com
Web : www.sbguptaandco.com

performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The board of directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibility

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("The Order"), as amended, issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure A" statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by section 143 (3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - (b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;



- (c) The Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
- (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
- (e) On the basis of the written representations received from the directors as on 31st March, 2021 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2021 from being appointed as a director in terms of Section 164 (2) of the Act;
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B";.
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- I. The Company does not have any pending litigations which would impact its financial position.
 - II. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - III. There were no amount which were required to be transferred to the Investor Education and Protection Fund by the Company.



Place : Mathura
Date : 28.06.2021

UDIN: 21070611AAAABS8631

For S.B. Gupta & Co.
Chartered Accountants
Firm's Registration No: 000992C

A handwritten signature in black ink, appearing to read "Sunil Kumar Singhal".

CA Sunil Kumar Singhal
Partner
(Membership No. 070611)

"ANNEXURE A" TO THE AUDITOR'S REPORT

Referred to in paragraph 1 under the heading 'Report on Other Legal & Regulatory Requirements' of our report of even date to the financial statements of the Company for the year ended March 31, 2021:

1. FIXED ASSETS

- a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;
- b) According to the documents and explanations provided to us, the fixed assets have been physically verified by the Management and no material discrepancies have been noticed on such verification as stated by the Management;
- c) In our opinion, the Company has not disposed of any substantial part of its fixed assets so as to affect its going concern status.

2. INVENTORIES

- a) There is no closing inventory with the Company.
3. As explained to us, the Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability partnerships or other parties covered in the Register maintained under section 189 of the Act.
4. The Company has a loan of INR 65,13,857 from a NBFC and INR 20,54,270 from Mr Vishal Mishra (Director) and 5,00,000 as inter- corporate deposit as at 31st March 2021. Further, the Company has advanced moneys to few of the employees as imprest in cash and subsequently recovered from them in cash.
5. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 in respect of loans, investments, guarantees, and security.
6. The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.
7. To the best of our knowledge and as explained, the maintenance of Cost Records has not been specified by the Central Government under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the company.

8. STATUTORY DUES

- a) According to information and explanations given to us and on the basis of our examination of the books of account, and records, the Company is regular in depositing undisputed statutory dues including Income Tax, GST, Service Tax, except for Provident Fund, Employees State Insurance with the appropriate



authorities. Further, INR 46,395 in respect of Income Tax is outstanding as at March 31, 2021 for a period of more than six months from the date on when they become payable.

- b) According to the information and explanation given to us, there are no dues of income tax, sales tax, service tax, duty of customs, duty of excise, value added tax outstanding on account of any dispute.
- 9. In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to banks.
- 10. Based upon the audit procedures performed and the information and explanations given by the management, during the year, the company has not raised moneys by way of initial public offer or further public offer including debt instruments and term Loans.
- 11. Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.
- 12. Based upon the audit procedures performed and the information and explanations given by the management, the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act.
- 13. In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 4 (xii) of the Order are not applicable to the Company.
- 14. In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
- 15. Based upon the audit procedures performed and the information and explanations given by the management, during the year, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review.
- 16. Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company and hence not commented upon.



"ANNEXURE B" TO THE AUDITOR'S REPORT

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of Jointeca Education Solutions Limited ("the Company") as of March 31, 2021 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.



Meaning of Internal Financial Controls over Financial Reporting

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2021.



Place : Mathura
Date : 28.06.2021

For S.B. Gupta & Co.
Chartered Accountants
Firm's Registration No: 000992C

A handwritten signature in black ink, appearing to read "Sunil Kumar Singhal".

CA Sunil Kumar Singhal
Partner
(Membership No. 070611)

17. In our opinion, the company is not required to be registered under section 45 1A of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3 (xvi) of the Order are not applicable to the Company and hence not commented upon.



Place : Mathura
Date : 28.06.2021

For S.B. Gupta & Co.
Chartered Accountants
Firm's Registration No: 000992C

A handwritten signature in black ink, appearing to read "Sunil Kumar Singhal", written over a horizontal line.

CA Sunil Kumar Singhal
Partner
(Membership No. 070611)

JOINTECA EDUCATION SOLUTION LIMITED

Balance Sheet as on 31.03.2021

| | Note | As at 31 st March 2021 | As at 31 st March 2020 |
|---|-------|---------------------------|---------------------------|
| I. EQUITY AND LIABILITIES | | | |
| Shareholders' funds | | | |
| Share capital | 2.1 | 100,153,000.00 | 100,153,000.00 |
| Reserves and surplus | 2.2 | -1,715,208.54 | 6,305,692.89 |
| Non-current liabilities | | | |
| Deferred Tax (Liabilities) | 2.3 | 1,012,347.00 | 2,871,836.00 |
| Current liabilities | | | |
| Short-term borrowings | 2.4 | 9,068,127.00 | 9,038,357.00 |
| Other current liabilities | 2.5 | 2,970,954.77 | 1,338,291.78 |
| Short-term provisions | 2.6 | 46,395.90 | 46,395.90 |
| | | 111,535,616.13 | 119,753,573.57 |
| II. ASSETS | | | |
| Non-current assets | | | |
| Fixed assets (net of Depreciation) | | | |
| -Tangible assets | 2.7 | 3,048,956.13 | 3,935,983.13 |
| -Intangible assets (Including Goodwill) | 2.8 | 98,816,031.27 | 105,948,669.27 |
| Other NON Current Assets | 2.9 | 6,000,000.00 | 6,000,000.00 |
| Current Assets | | | |
| Trade receivables | 2.10 | 1,525,281.00 | 1,960,614.00 |
| Cash and cash equivalents | 2.11 | 266,773.47 | 67,544.17 |
| Short Term Loans and Advances | 2.12 | 1,878,574.26 | 1,840,763.00 |
| | | 111,535,616.13 | 119,753,573.57 |
| Significant Accounting Policies & Notes to the financial Statements | 1 & 2 | | |

The accompanying notes are an integral part of the financial statements

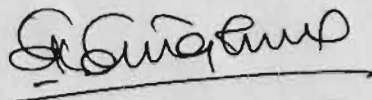
As per our Audit report of Even Date

For S. B. Gupta & Co.

Chartered Accountants

Firm Regn No. 000992C

UDIN : 210 70611 AAAA BS 0631


Sunil Kumar Singhal
(Partner)

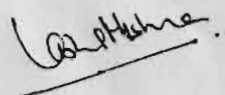
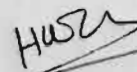
Membership No: 070611

Place : Mathura

Date : 28/06/2021



For and On behalf of Board


Vishal Mishra
(Managing Director)
DIN: 03363363

Hariom P Agrawal
(Director)
DIN: 03562889

JOINTECA EDUCATION SOLUTION LIMITED

Statement of Profit & Loss for the year ended 31.03.2021

| | Note | Year Ended 31st March 2021 | Year Ended 31st March 2020 |
|---|-------|----------------------------|----------------------------|
| Revenue from Operations | 2.13 | 304,910.00 | 1,217,722.90 |
| Other Income | 2.14 | - | 21,204.46 |
| Total Revenue | | 304,910.00 | 1,238,927.36 |
| Expenses: | | | |
| Purchases | 2.15 | - | 7,203.14 |
| Employee benefits expense | 2.16 | 1,494,118.00 | 1,680,114.00 |
| Finance Cost | 2.17 | - | - |
| Depreciation and amortization expense | 2.18 | 8,019,665.00 | 8,108,408.00 |
| Other expenses | 2.19 | 671,517.43 | 1,375,505.21 |
| Total expenses | | 10,185,300.43 | 11,171,230.35 |
| Profit before tax | | (9,880,390.43) | (9,932,302.99) |
| Tax expense: | | | |
| (1) Current tax | | - | - |
| (2) Deferred tax(Provisional) | | -1,859,489.00 | (119,951.90) |
| Profit (Loss) for the period | | (8,020,901.43) | (9,812,351.09) |
| Basic & Dilluted EPS (In Rs.) | | (0.80) | (0.98) |
| Significant Accounting Policies & Notes to the financial Statements | 1 & 2 | | |

The accompanying notes are an integral part of the financial statements
As per our Audit report of Even Date

For S. B. Gupta & Co.

Chartered Accountants

Firm Regn No. 000992C

UDIN : 21070611 AAAAB 0631

S. B. Gupta

Sunil Kumar Singhal
(Partner)

Membership No: 070611

Place : Mathura

Date : 28/06/2021



For and On behalf of Board

Vishal Mishra
Vishal Mishra
(Managing Director)
DIN: 03363363

H. P. Agrawal
Harish P Agrawal
(Director)
DIN: 03562889

JOINTECA EDUCATION SOLUTION LIMITED
Cash Flow Statement for the year ended on 31st March 2021

| | Particulars | Year Ended 31/03/2021 | Year Ended 31/03/2020 |
|----------|--|--------------------------|--------------------------|
| A | <u>CASH FLOW FROM OPERATING ACTIVITIES</u> | | |
| | Net Profit before Tax and Prior period Adjustment & exceptional item | (9,880,390.43) | (9,932,302.99) |
| | Adjustment for: | | |
| | Depreciation and Amortization | 8,019,665.00 | 8,108,408.00 |
| | Finance Cost | 0.00 | 0.00 |
| | Operating Profit (Loss) Before Working Capital Changes | (1,860,725.43) | (1,823,894.99) |
| | Adjustment for: | | |
| | Inventories | 0.00 | 0.00 |
| | Trade & Other Receivables | 397,521.74 | 1,845,997.57 |
| | Trade Payables & Other Current Liabilities | 1,632,662.99 | 541,720.61 |
| | Cash Generated from Operations | 169,459.30 | 563,823.19 |
| | Direct Taxes Paid (Net of Refund) | | |
| | Cash Flow before prior period Adjustments & Exceptional item | 169,459.30 | 563,823.19 |
| | Prior Period Adjustments | | |
| | Net Cash From / (Used In) Operating Activities (A) | 169,459.30 | 563,823.19 |
| B | <u>CASH FLOW FROM INVESTING ACTIVITIES</u> | | |
| | Purchase of Tangible Fixed Assets | 0.00 | 0.00 |
| | Purchase/Creation of Intangible Fixed Assets | 0.00 | (1,885,194.27) |
| | Net Cash From / (Used In) Investing Activities (B) | 0.00 | (1,885,194.27) |
| C | <u>CASH FLOW FROM FINANCING ACTIVITIES</u> | | |
| | Proceeds from Unsecured Borrowings (Net) | 29,770.00 | 1,151,096.00 |
| | Finance Cost | 0.00 | 0.00 |
| | Net Cash From / (Used In) Financing Activities (C) | 29,770.00 | 1,151,096.00 |
| | Net Increase / (Decrease) in Cash and Cash equivalents (A)+(B)+(C) | 199,229.30 | (170,275.08) |
| | Cash and Cash equivalents at the beginning of the year | 67,544.17 | 237,819.25 |
| | Cash and Cash equivalents at the end of the year | 266,773.47 | 67,544.17 |

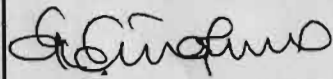
As per our Audit report of Even Date

For S.B. Gupta & Co.

Chartered Accountants

Firm Regn No. 000992C

UDIN : 21070611 AAAABS 0631



Sunil Kumar Singhal
Partner

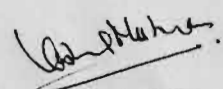
M. No: 070611

Place: Mathura

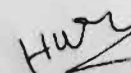
Date: 28/06/2021



For and On behalf of Board



Vishal Mishra
Managing Director
DIN: 03363363



Harlom P Agrawal
Director
DIN: 03562889



JOINTECA EDUCATION SOLUTIONS LTD.

CIN: U72300UP2011PLC044942

Regd. Off. : 53B, Geeta Enclave, Nr. Dr. V. K. Garg, Krishna Nagar, Mathura, U.P. - 281004

Significant accounting policies :-

1.1 Basis of accounting and preparation of financial statements

These financial statements are prepared in accordance with Indian Generally Accepted Accounting Principles (GAAP) under the historical cost convention on the accrual. GAAP comprises mandatory accounting standards as prescribed under Section 133 of the Companies Act, 2013 ('the Act') read with Rule 7 of the Companies (Accounts) Rules, 2014, the provisions of the Act (to the extent notified) and guidelines issued by the Securities and Exchange Board of India (SEBI). Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

1.2 Use of Estimates

The preparation of financial statements requires the management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) as on the date of the financial statements and the reported income and expenses during the reporting period. The estimates and assumptions used in the financial statements are based upon the Management's evaluation of the relevant facts and circumstances as on the date of financial statements. Management believes that the estimates used in the preparation of the financial statements are prudent and reasonable. Future results may vary from these estimates.

1.3 Cash Flow statement

Cash flows are reported using the indirect method, whereby profit or (loss) before extraordinary items and tax is adjusted for the effects of transactions of noncash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

1.4 Property, plant and equipment depreciation :

Property, plant and equipment are stated at acquisition cost less accumulated depreciation. The cost of fixed assets comprises its purchase price including duties and other non-refundable taxes or levies and any directly attributable cost of bringing the asset to the working condition for its intended use.

Depreciation on Property, plant and equipment is provided based on the useful life of the asset in the manner prescribed in Schedule II to the Companies Act, 2013.

1.5 Provisions, contingent liabilities and contingent assets

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent liabilities are not recognized but are disclosed in the notes. Contingent assets are neither recognized nor disclosed in the Financial Statements.

1.6 Revenue recognition

Income from services rendered is recognised based on agreements/arrangements with the customers as the service is performed using the proportionate completion method when no significant uncertainty exists regarding the amount of the consideration that will be derived from rendering the service and is recognised net of service tax, as applicable. Sales are recognised, net of returns and trade discounts. Interest income is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable.

1.7 Employee benefits

(Signature)

(Signature)



**JOINTECA EDUCATION SOLUTIONS LTD.**

CIN: U72300UP2011PLC044942

Regd. Off. : 53B, Geeta Enclave, Nr. Dr. V. K. Garg, Krishna Nagar, Mathura, U.P. - 281004

Short term employee benefits are recognised as an expense at the undiscounted amount in the Statement of Profit and Loss of the year in which the related service is rendered. The contributions remitted to government administered Provident and Pension Fund on behalf of its employees in accordance with the relevant statute are charged to the Statement of Profit and Loss as and when due. The Company has no further obligations for future Provident/ Pension fund benefits.

1.8 Earnings per share

Basic and diluted earnings per share is computed by dividing the net profit attributable to equity shareholders for the year, by the weighted average number of equity shares outstanding during the year. The number of shares and potentially dilutive equity shares are adjusted retrospectively for all periods presented for any share splits and bonus shares issues including for changes effected prior to the approval of the financial statement by the board of director.

1.9 Taxes on income

Tax expense comprises current and deferred tax. Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with the provisions of the Income Tax Act, 1961.

Deferred Taxes reflect the impact of timing differences between taxable income and accounting income originating during the current year and reversal of timing differences for the earlier years. Deferred tax is measured using the tax rates and the tax laws enacted at the reporting date.

1.10 Operating cycle

Based on the nature of products / activities of the Company and the normal time between acquisition of assets and their realization in cash or cash equivalents, the Company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and noncurrent.

1.11 Related party disclosures: Disclosure in accordance with Accounting Standard-18 Related Party transaction during the year:

| Relationship (During the Year) | Related Party |
|--------------------------------------|---|
| Related Party - Directors of Company | |
| Managing Director | Vishal Mishra |
| CFO | Alok Mittal |
| Director | Hari Om Prasad Agrawal |
| Other Related Parties (ORP) | Laxmi Agrawal Hari Om Agrawal (HUF), HD Mishra Poonam Mishra, Vimlesh Agarwal |



**JOINTECA EDUCATION SOLUTIONS LTD.**

CIN: U72300UP2011PLC044942

Regd. Off. : 53B, Geeta Enclave, Nr. Dr. V. K. Garg, Krishna Nagar, Mathura, U.P. - 281004

| | |
|--|-----------------------------------|
| | Sweta Agarwal, Mahima Mittal |
| | Kanhiya Agarwal, Amit Agarwal |
| | Ashish Garg, Pawan Kumar Bansal |
| | Deepti Mishra, Nitin Agarwal |
| | Krishna Kanhiya Agarwal |
| | Kishori Agarwal, Kusum Devi |
| | Megha Agarwal, Pushpalata Agarwal |
| | Asha Agarwal, Geeta Mishra |

During the year, there are following related party transactions:

| Nature of Transactions | Significant Influence | Key Management Personnel | Relative of Key Management Personnel | Total |
|------------------------|-----------------------|--------------------------|--------------------------------------|------------|
| | FY 2020-21 | FY 2020-21 | FY 2020-21 | FY 2020-21 |
| Rent | - | - | 1,80,000 | 1,80,000 |

1.12 Auditor's Remuneration:

| | |
|---------------------|--------|
| For Statutory Audit | 40,000 |
| GST | 7,200 |
| | ----- |
| Total | 47,200 |
| | ----- |

1.13 Majority of the sales/ services and revenue expenses have been made in cash.

1.14 The amount of Trade Receivables of INR 15,25,281 in Schedule 2.10 and short term loans and advances of INR 17,30,000 in Schedule 2.12 are yet to be confirmed by the respective parties.



JOINTECA EDUCATION SOLUTION LIMITED

2.1 Share Capital

| Particulars | As at 31st March 2021 | | As at 31st March 2020 | |
|--|-----------------------|-------------------|-----------------------|-------------------|
| | Number | Amount (In Rs.) | Number | Amount (In Rs.) |
| Authorised | | | | |
| Equity Shares of Rs. 10 each | 11,000,000.00 | 110,000,000.00 | 11,000,000.00 | 110,000,000.00 |
| | | | | |
| Issued, Subscribed & Paid Up | | | | |
| Equity Shares of Rs. 10 each | 10,015,300.00 | 100,153,000.00 | 10,015,300.00 | 100,153,000.00 |
| (Out of above 3900000 shares issued for a consideration other than Cash) | | | | |
| | | | | |
| Total | 10,015,300 | 100,153,000.00 | 10,015,300 | 100,153,000 |

a Reconciliation of the shares outstanding at the beginning and at the end of the reporting period

Equity Shares

| Particulars | As at 31st March 2021 | | As at 31st March 2020 | |
|---|-----------------------|-------------------|-----------------------|-------------------|
| | Number | Amount (In Rs.) | Number | Amount (In Rs.) |
| Shares outstanding at the beginning of the year | 10,015,300.00 | 100,153,000.00 | 10,015,300.00 | 100,153,000.00 |
| Shares Issued during the year | | | | |
| Shares outstanding at the end of the year | 10,015,300.00 | 100,153,000.00 | 10,015,300.00 | 100,153,000.00 |

b Terms/Rights attached to Shares

The company has issued only one class of equity shares having a par value of Rs. 10 per share. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the company, the equity shareholders will be entitled to receive the remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

c Detail of shareholders holding more than 5% shares in the company

| Particulars | As at 31st March 2021 | | As at 31st March 2020 | |
|---------------------------------|-----------------------|--------------|-----------------------|--------------|
| | No. of Shares held | % of Holding | No. of Shares held | % of Holding |
| Mr. Vishal Mishra | 4,651,000 | 46.44% | 4,651,000 | 46.44% |
| Ajcon Global Services Pvt. Ltd. | 944,000 | 9.43% | 944,000 | 9.43% |

2.2 Reserve & surplus

| Particulars | As at 31st March 2021 | As at 31st March 2020 |
|---|-----------------------|-----------------------|
| | Amount (In Rs.) | Amount (In Rs.) |
| a. Security Premium | | |
| Opening Balance | 50,026,500.00 | 50,026,500.00 |
| Add: Proceeds from fresh issue of shares | | |
| Net Balance carried to Balance sheet | 50,026,500.00 | 50,026,500.00 |
| b. Surplus/Deficit in the statement of Profit & Loss | | |
| Opening balance | -43,720,807.11 | -33,908,456.02 |
| Add: Net Profit/(Net Loss) For the current year | -9,880,390.43 | -9,932,302.99 |
| Less: Provision For taxation | | |
| Less: Deferred Tax Liabilities | -1,859,489.00 | -119,951.90 |
| Net Surplus in the statement carried to balance sheet | -51,741,708.54 | -43,720,807.11 |
| | | |
| Total Reserve & Surplus | -1,715,208.54 | 6,305,692.89 |

2.3 Deferred Tax

| Particulars | As at 31st March 2021 | As at 31st March 2020 |
|--------------------------------|-----------------------|-----------------------|
| | Amount (In Rs.) | Amount (In Rs.) |
| Deferred tax asset/(Liability) | 1,012,347.00 | 2,871,836.00 |
| Total | 1,012,347.00 | 2,871,836.00 |

2.4 Short Term Borrowings

| Particulars | As at 31st March 2021 | As at 31st March 2020 |
|---|-----------------------|-----------------------|
| | Amount (In Rs.) | Amount (In Rs.) |
| Secured Loans * (NBFC) | 6,513,857.00 | 6,513,857.00 |
| Unsecured Loan - (Inter Corporate Deposit) | 500,000.00 | 500,000.00 |
| Unsecured Loan - Director | 2,054,270.00 | 2,024,500.00 |
| Total | 9,068,127.00 | 9,038,357.00 |

* Against the pledge of Promoters shares.

2.5 Other Current liabilities

| Particulars | As at 31st March 2021 | As at 31st March 2020 |
|---------------------------|-----------------------|-----------------------|
| | Amount (In Rs.) | Amount (In Rs.) |
| Other Payables | | |
| Statutory Dues | - | 10,500.00 |
| Other Current Liabilities | 2,430,954.77 | 1,277,791.78 |
| Advance from Clients | 500,000.00 | - |
| Audit Fees Payable | 40,000.00 | 50,000.00 |
| Total | 2,970,954.77 | 1,338,291.78 |

2.6 Short Term Provisions

| Particulars | As at 31st March 2021 | As at 31st March 2020 |
|-------------------|-----------------------|-----------------------|
| | Amount (In Rs.) | Amount (In Rs.) |
| Provisions | | |
| Provision for Tax | 46,395.90 | 46,395.90 |
| Total | 46,395.90 | 46,395.90 |

2.9 Other NON Current Assets

| Particulars | As at 31st March 2021 | As at 31st March 2020 |
|-------------------------------|-----------------------|-----------------------|
| | Amount (In Rs.) | Amount (In Rs.) |
| Long term Investments | | |
| Investment in Unlisted Shares | 6,000,000.00 | 6,000,000.00 |
| Total | 6,000,000.00 | 6,000,000.00 |

2.10 Trade Receivables

| Particulars | As at 31st March 2021 | As at 31st March 2020 |
|--|-----------------------|-----------------------|
| | Amount (In Rs.) | Amount (In Rs.) |
| Trade receivables for a period exceeding six months from the date they are due for payment | | |
| Unsecured, considered good | 1,489,409.00 | 1,779,644.00 |
| Trade receivables for a period under six months from the date they are due for payment | | |
| Unsecured, considered good | 35,872.00 | 180,970.00 |
| Total | 1,525,281.00 | 1,960,614.00 |

2.11 Cash & Bank Balances

| Particulars | As at 31st March 2021 | As at 31st March 2020 |
|------------------------|-----------------------|-----------------------|
| | Amount (In Rs.) | Amount (In Rs.) |
| Cash & Cash equivalent | | |
| Balances with banks | 227,289.47 | 64,903.17 |
| Cash on hand | 39,484.00 | 2,641.00 |
| Total | 266,773.47 | 67,544.17 |

2.12 Short term Loans & Advances

| Particulars | As at 31st March 2021 | As at 31st March 2020 |
|---|-----------------------|-----------------------|
| | Amount (In Rs.) | Amount (In Rs.) |
| Secured, Considered Good: | | |
| Unsecured, Considered Good: | 1,730,000.00 | 1,730,000.00 |
| Balance with statutory/government authorities | 148,574.26 | 110,763.00 |
| Total | 1,878,574.26 | 1,840,763.00 |

2.13 Revenue From Operation

| Particulars | As at 31st March 2021 | As at 31st March 2020 |
|--|-----------------------|-----------------------|
| | Amount (In Rs.) | Amount (In Rs.) |
| Education Assistance / School-Student Management / Other Software Sale | 304,910.00 | 1,217,722.90 |
| Total | 304,910.00 | 1,217,722.90 |

| Note : 2.7 & 2.8 Fixed Assets | | | | | | | | | |
|--|-------------|-----------|------------|-------------|--------------|--------------|-------------|-------------|-------------|
| Name of the Assets | Gross block | | | | Depreciation | | Net Block | | |
| | 01.04.2020 | | 31.03.2021 | | 01.04.2020 | | 31.03.2021 | | |
| | Opening | Addition | Sale/Tfr | Balance | Opening | for the year | Balance | | |
| <u>2.7 Tangible Asses</u> | | | | | | | | | |
| AC Cooler & Fans | 1576656 | 0 | 0 | 1576656 | 1497823 | 0 | 1497823 | 78833 | 78833 |
| Computer, Laptop & Accessories | 27473651 | 0 | 0 | 27473651 | 26099968 | 0 | 26099968 | 1373683 | 1373683 |
| Generator | 2708569 | 0 | 0 | 2708569 | 2573141 | 0 | 2573141 | 135428 | 135428 |
| Furniture & Office Equipment | 9337131 | 0 | 0 | 9337131 | 7093119 | 887027 | 7980146 | 1356985 | 2244012 |
| UPS & Stabilisers | 2080538 | 0 | 0 | 2080538 | 1976511 | 0 | 1976511 | 104027 | 104027 |
| Total (A) | 43176545 | 0 | 0 | 43176545 | 39240562 | 887027 | 40127589 | 3048956 | 3935983 |
| <u>2.8 Intangible Assets</u> | | | | | | | | | |
| Software | 20699704 | 0 | 0 | 20699704 | 11669497 | 2069970 | 13739467 | 6960237 | 9030207 |
| Guruseva/Educational Portal | 25578500 | 0 | 0 | 25578500 | 17668714 | 2557850 | 20226564 | 5351936 | 7909786 |
| Goodwill | 53674665 | 0 | 0 | 53674665 | 36140944 | 2504818 | 38645762 | 15028903 | 17533721 |
| <u>2.8.1. Intangible Asset Under Development</u> | | | | | | | | | |
| Portal/Sikhlo Phase 2 Under Development | 71474955 | 0 | 0 | 71474955 | 0 | 0 | 0 | 71474955 | 71474955 |
| Total (B) | 171427824 | 0 | 0 | 171427824 | 65479155 | 7132638 | 72611793 | 98816031 | 105948669 |
| Grand Total | 214,604,369 | 0 | 0 | 214,604,369 | 104,719,717 | 8,019,665 | 112,739,382 | 101,864,987 | 109,884,652 |
| Previous Year | 212,719,175 | 6,239,114 | ##### | 214,604,369 | 96,611,309 | 8,108,408 | 104,719,717 | 109,884,652 | 116,107,866 |

2.14 Other Income

| Particulars | As at 31st March 2021 | As at 31st March 2020 |
|--------------|-----------------------|-----------------------|
| | Amount (In Rs.) | Amount (In Rs.) |
| Other income | - | 21,204.46 |
| Total | - | 21,204.46 |

2.15 Purchase

| Particulars | As at 31st March 2021 | As at 31st March 2020 |
|--------------|-----------------------|-----------------------|
| | Amount (In Rs.) | Amount (In Rs.) |
| Purchases | - | 7,203.14 |
| SMS Purchase | - | 7,203.14 |
| Total | - | 7,203.14 |

2.16 Employee Benefit Expenses

| Particulars | As at 31st March 2021 | As at 31st March 2020 |
|-----------------------|-----------------------|-----------------------|
| | Amount (In Rs.) | Amount (In Rs.) |
| Salaries & Allowances | 1,472,180.00 | 1,656,000.00 |
| Employees Welfare | 21,938.00 | 24,114.00 |
| Total | 1,494,118.00 | 1,680,114.00 |

2.17 Finance cost

| Particulars | As at 31st March 2021 | As at 31st March 2020 |
|--------------------------|-----------------------|-----------------------|
| | Amount (In Rs.) | Amount (In Rs.) |
| Interest and Bank Charge | - | - |
| Total | 0.00 | 0.00 |

2.18 Depreciation & Amortisation Expenses

| Particulars | As at 31st March 2021 | As at 31st March 2020 |
|-----------------------------|-----------------------|-----------------------|
| | Amount (In Rs.) | Amount (In Rs.) |
| Depreciation (Fixed Assets) | 887,027.00 | 1,192,716.00 |
| Amortization (Goodwill) | 2,504,818.00 | 2,504,818.00 |
| Intangible Assets (w/off) | 4,627,820.00 | 4,410,874.00 |
| Total | 8,019,665.00 | 8,108,408.00 |

2.19 Other Expenses

| Particulars | As at 31st March 2021 | As at 31st March 2020 |
|---|-----------------------|-----------------------|
| | Amount (In Rs.) | Amount (In Rs.) |
| Auditor's Remuneration | 32,373.00 | 50,000.00 |
| Bank Charges | 219.70 | 3,170.91 |
| Education Assistance Expenses | - | 401,000.00 |
| Marketing / Business Promotion / Commission | 799.97 | 113,169.00 |
| Telephone, Internet & Communication Exps | 14,648.04 | 35,493.71 |
| Server/domain Exp. | 117,000.00 | 105,156.05 |
| Conveyance & Travelling | 3,200.00 | 33,251.33 |
| Electricity & Diesel Expenses | 21,388.29 | 64,970.56 |
| Professional Fee Exp. | 68,966.00 | 33,443.72 |
| Miscellaneous Expenses | 746.15 | 40,618.93 |
| Filing Fees and Subscriptions | 154,000.00 | 168,000.00 |
| Office Exp. | 49,795.00 | 87,303.00 |
| Repair & Maintenance Exp. | 28,381.28 | 59,928.00 |
| Rent | 180,000.00 | 180,000.00 |
| Total | 671,517.43 | 1,375,505.21 |


For S. B. Gupta & Co.
Chartered Accountants
Firm Regn No. 000992C
UDIN :

Sunil Kumar Singhal
(Partner)
Membership No: 070611

Place : Mathura

For and On behalf of Board


Vishal Mishra
(Managing Director)
DIN: 03363363


Hariom P Agrawal
(Director)
DIN: 03562889