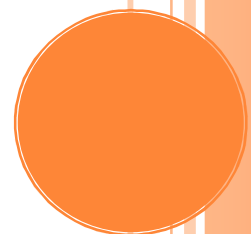


EINS EDUTECH LIMITED

(Formerly Known As Thyrocare Laboratories Limited)

Annual Report 2012-13



EINS EDUTECH LIMITED

DIRECTORS	:	BHAGWAN DAS AGARWAL, Chairman Non-Executive Director
		RAMAWTAR GUPTA, Executive Director
		PRAMOD KUMAR GUPTA, Executive Director
		AKHIL AGARWAL, Executive Director (Additional Director) w.e.f. 10/07/2013
		PRITI AGARWAL, Independent Director
		SACHIN SOMAIYA, Independent Director
BANKERS	:	HDFC BANK LTD. ANDHERI (E) BRANCH, MUMBAI
AUDITORS	:	BANSHI JAIN & ASSOCIATES CHARTERED ACCOUNTANTS MUMBAI
REGISTERED OFF.	:	212, C-WING, CRYSTAL PLAZA, NEW LINK ROAD, OSHIWARA, ANDHERI (W), MUMBAI – 400 053. TEL. NO. 022 – 40045341 E-MAIL ID :- einsedutech@gmail.com
SHARE TRANSFER AGENT	:	SHAREPRO SERVICES (I) PVT. LTD. 13 A-B, Samitha Warehousing complex, 2nd Floor, off Andhrei Kurla Road, Sakinaka Telephone Exchange Lane, Sakinaka, Andheri (East), Mumbai - 400072 Tel. no. 022 – 67720300/67720400 Email id- sharepro@shareproservices.com

EINS EDUTECH LIMITED

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30th
Annual
Report
2012-13

Members are requested to bring their copy of Annual Report at the time of Meeting

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the **THIRTIETH ANNUAL GENERAL MEETING** of the Members of the **Eins Edutech Limited** will be held at the Registered office of the Company at 212, C-wing, Crystal Plaza, New Link Road, Oshiwara, Andheri (W), Mumbai – 400 053 on 31st August, 2013 at 2:00 p.m. to transact the following business.

ORDINARY BUSINESS:

1. To receive, consider and adopt the Profit and Loss Statement of the Company for the year ended 31st March, 2013 and Balance Sheet as at that date, Cash Flow statement for the year ended 31st March, 2013 and Report of the Directors and Auditors thereon.
2. To re-appoint M/s. Banshi Jain & Associates, Chartered Accountants, retiring Auditor as Statutory Auditors of the Company and to fix their remuneration

SPECIAL BUSINESS:

3. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **ORDINARY RESOLUTION**:

“**RESOLVED THAT** Mr. Sachin Somaiya, who was appointed on 28/12/2012 as an Additional Director of the Company in terms of Section 260 of the Companies Act, 1956 and whose term of Office expires at this Annual General Meeting and in respect of him the Company has received a notice in writing along with the requisite deposit of Rs. 500/- from a Member under Section 257 of the Companies Act, 1956, to proposing Mr. Sachin Somaiya, as a candidate for the Office of Directors of the Company, be and is hereby appointed as a Director of the Company liable to retire by rotation.”

4. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **ORDINARY RESOLUTION**:

“**RESOLVED THAT** Ms. Priti Agarwal, who was appointed on 28/12/2012 as an Additional Director of the Company in terms of Section 260 of the Companies Act, 1956 and whose term of Office expires at this Annual General Meeting and in respect of him the Company has received a notice in writing along with the requisite deposit of Rs. 500/- from a Member under Section 257 of the Companies Act, 1956, to proposing Ms. Priti Agarwal, as a candidate for the Office of Directors of the Company, be and is hereby appointed as a Director of the Company liable to retire by rotation.”

5. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **ORDINARY RESOLUTION**:

“**RESOLVED THAT** Mr. Pramod Kumar Gupta, who was appointed on 08/02/2013 as an Additional Director of the Company in terms of Section 260 of the Companies Act, 1956 and whose term of Office expires at this Annual General Meeting and in respect of him the Company has received a notice in writing along with the requisite deposit of Rs. 500/- from a Member under Section 257 of the Companies Act, 1956, to proposing Mr.

Pramod Kumar Gupta, as a candidate for the Office of Directors of the Company, be and is hereby appointed as a Director of the Company liable to retire by rotation.”

6. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **ORDINARY RESOLUTION**:

“**RESOLVED THAT** Mr. Ramawtar Gupta, who was appointed on 08/02/2013 as an Additional Director of the Company in terms of Section 260 of the Companies Act, 1956 and whose term of Office expires at this Annual General Meeting and in respect of him the Company has received a notice in writing along with the requisite deposit of Rs. 500/- from a Member under Section 257 of the Companies Act, 1956, to proposing Mr. Ramawtar Gupta, as a candidate for the Office of Directors of the Company, be and is hereby appointed as a Director of the Company liable to retire by rotation.”

7. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **ORDINARY RESOLUTION**:

“**RESOLVED THAT** Mr. Bhagwan Das Agarwal, who was appointed on 20/03/2013 as an Additional Director of the Company in terms of Section 260 of the Companies Act, 1956 and whose term of Office expires at this Annual General Meeting and in respect of him the Company has received a notice in writing along with the requisite deposit of Rs. 500/- from a Member under Section 257 of the Companies Act, 1956, to proposing Mr. Bhagwan Das Agarwal, as a candidate for the Office of Directors of the Company, be and is hereby appointed as a Director of the Company liable to retire by rotation.”

8. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **ORDINARY RESOLUTION**:

“**RESOLVED THAT** Mr. Akhil Agarwal, who was appointed on 10/07/2013 as an Additional Director of the Company in terms of Section 260 of the Companies Act, 1956 and whose term of Office expires at this Annual General Meeting and in respect of him the Company has received a notice in writing along with the requisite deposit of Rs. 500/- from a Member under Section 257 of the Companies Act, 1956, to proposing Mr. Akhil Agarwal, as a candidate for the Office of Directors of the Company, be and is hereby appointed as a Director of the Company.”

9. 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 provision of section 198, 269, 309 read with Schedule XIII and other applicable provision, if any, of the Companies Act, 1956 (including any statutory modification or re-enactment thereof for the time being in force and/ or any notification which the Central Government may issue from time to time) and in accordance with the provision of the Articles of Association, the consent of members be and is hereby accorded for appointment of Mr. Akhil Agarwal as a Managing Director of the Company for a period of 5 (Five) years, w.e.f. 1st August, 2013 whose period of office will not be liable for determination by retirement by rotation on the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this Extra Ordinary General Meeting, with liberty to the Board of Directors to alter and vary the terms and condition of the said appointment and/or remuneration in such manner as may be agreed to between the Board of Directors and Mr. Akhil Agarwal subject to the same not exceeding the limits specified in Schedule XIII to the Act, including any statutory modification re-enactment by the Central Government in that behalf from time to time, or amendments thereto.”

“**RESOLVED FURTHER THAT** the remuneration mentioned under Explanatory statement shall be paid to Mr. Akhil Agarwal as the minimum remuneration notwithstanding any loss or inadequacy of profit in any financial year during the tenure of his employment as the Managing Director of the Company”.

“**RESOLVED FURTHER THAT** the Board of Directors and any committee thereof be and are hereby authorized to take all steps as may be necessary, proper and expedient to give effect to the resolution.”

10. ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS TO THE PROMOTER AND NON-PROMOTERS OF THE COMPANY:

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **SPECIAL RESOLUTION**:

“**RESOLVED THAT** in accordance with the provisions of Section 81(1A) and all other applicable provisions of the Companies Act, 1956, (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to the applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (the “**SEBI (ICDR) Regulations, 2009**”) as in force, and subject to the regulations/guidelines, if any, issued by the Government of India, the Reserve Bank of India and any other applicable laws, rules and regulations (including any amendment thereto or re-enactment thereof for the time being in force) and the relevant provisions of the Memorandum and Articles of Association of the Company and Listing Agreement entered into by the Company with the Stock Exchanges where the shares of the Company are listed, and subject to such approvals, consents, permissions and sanctions as may be required from the Government of India, Reserve Bank of India, Securities and Exchange Board of India, Stock Exchanges and any other relevant statutory, governmental authorities or departments, institutions or bodies (“**Concerned Authorities**”) in this regard and further subject to such terms and conditions or modifications thereto as may be prescribed or imposed by any of the Concerned Authorities while granting such approvals, and permissions as may be necessary or which may be agreed to by the Board of Directors of the Company (hereinafter referred to as “**the Board**”, which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution), the consent of the Company be and is hereby accorded to the Board to offer, issue and allot upto 74,80,000 (Seventy Four Lacs Eighty Thousand Only) Equity Shares of face value of Rs. 10/- (Rupees Ten Only) each of the Company to the Promoter and a group of Strategic Investors, not forming part of the Promoter Group of the Company, on Preferential Basis at an Issue Price of Rs. 15/- (Rupees Fifteen Only) per equity share, including a premium of Rs. 5/- (Rupees Five Only) per equity share, aggregating to Rs. 11,22,00,000/- (Rupees Eleven Crores Twenty Two Lacs Only) in compliance with Chapter VII of the SEBI (ICDR) Regulations, 2009 and subsequent amendments thereto, and on such terms and conditions and in such manner as the Board may in its absolute discretion deem fit to the following entities as mentioned below:

SL. NO.	NAME	QUANTITY	Allottee is : QIB / MF / FI / Trust / Banks/ Others
	Promoters/ Promoter Group:		

SL. NO.	NAME	QUANTITY	Allottee is : QIB / MF / FI / Trust / Banks/ Others
1	Westfield Apparels Private Limited	12,00,000	Others
	Non-Promoter Group :		
1	Shree Kumar Bangur	1,00,000	Others
2	Pooja Bafna	1,40,000	Others
3	Rajgopal Krishanmurari Khandelwal	1,60,000	Others
4	Rajgopal Khandelwal (HUF)	1,05,000	Others
5	Nareshkumar Khandelwal (HUF)	1,05,000	Others
6	Naresh Krishnamurari Khandelwal	1,60,000	Others
7	Amit Kumar Agarwal	1,40,000	Others
8	Jyoti Ahuja	1,00,000	Others
9	Jagdish Chander Malhotra	5,00,000	Others
10	Rakesh Ahuja	1,00,000	Others
11	Yuvraj Ahuja	1,00,000	Others
12	Renu Gupta	1,50,000	Others
13	Shivani Gupta	1,50,000	Others
14	Rajesh Gupta (HUF)	1,50,000	Others
15	Dinesh Gupta (HUF)	1,50,000	Others
16	Priyanka Gupta	1,50,000	Others
17	Puja Gupta	1,50,000	Others
18	Neeraj Monga	65,000	Others
19	Harjeet Singh Sachdeva	1,00,000	Others
20	Harpreet Singh Sachdeva	1,00,000	Others
21	R.Risha	70,000	Others
22	Dharmichand Prakash Devi	75,000	Others
23	Dharmichand Sunil Kumar	70,000	Others
24	Dharmichand Singhvi	75,000	Others
25	Tarun Chawla	70,000	Others
26	Vishal Agar	1,20,000	Others
27	Sneh Finance Pvt. Ltd.	1,00,000	Others
28	Dinesh Kumar Jain	1,50,000	Others
29	Suresh Kumar Garg (HUF)	1,50,000	Others
30	Suresh Kumar Garg	4,50,000	Others
31	Sangeeta Garg	1,35,000	Others
32	Amit Jain	1,35,000	Others
33	Sandeep Agarwal	1,00,000	Others
34	Manoj Kumar Bansal	1,25,000	Others
35	Aman Yadav	1,35,000	Others
36	Rama Yadav	1,35,000	Others
37	Meenu Rastogi	1,35,000	Others
38	Sanjay Rastogi	1,35,000	Others
39	Pakshal Bapna	50,000	Others
40	Ankita Bapna	50,000	Others
41	Vikash Agarwal	1,40,000	Others
42	Shambhu Prasad Agarwal	1,40,000	Others
43	Ashok Kumar Garodia	1,40,000	Others
44	Nirmala Devi Garodia	1,40,000	Others

SL. NO.	NAME	QUANTITY	Allottee is : QIB / MF / FI / Trust / Banks/ Others
45	Sitaram Ashok Kumar	1,40,000	Others
46	Kunj Bihari Ajmera	1,40,000	Others
47	Birju Singh	50,000	Others
48	Sitaram Choudhury	50,000	Others
	Total Equity Shares	74,80,000	Others

“RESOLVED FURTHER THAT:

- (i) The relevant date for the purpose of pricing of issue of the shares in accordance with the SEBI (ICDR) Regulations, 2009 be fixed as 1st August, 2013, being the 30th day prior to 31st August, 2013 i.e., the date on which the Annual General Meeting of the shareholders is convened, in terms of Section 81 (1A) of the Companies Act, 1956 to consider the proposed preferential issue.
- (ii) The equity shares allotted in terms of this resolution shall rank pari passu in all respects with the existing equity shares of the Company.
- (iii) The new equity shares to be allotted to the Investors shall be subject to a lock-in period in accordance with regulation 78 of the SEBI (ICDR) Regulations, 2009 and subsequent amendments thereto.
- (iv) The Board be and is hereby authorized to decide and approve the other terms and conditions of the issue of equity shares, and also shall be entitled to vary, modify or alter any of the terms and conditions, including the issue price on a higher side than mentioned above, as it may deem expedient, without being required to seek any further consent or approval of the Company in a General Meeting.”

“RESOLVED FURTHER THAT for the purpose of giving effect to any issue or allotment of shares of the Company the Board be and is hereby authorized on behalf of the Company to take all such actions and do all such deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient and to settle any question, difficulties or doubts that may arise in this regard including but not limited to the offering, issue and allotment of equity shares of the Company as it may in its absolute discretion deem fit and proper.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred by this resolution to any Director or Directors or to any Committee of Directors or to any Officer or Officers of the company to give effect to the aforesaid resolution.”

Date: 31.07.2013

Registered Office:

212, C-Wing, Crystal Plaza,
New Link Road, Oshiwara,
Andheri (W), Mumbai- 400 053

By order of the Board
For EINS EDUTECH LIMITED

Sd/-
Bhagwan Das Agarwal
Chairman

Notes: (except point no. 1 please check other notes)

1. MEMBER ENTITLED TO ATTEND AND VOTE AT THIS ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF. A PROXY NEED NOT BE A MEMBER OF THE COMPANY. The instrument appointing a proxy should, however, be deposited at the registered office of the company not less than 48 hours before the commencement of this meeting. A proxy shall not vote except on a poll. A proxy form is appended with the admission slip.
2. The Register of Member and the Share Transfer Books of the Company will remain closed from 23.08.2013 to 30.08.2013 (both days inclusive).
3. A copy of all the documents referred to in the accompanying explanatory statement are 1 open to inspection at the Registered Office of the Company on all working days between 11:00 am to 2:00 pm except holidays up to the date of AGM and at AGM.
4. Members desirous of getting any information about the accounts of the Company, are requested to send their queries so as to reach at-least ten days before the meeting at the Registered Office of the Company, so that the information required can be made readily available at the meeting.
5. Members are requested to intimate change in their address immediately to M/s Sharepro Services (India) Pvt. Ltd., the Company's Registrar and Share Transfer Agents, at their office at 13 A-B, Samitha Warehousing complex, 2nd Floor, off Andhrei Kurla Road, Sakinaka Telephone Exchange Lane, Sakinaka, Andheri (East), Mumbai – 400 072.
6. Members holding shares in physical form in the same set of names under different folios are requested to apply for consolidation of such folios along with relevant Share Certificates to M/s Sharepro Services (India) Pvt. Ltd., Registrar and Share Transfer Agents of the Company, at their address given above.
7. Pursuant to SEBI Circular, the Shareholders holding shares in physical form are requested to submit self attested copy of PAN at the time of sending their request for share transfer/transmission of name/transposition of name.
8. Members holding shares in physical form and wishing to avail of the nomination facility, are requested to send the duly filled in nomination in the prescribed form (form 2B) to Sharepro Services (India) Pvt. Ltd., Registrar and Share Transfer Agents of the Company, at their address given above or to the Compliance Officer at the Registered Office of the Company.
9. Members are requested to bring copies of Annual Report to the Annual General Meeting.
10. Members/Proxies should bring the attendance slip duly filed in and signed for attending the meeting.
11. Members are requested to quote Folio Number in their correspondence.
12. The Equity shares of the Company are listed on Bombay Stock Exchange Ltd. and Calcutta Stock Exchange Limited and Listing Fees for the Financial Year 2013-2014 is paid to BSE Limited & yet to be paid to CSE Limited.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956

Item No. 3

Appointment of Director of the Company

Appointment of Mr. Sachin Somaiya as a Director on the Board of the Company, Mr. Sachin Somaiya was appointed as Additional Director of the Company with effect from 28/12/2012, pursuant to provisions of Section 260 of the Companies Act, 1956.

Under Section 257 of the Companies Act 1956, a notice in writing has been received from a member signifying his intention to propose Mr. Sachin Somaiya, as a Director of the Company along with a deposit of Rs. 500/- as required under the aforesaid Section.

Except Mr. Sachin Somaiya, none of the other Directors of the Company is in any way concerned or interested in the resolution.

Your Directors recommend the resolution for your approval.

Item No. 4

Appointment of Director of the Company

Appointment of Ms. Priti Agarwal as a Director on the Board of the Company, Ms. Priti Agarwal was appointed as Additional Director of the Company with effect from 28/12/2012, pursuant to provisions of Section 260 of the Companies Act, 1956.

Under Section 257 of the Companies Act 1956, a notice in writing has been received from a member signifying his intention to propose Ms. Priti Agarwal, as a Director of the Company along with a deposit of Rs. 500/- as required under the aforesaid Section.

Except Ms. Priti Agarwal, none of the other Directors of the Company is in any way concerned or interested in the resolution.

Your Directors recommend the resolution for your approval.

Item No. 5

Appointment of Director of the Company

Appointment of Mr. Pramod Kumar Gupta, as a Director on the Board of the Company, Mr. Pramod Kumar Gupta, was appointed as Additional Director of the Company with effect from 08/02/2013, pursuant to provisions of Section 260 of the Companies Act, 1956.

Under Section 257 of the Companies Act 1956, a notice in writing has been received from a member signifying his intention to propose Mr. Pramod Kumar Gupta, as a Director of the Company along with a deposit of Rs. 500/- as required under the aforesaid Section.

Except Mr. Pramod Kumar Gupta, none of the other Directors of the Company is in any way concerned or interested in the resolution.

Your Directors recommend the resolution for your approval.

Item No. 6

Appointment of Director of the Company

Appointment of Mr. Ramawtar Gupta, as a Director on the Board of the Company, Mr. Ramawtar Gupta, was appointed as Additional Director of the Company with effect from 08/02/2013,

pursuant to provisions of Section 260 of the Companies Act, 1956.

Under Section 257 of the Companies Act 1956, a notice in writing has been received from a member signifying his intention to propose Mr. Ramawtar Gupta, as a Director of the Company along with a deposit of Rs. 500/- as required under the aforesaid Section.

Except Mr. Ramawtar Gupta, none of the other Directors of the Company is in any way concerned or interested in the resolution.

Your Directors recommend the resolution for your approval.

Item No. 7

Appointment of Director of the Company

Appointment of Mr. Bhagwan Das Agarwal, as a Director on the Board of the Company, Mr. Bhagwan Das Agarwal, was appointed as Additional Director of the Company with effect from 20/03/2013, pursuant to provisions of Section 260 of the Companies Act, 1956.

Under Section 257 of the Companies Act 1956, a notice in writing has been received from a member signifying his intention to propose Mr. Bhagwan Das Agarwal, as a Director of the Company along with a deposit of Rs. 500/- as required under the aforesaid Section.

Except Mr. Bhagwan Das Agarwal, none of the other Directors of the Company is in any way concerned or interested in the resolution.

Your Directors recommend the resolution for your approval.

Item No. 8 & 9

Appointment of Mr. Akhil Agarwal as Managing Director

The Board of Directors of the Company appointed **Mr. Akhil Agarwal** as the Additional Director of the Company w.e.f. 10.07.2013, pursuant to the provisions of sec. 260 of the Companies Act, 1956 and Article 147 of the Articles of Association of the Company and will hold office of the Director upto the conclusion of ensuring Annual General Meeting. The Company has received notices under section 257 of the Companies Act, 1956, recommending their candidature for reappointment, along with necessary deposit amount. Upon the receipt of the same, the Board recommends his appointment as the Managing Director of the Company with effect from 01.08.2013, for a period of five years by the Board of Directors of the company upon the recommendation of the Committee of Directors and subject to the approval of the Members of the Company. The said appointment and remuneration are within the stipulations of Sections 198, 269, 309 and 310 of the Act and Schedule XIII thereto. Members of the Company are requested to pass the above resolution as a special resolution at the ensuing Annual General Meeting on the following terms and conditions:

1. Tenure:

The appointment of Mr. Akhil Agarwal as the Managing Director shall be for a period of five years w.e.f 1st August, 2013. Mr. Akhil Agarwal shall be non- rotational director till he is the Managing Director of the Company.

2. Overall Remuneration: (to check at your end)

Subject to the provision of section 198, 269 & 309 and other applicable provisions, if any, of the Companies Act 1956, the remuneration payable to the Managing Director in any financial year shall not exceed 5% (five percent of the net profit of the company) or such other limits as may be specified under the relevant legislation prevailing from time to time. Within the aforesaid ceiling, the remuneration payable to him shall be as follows:

Except Mr. Akhil Agarwal, none of the other Directors of the Company is in any way concerned or interested in the resolution.

Your Directors recommend the resolution for your approval.

Item No. 10:

The Board of Directors of the Company (“the Board”) at their meeting held on 31st July, 2013 evaluated the operational performance and liquidity position of the Company and further discussed the future plans and possible growth options of the Company. Based on the above discussions, the Board in order to raise resources to fund the future growth plans of the Company both organically or inorganically, to meet long term working capital requirements and for general corporate purposes, thought it prudent to infuse fresh equity capital in the Company by issue of 74,80,000 (Seventy Four Lacs Eighty Thousand Only) equity shares of face value of Rs. 10/- (Rupees Ten Only) each of the Company, each at a price of Rs. 15/- (Rupees Fifteen Only) per equity share, including a premium of Rs. 5/- (Rupees Five Only) per equity share, on Preferential Basis to the Promoter and Strategic Investors, not forming part of the Promoter Group of the Company in terms and compliance with the relevant provisions of Chapter VII of the SEBI (ICDR) Regulations, 2009.

The necessary information and disclosures pertaining to the proposed Preferential Allotment in terms of the regulation 73(1) of SEBI (ICDR) Regulations, 2009 are set out as below:

a) Object of the Issue:

Funds raised through the present issue are proposed to be utilized:

- (i) to scale up the operations in the present business;
- (ii) to fund the future growth plans of the Company both organically or inorganically;
- (iii) to provide training in the educational fields and other allied activities; and
- (iv) also to meet long working capital requirements of the Company and other general corporate purpose.

b) Intention of the Promoters/Directors/Key Management Persons to subscribe to this Offer:

Westfield Apparels Private Limited, the existing Promoter of the Company, intends to subscribe to the above mentioned Preferential Issue to the extent of 12,00,000 equity shares being 8.29% of the post issue capital of the Company out of the proposed Preferential issue.

Except the above, there is no intention of any other Directors and Key Management Persons of the Company to subscribe to the present Preferential Issue.

c) Shareholding Pattern before and after the Offer: (as of 31/07/2013)

Class of Shareholders	Pre Preferential Issue		Post Preferential Issue (Assuming full allotment of 74,80,000 Equity Shares)	
	No of Shares	% of share capital	No of Shares	% of share capital
A. Promoters & Promoter Group				
a. Indian Promoters	1,76,450	2.52	13,76,450	9.51
b. Foreign Promoter	Nil	-	Nil	-
Total for Promoter Group	1,76,450	2.52	13,76,450	9.51
B. Public Shareholdings				
i Institutional	Nil	-	Nil	-

Class of Shareholders	Pre Preferential Issue		Post Preferential Issue (Assuming full allotment of 74,80,000 Equity Shares)	
	No of Shares	% of share capital	No of Shares	% of share capital
ii Non Institutional				
- Bodies Corporate	11,000	0.16	1,11,000	0.76
- Individuals				
a. Individual shareholders holding nominal share capital up to Rs. 1 Lakh	82,550	1.18	82,550	0.57
b. Individual shareholders holding nominal share capital in excess of Rs. 1 Lakh	67,30,000	96.14	1,29,10,000	89.16
iii Any Other	Nil	-	Nil	-
- NRIs/ OCBs				
- Clearing Members				
Total Public Shareholdings	68,23,550	97.48	1,31,03,550	90.49
GRAND TOTAL (A) + (B)	70,00,000	100.00	1,44,80,000	100.00

d) Consequential Changes in the Voting Rights:

Voting rights will change in tandem with the shareholding pattern.

e) Proposed time within which allotment shall be completed :

The Board proposes to allot the Equity Shares within a period of 15 (fifteen) days from the date of passing of the resolution by the Shareholders in the Annual General Meeting, provided that when the allotment on preferential basis is pending on account of pendency of any approval or permission for such allotment by any Regulatory Authority or the Central Government, the period of 15 (fifteen) days shall be counted from the date of such approval or permission.

f) The identity of the proposed allottees and the Percentage of Post Preferential Issue capital may be held by them :

Sr. No.	Name of the Proposed Allottees	No. of Equity Shares held prior to the Preferential Allotment	No. of Equity Shares to be issued and allotted	No. & % of Post Issue Equity and Voting Share Capital
1	Westfield Apparels Private Limited	1,76,450	12,00,000	13,76,450 (9.51%)
2	Shree Kumar Bangur	Nil	1,00,000	1,00,000 (0.69%)
3	Pooja Bafna	Nil	1,40,000	1,40,000 (0.97%)
4	Rajgopal Krishanmurari Khandelwal	Nil	1,60,000	1,60,000 (1.10%)
5	Rajgopal Khandelwal (HUF)	Nil	1,05,000	1,05,000 (0.73%)
6	Nareshkumar Khandelwal (HUF)	Nil	1,05,000	1,05,000 (0.73%)
7	Naresh Krishnamurari Khandelwal	Nil	1,60,000	1,60,000 (1.10%)
8	Amit Kumar Agarwal	Nil	1,40,000	1,40,000 (0.97%)
9	Jyoti Ahuja	Nil	1,00,000	1,00,000 (0.69%)
10	Jagdish Chander Malhotra	Nil	5,00,000	5,00,000 (3.45%)
11	Rakesh Ahuja	Nil	1,00,000	1,00,000 (0.69%)
12	Yuvraj Ahuja	Nil	1,00,000	1,00,000 (0.69%)

Sr. No.	Name of the Proposed Allottees	No. of Equity Shares held prior to the Preferential Allotment	No. of Equity Shares to be issued and allotted	No. & % of Post Issue Equity and Voting Share Capital
13	Renu Gupta	Nil	1,50,000	1,50,000 (1.04%)
14	Shivani Gupta	Nil	1,50,000	1,50,000 (1.04%)
15	Rajesh Gupta (HUF)	Nil	1,50,000	1,50,000 (1.04%)
16	Dinesh Gupta (HUF)	Nil	1,50,000	1,50,000 (1.04%)
17	Priyanka Gupta	Nil	1,50,000	1,50,000 (1.04%)
18	Puja Gupta	Nil	1,50,000	1,50,000 (1.04%)
19	Neeraj Monga	Nil	65,000	65,000 (0.45%)
20	Harjeet Singh Sachdeva	Nil	1,00,000	1,00,000 (0.69%)
21	Harpreet Singh Sachdeva	Nil	1,00,000	1,00,000 (0.69%)
22	R.Risha	Nil	70,000	70,000 (0.48%)
23	Dharmichand Prakash Devi	Nil	75,000	75,000 (0.52%)
24	Dharmichand Sunil Kumar	Nil	70,000	70,000 (0.48%)
25	Dharmichand Singhvi	Nil	75,000	75,000 (0.52%)
26	Tarun Chawla	Nil	70,000	70,000 (0.48%)
27	Vishal Agar	Nil	1,20,000	1,20,000 (0.83%)
28	Sneh Finance Pvt. Ltd.	Nil	1,00,000	1,00,000 (0.69%)
29	Dinesh Kumar Jain	Nil	1,50,000	1,50,000 (1.04%)
30	Suresh Kumar Garg (HUF)	Nil	1,50,000	1,50,000 (1.04%)
31	Suresh Kumar Garg	Nil	4,50,000	4,50,000 (3.11%)
32	Sangeeta Garg	Nil	1,35,000	1,35,000 (0.93%)
33	Amit Jain	Nil	1,35,000	1,35,000 (0.93%)
34	Sandeep Agarwal	Nil	1,00,000	1,00,000 (0.69%)
35	Manoj Kumar Bansal	Nil	1,25,000	1,25,000 (0.86%)
36	Aman Yadav	Nil	1,35,000	1,35,000 (0.93%)
37	Rama Yadav	Nil	1,35,000	1,35,000 (0.93%)
38	Meenu Rastogi	Nil	1,35,000	1,35,000 (0.93%)
39	Sanjay Rastogi	Nil	1,35,000	1,35,000 (0.93%)
40	Pakshal Bapna	Nil	50,000	50,000 (0.35%)
41	Ankita Bapna	Nil	50,000	50,000 (0.35%)
42	Vikash Agarwal	Nil	1,40,000	1,40,000 (0.97%)
43	Shambhu Prasad Agarwal	Nil	1,40,000	1,40,000 (0.97%)
44	Ashok Kumar Garodia	Nil	1,40,000	1,40,000 (0.97%)
45	Nirmala Devi Garodia	Nil	1,40,000	1,40,000 (0.97%)
46	Sitaram Ashok Kumar	Nil	1,40,000	1,40,000 (0.97%)
47	Kunj Bihari Ajmera	Nil	1,40,000	1,40,000 (0.97%)
48	Birju Singh	Nil	50,000	50,000 (0.35%)
49	Sitaram Choudhury	Nil	50,000	50,000 (0.35%)
	Total Equity Shares	Nil	74,80,000	52,88%

g) **Lock-in** : The aforesaid allotment of Equity Shares arising shall be locked in as per the provisions of Chapter VII of the SEBI (ICDR) Regulations, 2009.

h) **Change in the control or composition of the Board** :

Subsequent to the proposed issue of Equity Shares on Preferential Basis, there will neither be a change in control nor a change in the management of the Company. However, there will be a corresponding change in the shareholding pattern as well as voting rights consequent to the preferential allotment of equity shares.

i) Price of the Issue :

The preferential allotment of 74,80,000 equity shares of the face value of Rs. 10/- each shall be issued at a price of Rs. 15/- (Rupees Fifteen Only) per equity share, including a premium of Rs. 5/- (Rupees Five Only) per equity share in compliance with Chapter VII of SEBI (ICDR) Regulations, 2009.

j) Undertakings :

- (i) The Issuer Company undertakes that they shall re-compute the price of the Equity Shares in terms of the provision of SEBI (ICDR) Regulations, 2009, where it is required to do so.
- (ii) The Issuer Company undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in terms of the provision of SEBI (ICDR) Regulations, 2009, the Equity Shares shall continue to be locked-in till the time such amount is paid by the allottees.

k) Auditor`s Certificate :

A copy of the certificate from the Statutory Auditors of the Company, M/s. Banshi Jain and Associates, Chartered Accountants, certifying that the issue of the Equity Shares is being made in accordance with the requirement of SEBI (ICDR) Regulations, 2009 for Preferential Issues, will be available for inspection at the Registered Office of the Company during 3.00 P.M. to 5.00 P.M. on any working day up to the date of Annual General Meeting and at the meeting.

Any of the equity shares that may remain unsubscribed for any reason whatsoever, may be offered and allotted by the Board in its absolute discretion to any person/entity/investor, on the same terms and conditions.

The consent of the Shareholders is being sought pursuant of Section 81(1A) and other applicable provisions of the Companies Act, 1956, if any, and in terms of the provisions of the Listing Agreements executed by the Company with the Stock Exchanges in India where the Company's shares are listed.

The Directors of the Company may be deemed to be concerned or interested in the resolution to the extent of their shareholding in the Company.

Your Directors recommend the Special Resolution as set out in the notice for your approval.

Date: 31.07.2013

By order of the Board
For EINS EDUTECH LIMITED

Registered Office:

212, C-Wing, Crystal Plaza,
New Link Road, Oshiwara,
Andheri (W), Mumbai- 400 053

Sd/-
Bhagwan Das Agarwal
Chairman

MANAGEMENT DISCUSSION AND ANALYSIS

The Management of **EINS EDUTECH LIMITED** in its Analysis Report has highlighted the performance and outlook of the Company in order to comply with the requirement of Corporate Governance as laid down in Clause 49 of the Listing Agreement. However, investors and readers are cautioned that this discussion contains certain forward looking statements that involve risk and uncertainties.

OVERVIEW

The financial statements have been prepared in compliance with the requirements of the Companies Act, 1956, guidelines issued by Securities and Exchange Board of India (SEBI) and Generally Accepted Accounting Principles (GAAP) in India. Our management accepts responsibility for the integrity and objectivity of these financial statements, as well as for various estimates and judgments used therein. The estimates and judgments relating to the financial statements have been made on a prudent and reasonable basis, so that the financial statements reflect in a true and fair manner the form and substance of transactions, and reasonably present our state of affairs, profits and cash flows for the year.

INDUSTRY STRUCTURE AND DEVELOPMENTS

Education Sector is an independent think tank that challenges conventional thinking in education policy. It plays a pivotal role in structuring the knowledge base of any economy and of every country. India is one of the largest education markets (in terms of the potential number of Students) in the world. The potential target education market of India comprised 464 million people (in the 5-24 age group) in 2006, approximately 42% of the total population, with an estimated 446 million people (equivalent to 32% of the total population) projected for the year 2026 as compared to potential target markets comprising 354 million people in China and over 90 million people in the U.S. in the year 2025. The Education market in India can be broadly categorized as Formal Education, (School, College, University and Technical/ Professional Education), parallel Education (informal- pre- school, private tuition/ Coaching, test/ examination preparation and job/ skill oriented vocational institute, corporate training and finishing schools) and Ancillary Education (Textbooks, Stationery, IT enabled teaching aids and management of student services).

The growth in the Indian Education Market has been lofty and the Country's large educated population base and its reservoir of well trained university graduates have enabled the country to progress ahead in the global economy. Recognizing the huge potential, there are significant planned outlays for this sector in India. Further, the ministry of Human Resource Development has made significant budgetary allocation and has been looking at further liberalization of policies to allow greater and more diverse investment in the education sector in India. The Indian Government also levies a 3% education cess on direct and indirect Central Government taxes, which provide specific equity funding to the Government's education spending plans. Thus the Indian Government is expected to continue to play a leading role in the expansion of the education market in India.

Yours director are glad to inform you that the India is a leading Country in development of Education and Training which is used for different-different field and in other countries of the world via online instructions, Web based training, Technical training and various BPO services.

Being a sunrise sector there is vast scope for education and training sector. The Company is providing consultancy services in this field.

OPPORTUNITIES IN THE EDUCATION SECTOR:

The Associated Chambers of Commerce and Industry of India have estimated that the country's market for primary, secondary and tertiary education will be worth over \$50 billion by 2015.

The country has close to 13 lakh educational institutes. Of this, 12.8 lakh are schools, the rest colleges and universities. "The Indian higher education system is one of the largest in the world. Against only 20 universities and 500 colleges with 0.1 million students at the time of independence, we now have about 611 universities and university-level institutions and 31,324 colleges as of August 2011." In addition, the education sector is delighted with the recent announcements in the union budget. An increase in allocation by 21.7 percent for the Right to Education, Sarva Shiksha Abhiyan, to Rs 25,555 crore, and by 29 percent for Rashtriya Madhyamik Shiksha Abhiyan to Rs 3,124 crore, reiterates the government's commitment to education. As proposed, 6,000 schools will be set up at the block level as model schools in the 12th Five Year Plan. The government has articulated several initiatives to give a boost to public-private partnerships (PPPs) in this sector. PPP schemes for 2,500 schools and the credit guarantee fund for education loans to students is likely to pave the way for more private investment in higher education. In addition to all these, factors such as online learning, foreign collaboration, competition among institutes offering higher education and the efforts of vendors and partners have been driving force for attracting huge investments in this sector. It is anticipated that with the current pace of globalization and liberalization of the economies investments in this sector would grow by 40- 50 percent in the forth coming years.

THREATS & RISKS FACED BY THE SECTOR:

Although Education Sector is one of the largest sectors in the Indian Economy, it is also prone to a variety of risks both internal as well as external. External Risks relate to possible changes in Government policies, decline in India's foreign exchange reserve, inflation, slowdown in economic growth, etc. among others whereas Internal Risks vary from Company to Company and include risks relating to regulatory requirements and contractual obligations. In addition to this, risks of Technological Obsolescence, Human Resource Management, limited number of qualified instructors, dearth of quality faculty, etc also exists.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

Your Company ensures adherence to all Internal Control policies and procedures as well as compliance with all regulatory guidelines. The adequacy of internal controls is reviewed by the Audit Committee of the Board of Directors.

The Company's internal control systems are adequate, considering size and nature of operation of the Company, to meet regulatory/statutory requirements assure recording of all transactions and report reliable and timely financial information. Additionally, it also provides protection against misuse or loss of any of the company assets.

FINANCIAL PERFORMANCE :

During the year under Report the Company has earned an income of Rs. 13,55,151/- as against Rs. 19,33,198/- in the previous year ended 31st March, 2012. The profit/(Loss) before tax was Rs. 4,06,837/- as against the profit of Rs. 9,64,888/- in the previous year ended 31st March, 2012. The net Profit/(Loss) after tax during the year was Rs. 3,80,071/- as against profit of Rs. 7,76,888/- in the previous year ended 31st March, 2012.

DEVELOPMENT IN HUMAN RESOURCES

With the expansion and growth in business, the requirement for human assets has also increased. Your Company recognizes the importance of human resource development. Hence, several initiatives have been taken to ensure that people are well-trained and motivated. The Company also believes in nurturing young talent through management training programmes, which strive to develop business managers for tomorrow. Thus Attracting and retaining talent with requisite competencies, especially for the emerging business and focus on training and development to improve productivity are key trust areas for business to strengthen competitive advantage and we strongly believe in our people and the efforts taken by them to enable the organization to reach higher echelons of success.

**FOR AND ON BEHALF OF THE BOARD
EINS EDUTECH LIMITED**

**PLACE: MUMBAI
DATE: 30th May, 2013**

**Sd/-
BHAGWAN DAS AGARWAL
Chairman**

DIRECTORS' REPORT

The Directors have pleasure in presenting their **THIRTIETH ANNUAL REPORT** on the business and operations of the Company for the year ended 31st March, 2013.

1. **FINANCIAL RESULTS:**

(Amount in Rupees)

	31 st March, 2013	31 st March, 2012
Income from sales & Other Sources	13,55,151	19,33,198
Less: Expenditure & Exceptional items	9,48,314	9,68,310
Net Profit/ (Loss) before Taxation	4,06,838	9,64,888
Less: Provision for Taxation		
Current	25,007	1,88,000
Deferred Tax Liability	1,760	-
Profit/ (Loss) after Taxation	3,80,071	7,76,888

2. **OPERATIONS:**

The Company has earned profit after tax of Rs. 3,80,071/- during the current financial year as against Rs. 7,76,888/- earned during the previous financial year. The Board will strive for better performance during the ensuing financial year.

3. **CHANGE OF MANGEMNET:**

The Present Management pursuant to SEBI takeover Code, 2011 gave a Public announcement for Acquisition of shares of the Company from the public on March 4th, 2013. The Open Offer closed on March 15th, 2013 and on March 20th, 2013 management of the Company has been changed and new management came in to force.

The Present promoter of the company consists of M/s Westfield Apparels Private Limited and controlled by itself.

4. **DIRECTORS:**

During the year under review the following director's due to preoccupation and because of the change of management resigned from the Board of the company:

Mr. Sanjay Salunkhe, Director of the Company, Mr. Balkrishna Salunkhe, Director of the Company and Mr. Rajendra Salunkhe, Director of the Company resigned from the Board on 20/03/2013.

The Board appointed to Mr. Sachin Somaiya and Ms. Priti Agarwal as an Independent Additional Director of the Company on 28/12/2012, Mr. Ramawtar Gupta and Mr. Pramod Kumar Gupta as an Executive Additional Director of the Company, on 08/02/2013, Mr. Bhagwan Das Agarwal as an Chairman cum Non-Excutive Additional Director of the Company on 20/03/2013.

5. **DIVIDEND:**

Due to inadequate Profits the Board of Directors do not recommend any dividend for the year under review.

6. **AUDITORS:**

M/s. Banshi Jain & Associates, Chartered Accountants are to reappointed as Statutory Auditor of the Company to hold the office from the conclusion of the forthcoming Annual General Meeting to the next Annual General Meeting to act as Statutory Auditors at a remuneration (including out of pocket expenses) to be fixed by the Board of Directors in consultation with them. The Company has received confirmation from them that the appointment, if made, would be within the limits prescribed under Section 224 (1B) of the Companies Act, 1956.

7. **AUDITOR'S REPORT:**

The observations made in the Auditor's Report are dealt with separately by Notes on Accounts. These are self explanatory and do not call for any further comments.

8. **DEPOSITS:**

During the year under report the company has neither invited nor accepted any public fixed deposits within the meaning of Section 58A of the Companies Act, 1956 and rules made there under.

9. **PARTICULARS OF EMPLOYEES:**

The Company has no employees in the category specified under Section 217(2A) of the Companies Act, 1956.

10. **COMPANIES (DISCLOSURE OF PARTICULARS IN THE REPORT OF BOARD OF DIRECTORS) OF RULES, 1988**

The Provisions relating to relating to energy conservation and technology absorption are not applicable to the Company. The Company has not spent any expenditure on Research & Development. There are no earnings or expenditure in foreign currency.

11. **COMPLIANCE CERTIFICATE**

The compliance Certificate required under section 383A of the Companies Act, 1956 is received for the year end 31st March, 2013.

12. **ADDITIONAL INFORMATION:**

Part A and part B of the Particulars required to be furnished under the companies (disclosure of particulars in the report of Board of Directors) Rules, 1988 are Nil. There were no foreign exchange earnings and out go during the year.

13. DIRECTOR`S RESPONSIBILITY STATEMENT:

- a) Pursuant to Section 217 (2AA) of the Companies Act, 1956, the Directors confirm that: In the presentation of the Annual Accounts, the applicable Accounting Standards have been followed and that no material departures have been made from the same;
- b) the Directors had selected such Accounting policies and applied them consistently and judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for that period;
- c) the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities, and,
- d) The Directors had prepared the Annual Accounts on a going concern basis.

**FOR AND ON BEHALF OF THE BOARD
EINS EDUTECH LIMITED**

**PLACE: MUMBAI
DATE: 30th May, 2013**

**Sd/-
Bhagwan Das Agarwal
Chairman**

REPORT ON CORPORATE GOVERNANCE

1. Company's Philosophy on Code of Governance:

Your Company is fully committed to the principles of transparency, integrity and accountability in all spheres of its operations and has been practicing the principles of good corporate governance over the years. In keeping with this commitment, your Company has been upholding fair and ethical business and corporate practices and transparency in its dealings and continuously endeavors to review strengthen and upgrade its systems and procedures so as to bring in transparency and efficiency in its various business segments.

Your Board of Directors present the Corporate Governance Report for the year 2012-13 based on the disclosure requirement under Clause 49 of the Listing Agreement existing as on 31st March, 2013.

2. Board of Directors:

The Constitution of Board of Directors of the Company is governed by the Company's Act 1956 and the Clause 49 of listing agreement. The Company's Board comprises a combination of executives and non- executive Directors. The Board presently consists of 5 Directors and its mix provides a combination of professionalism, knowledge and experience required in the line of Business of the Company. The Board is responsible to manage business of the Company. The functions, responsibilities, role and accountability of the Board are well defined.

During the Financial Year 2012-2013, 9 Board Meetings were held on 15th May, 2012, 14th August, 2012, 13th November, 2012, 28th December, 2012, 8th February, 2013, 12th February, 2013, 27th February, 2013, 20th March, 2013, 21st March, 2013.

The Composition of Board of Directors is as under:

Name	Designation	Board Meetings Attended	Whether Attended AGM	Committee Membership	Committee Chairmanship	No. of Directorship in other Public Ltd. Co.
Sanjay Salunkhe	Managing Director	7	Yes	-	-	No
Balkrishna Salunkhe	Director	5	Yes	-	-	No
Rajendra Salunkhe	Director	4	Yes	-	-	No
Bhagwan Das Agarwal*	Non-Executive Director	1	No	-	-	2
Ramawtar Gupta	Executive Director	4	No	-	-	2

Priti Agarwal	Independent Director	5	No	-	-	Nil
Sachin Somaiya	Independent Director	5	No	-	-	Nil
Pramod Kumar Gupta	Executive Director	4	No	-	-	2

*Chairman of the Board w.e.f. 20.03.2013

Board Committees

The Board has constituted the following Committees of Directors:

(a) Audit Committee:

i. Terms of Reference

The role and terms of reference of Audit Committee covers areas mentioned under Clause 49 of the Listing Agreement and Section 292A of the Companies Act, 1956, besides other terms as may be referred by the Board of Directors.

ii. Composition

The Audit Committee constituted on 8th February, 2013 as follows:

1. Ms. Priti Agarwal,	Chairman
2. Mr. Sachin Somaiya,	Member
3. Mr. Pramod Kumar Gupta,	Member

The Composition of Audit Committee is in conformity with Clause 49 II (A) of the Listing Agreement.

A brief description of the terms of reference of the Audit Committee is as follows:

To review Internal Audit Reports, Statutory Auditors' Report on the financial statements, to generally interact with the Internal Auditors and Statutory Auditors, to review the adequacy of internal control systems, to select and establish accounting policies, to review financial statements before submission to the Board, to recommend the appointment and removal of external auditor and fixation of audit fees and other matters specified under Clause 49 of the Listing Agreement and Section 292A of the Companies Act, 1956.

During the 2012-13 under review 1(One) meetings of the Audit Committee were held, on 12/02/2013.

The attendances of members are as follows:

Name	Category	Meetings during the Year 2012-13	
		Held	Attended
Priti Agarwal	Chairman	1	1
Sachin Somaiya	Member	1	1
Pramod kumar Gupta	Member	1	1

(b) Remuneration Committee

Since the Company does not have remuneration Committee (constitution of which is a non-mandatory requirement), the details pertaining to the same are not provided.

Details of Remuneration paid to Directors

The payment of salary to Directors was Nil during the financial year 2012-2013.

No Stock option has been allotted to any of the Directors during the financial year 2012-2013.

(c) Share Transfer & Shareholders' / Investors' Grievance Committee:

(i) Terms of references

- a) To scrutinize and approve registration of transfer of shares / debentures / warrants issued / to be issued by the company.
- b) To exercise all power conferred on the Board of Directors under Articles of the Article of Association.
- c) To decide all questions and matters that may arise in regard to transmission of shares / debentures / warrants issued / to be issued by the Company.
- d) To approve and issue duplicate shares / debentures / warrants certificates in lieu of those reported lost,
- e) To refer to the Board and any proposal of refusal of registration of transfer of shares / debentures / warrants for their consideration.
- f) To look into shareholders and investors complaints like transfer of shares, non-receipt of declared dividends, etc., and
- g) To delegate all or any of its power of Officers / Authorized Signatories of the Company.

a. Composition

The Share Transfer & Shareholders/Investors' Grievance Committee constituted on 8th February, 2013 as follows:

1. Ms. Priti Agarwal	Chairman
2. Mr. Sachin Somaiya,	Member
3. Mr. Pramod Kumar Gupta,	Member

The constitution and terms of reference of the Share Transfer & Shareholders' / Investors' Grievance Committee is in agreement with the guidelines prescribed under Clause 49 of the Listing Agreement entered into with the Stock Exchanges.

This committee (i) approves and monitors transfers, transmission, splitting and consolidation of securities and issue of duplicate Certificates by the Company; (ii) looks into various issues relating to shareholders, including the redressal of shareholders' and investors' complaints like transfer of shares, non-receipt of Balance Sheet, dividend etc.; and (iii) carries out the functions envisaged under the Code of Conduct for Prevention of Insider Trading adopted in terms of Regulation 12(1) of the SEBI (Prohibition of Insider Trading) Regulations, 1992.

The Share Transfer & Shareholders' / Investors' Grievance Committee met 1(One) times during the 2012-13 on 12/02/2013.

The attendances of members are as follows:

Name	Category	Meetings during the Year 2012-13	
		Held	Attended
Priti Agarwal	Chairman	1	1
Sachin Somaiya	Member	1	1
Pramod kumar Gupta	Member	1	1

3. Detail of Complaints:

- No. of shareholders' complaints received during the year : Nil
- No. of complaints not resolved to the satisfaction of shareholders : Nil
- No. of pending share transfers : Nil

4. General Body Meetings:

Location and time where last three Annual General Meetings were held:

Financial Year	Date	Time	Location
2011-2012	29/09/2011	11 A.M.	At Regd. Office, Mumbai
2010-2011	30/09/2011	11 A.M.	At Regd. Office, Mumbai
2009-2010	30/09/2010	11 A.M.	At Regd. Office, Mumbai

Location and time where Extra Ordinary General Meetings were held in last 3 Yaers:

Financial Year	Date	Time	Location
2011-2012	11/07/2011	11 A.M.	At Regd. Office, Mumbai

Whether Special Resolutions were put through postal ballot last year: YES

Are votes proposed to be conducted through postal ballot this year: No

5. Other disclosures:

(a) Related Party Transactions

Disclosures on materially significant related party transactions i.e. transactions of the Company of material nature, with its promoters, the Directors or the management, their subsidiaries or relatives etc. that may have potential conflict with the interests of Company at large:

None of the transactions with any of the related parties were in conflict with the interest of the Company at large.

(b) Disclosure of Accounting Treatment

In the preparation of financial statements, the Company has followed the Accounting Standards issued by the Institute of Chartered Accountants of India to the extent applicable. The Company has not complied with Revised Accounting Standard AS-15 for Gratuity and Leave Encashment as the same are being accounted for on Cash Basis.

(c) Disclosures on Risk Management

During the year under review, a detailed exercise on Business Risk Management was carried out covering the entire spectrum of business operations and the Board has been informed about the risk assessment and minimization

procedures as required under Clause 49 of the Listing Agreement. The Company has framed the Risk Assessment and Minimization- Procedure which will be periodically reviewed by the Board.

(d) Code of Conduct

The Board of Directors has adopted the Code of Ethics and Business Principles for the Non-executive Directors as also for the employees including Executive Director. The said Code has been communicated to all the Directors.

(e) Details of non-compliance by the Company, penalties, strictures imposed on the Company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years:

None

6. Non-Mandatory Requirements:

(a) Office of the Chairman of the Board:

The Company does not defray the secretarial expenses of the Chairman's office.

(b) Remuneration Committee

The Company has not constituted remuneration committee.

(c) Shareholder rights- furnishing of half yearly results:

The Company's Quarterly results are published in newspapers and are, therefore, not sent to the shareholders.

7. CEO/CFO Certification

A certificate from Ramawtar Gupta, Director on the financial statements of the Company was placed before the Board, as required by Clause 49(V) of the Listing Agreement.

8. Means of communication:

(a) Quarterly results:

The Unaudited quarterly results are announced within 45 days from the end of the quarter, as stipulated under the listing agreement with the Bombay Stock Exchange Limited & Calcutta Stock Exchange Ltd.

(b) Newspapers wherein normally published: Yes

(c) Any Website, wherein displayed: Yes

(d) Whether Website also displays official news releases: Yes

(e) Whether presentations made to institutional investors or to the analysts: No

**(f) Whether Management Discussion & Analysis Report is a part of Annual Report:
Yes**

9. General Shareholder information:

(a) AGM date, time and venue:

Annual General Meeting will be held on Saturday, the 31st August, 2013 at 2:00 P.M. at the Registered office of the Company – 212, C-wing, Crystal Plaza, New Link Road, Oshiwara, Andheri (W), Mumbai – 400 053.

(b) Financial Year: The Financial Year is from 1st April to 31st March.

(c) Tentative Schedule

Unaudited Results for quarter ending June 30, 2013	:14 th Aug., 2013
Unaudited Results for quarter ending September 30, 2013	:14 th Nov., 2013
Unaudited Results for quarter ending December 31, 2013	:14 th Feb, 2014
Unaudited Results for year ending March 31, 2014	:15 th May, 2014
AGM for year ending March 31, 2014	: End September, 2014

(d) Book Closure period: Share Transfer Register will be closed from 23rd August, 2013 to 30th August, 2013 (Both Days Inclusive)

(e) Dividend payment date: Not Applicable

(f) Stock Exchanges where securities are listed.

The Company's securities are listed at:

Bombay Stock Exchange Limited (BSE)

Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001

Calcutta Stock Exchange Ltd.

7, Lyons Range, Kolkata - 700001

(g) Stock market data:

During the year the trading of the shares of the Company continues shares of the Company is regularly trading in T Group.

(h) Stock code: 511064

(i) ISIN: INE099M01019

(j) Registrar and Transfer Agent:

M/s Sharepro Services (India) Pvt. Ltd.

13 AB Samhita Warehousing Complex,
2nd Floor, Sakinaka Telephone Exchange Lane,
Off Andheri-Kurla Road, Sakinaka,
Andheri (E), Mumbai - 400 072.

Tel.: 91-22-67720 300/400

Email: sharepro@shareproservices.com

(k) Share Transfer Systems

The Share transfer is processed by the Registrar & Share Transfer Agent, Sharepro Services (India) Pvt. Ltd. and approved by Share Transfer Committee, if the documents are complete in all respects, within 15 days from the date of lodgment.

(l) Dematerialization of shares and liquidity: 35500 shares (13.15%)

(m) Outstanding GDRs/ Warrants, Convertible Bonds, conversion date and it impact on equity: Nil

(n) Distribution of Shareholding and Shareholding Pattern as on 31st March, 2013.

(o) Distribution of Shareholding as on 31st March, 2013:

Share Holding of Nominal Value of		Share Holders		Share Amount	
Rs.	Rs.	Number	% of Total Nos.	In Rs.	% of Total Amount
	(1)	(2)	(3)	(4)	(5)
Up to	5,000	0	0.00%	0.00	0.00%
5,001	10,000	2	4.55%	20,000.00	0.74%
10,001	20,000	27	61.36%	495,000.00	18.33%
20,001	30,000	10	22.73%	240,500.00	8.91%
30,001	40,000	3	6.82%	110,000.00	4.07%
40,001	50,000	0	0.00%	0.00	0.00%
50,001	1,00,000	1	2.27%	70,000.00	2.59%
1,00,001	And above	1	2.27%	1,764,500.00	65.35%
TOTAL		44	100.00%	27,00,000.00	100.00%

(1) Shareholding pattern as on 31st March 2013:

	No. of Shares held	% to Total Shares
Promoter Group	1,76,450	65.35
Mutual Funds and UTI		
Banks & Financial institutions & Insurance Companies etc.	-	-
Venture Capital Funds		-
Corporate Bodies	11,000	4.07
General Public	82,550	30.57
NRI's / OCBs	-	-
TOTAL	2,70,000	100.00

(O) Address for correspondence:

The Company's Registered Office is situated at –
EINS EDUTECH LTD.

212, C-Wing, Crystal Plaza, New Link Road,
Oshiwara, Andheri (w), Mumbai – 400 053.

Any Correspondence by the shareholders should be addressed either to
Registered Office at above address or Registrar/ Share Transfer Agents.

DECLARATION

As provided under Clause 49 of the Listing Agreement with the Stock Exchanges, this is to confirm that all the Members of the Board have affirmed compliance with the Code of Conduct for the year ended 31st March, 2013.

**FOR AND ON BEHALF OF THE BOARD,
EINS EDUTECH LIMITED**

**PLACE: MUMBAI
DATE : 30th May , 2013**

**Sd/-
BHAGWAN DAS AGARWAL
Chairman**

CERTIFICATE OF CORPORATE GOVERNANCE REPORT

To,

The Members of

EINS EDUTECH LIMITED

212, C-Wing, Crystal Plaza,

New Link Road, Oshiwara,

Andheri (West), Mumbai – 400 053

I have examined the Compliance of conditions of Corporate Governance by **EINS EDUTECH LIMITED**, for the year ended 31st March, 2013 as stipulated in Clause 49 of the Listing Agreement(s) of the said Company with Stock Exchange(s).

The Compliance of conditions of Corporate Governance is the responsibility of the Management. My examination was limited to procedures and implementations thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statement of the Company.

In our opinion and to the best of our information and according to the explanations given to us we certify that the company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

We state that no investor grievance(s) is/ are pending for a period exceeding for one month against the Company as per the records maintained by the Shareholders/Investors Grievance Committee.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

PLACE: MUMBAI

DATE: 30 /05 /2013

FOR BANSHI JAIN & ASSOCIATES

Practising Chartered Accountant

Sd/-

Anuj B. Golecha

Partner

Membership No. 117617

CFO CERTIFICATE

I, Ramawtar Gupta, CFO of Eins Edutech Ltd. to the best of my knowledge and belief certify that:

1. I have reviewed the balance sheet and profit and loss account, and all its schedules and notes to accounts, as well as the cash flow statement.
2. Based on my knowledge, information and belief, these statements do not contain any untrue statement of a material fact or omit to state a material fact that might be misleading with respect to the statements made.
3. Based on my knowledge, information and belief, the financial statements and other financial information included in this report present a true and fair view of the company's affairs for the period presented in this report and are in compliance with the existing accounting standards, applicable laws and regulations.
4. To the best of my knowledge, information and belief, no transactions entered into by the company during the year are fraudulent, illegal or violative of the Company's Code of Conduct.
5. I am responsible for establishing and maintaining internal controls for financial reporting and have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting.
6. I have disclosed, based on my most recent evaluation, wherever applicable, to the Company's Auditors and the Audit Committee of the Company's Board of Directors all significant deficiencies in the design or operation of internal controls, if any, of which they are aware and the steps taken or proposed to be to rectify the deficiencies;

I have indicated to the Auditors and the Audit Committee:

- a) Significant changes in the Company's internal control over the financial reporting during the year;
- b) All significant changes in accounting policies during the year, if any, and that the same have been disclosed in the notes to the financial statements;
- c) Any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal control system over financial reporting.

**FOR AND ON BEHALF OF THE BOARD,
EINS EDUTECH LIMITED**

**PLACE: MUMBAI
DATE: 30th May, 2013**

**Sd/-
RAMAWTAR GUPTA
CFO/Director**

SECRETARIAL COMPLIANCE CERTIFICATE
[Rule 3 of Companies (Compliance Certificate) Rules, 2001]

**TO,
THE MEMBERS,
M/S. EINS EDUTECH LIMITED
MUMBAI, (MH)**

I have examined the registers, records and books and papers of "EINS EDUTECH LIMITED" as required to be maintained under the Companies Act, 1956 (the Act) and the rules made there under and also the provisions of contained in the Memorandum and Articles of Association of the company for the financial year ended on **31st March 2013**. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the company, its officers and agents, I certify that in respect of the aforesaid financial year:

1. The company kept and maintained all the registers as stated in "Annexure-A" to this certificate, as per the provisions and the rules made there under and all entries therein have been duly recorded.
2. The company has duly filed the forms and returns as stated in "Annexure-B" to this certificate, with the Registrar of Companies, Regional Director, Central Government, Company Law Board or other authorities within the time prescribed under the Act and the rules made thereunder.
3. The company, being a Public Limited Company, has the minimum prescribed paid-up capital, and comments on maximum number of members are not required.
4. The board of directors duly met 09(Nine) times on 15/05/2012, 14/08/2012, 13/11/2012, 28/12/2012, 08/02/2013, 12/02/2013, 27/02/2013, 20/03/2013, 21/03/2013 in respect of which meetings proper notices was given and the proceedings were properly recorded and signed including the circulars resolutions passed in the minute's book maintained for the purpose.
5. The company has closed its Register of Members from 26th September, 2012 to 28th September, 2012 (Both Days inclusive) during the financial year 2012-13.
6. The Annual General Meeting for the financial year end on 31st March 2012 was held on 29th September 2012 after giving due notice to the members of the company and the resolution passed there at were duly recorded and signed in the minutes books maintained for the purpose.
7. No extra ordinary general meeting was held during the financial year.
8. According to the information provided, the company has not advanced any loans to its directors or persons or firms or companies referred to under section 295 of the Act.
9. According to information and explanations furnished to me, the company has duly complied with the provisions of Section 297 of the Act in respect of contracts specified in that section.
10. The company has made necessary entries in the register maintained under section 301 of the Companies Act, 1956.
11. According to information and explanations furnished to me, there were no instances falling within the purview of section 314 of the Act, the Company has not obtained any approvals from the board of directors, members, or the Central Government.
12. The Company has not issued any duplicate share certificates during the financial year.

13. The company -
 - i. Has delivered all the certificate of allotment and lodgment thereof for transfer or transmission of shares during the financial year.
 - ii. Has not declared any dividend during the financial year.
 - iii. Was not required to post warrants to any members of the Company as no dividend was declared during the financial year.
 - iv. Was not required to transfer the amounts in unpaid dividend account, application money due for refund, matured debentures and the interest accrued thereon which have remained unclaimed or unpaid for a period of seven years to Investor Education and Protection Fund.
 - v. Has duly complied with the requirements of section 217 of the Act.
14. The board of directors of the company is duly constituted and change among the directors has been duly made in accordance with the provisions of the Act.
15. The appointment of Managing Director has been made in compliance with the provision of Section 269 read with Schedule XIII to the Act, and approval of the Central Government was not necessary in respect of appointment of Managing Director as the same was in accordance with the Schedule XIII of the Act.
16. As per the information provided, the company has not appointed any sole selling agent during the financial year.
17. According to the information and explanation furnished to me, the company has not require to obtain any approval from the Central Government, Company Law Board, Regional director, registrar or such other authorities as may be prescribed under the provisions of the act and the rules made there under.
18. The directors have disclosed their interest in other firms/companies to the board of directors pursuant to the provisions of the Act and the rules made there under.
19. The company has not issued any securities during the financial year.
20. The company has not bought back any shares/ debentures during the financial year.
21. There was no redemption of preference shares/ debentures during the financial year.
22. There were no transactions necessitating the company to keep in abeyance the rights to dividend, right shares, and bonus shares pending registration, of transfer of shares.
23. The company has not invited/ accepted any deposits falling within the purview of Section 58-A of the Act, during the financial year.
24. The Company has not made any borrowings during the financial year from any Financial Institution, Banks and others under scrutiny.

Or

The company has not made any borrowings during the financial year ended on 31/03/2013.

25. According to the information and explanation furnished, the company has not made any loans and investments or given guarantees or provided securities to other bodies corporate in compliance with the provisions of Section 372A of Companies Act.

Or

The company has not made loans or advances or given guarantees or provided securities to other bodies corporate and consequently no entries have been made in the register kept for the purpose.

26. The company has not altered the provisions of Memorandum with respect to the situation of the company's registered office from one state to another during the financial year.
27. The company has not altered the provisions of Memorandum with respect to the objects of the company during the year under scrutiny.
28. The company has not altered the provisions of Memorandum with respect to name of the company during the year under scrutiny.
29. The company has not altered the provisions of Memorandum with respect to share capital of the company during the financial year.
30. The company has not altered its Articles of Association during the financial year.
31. On the basis of representation received from the Company there was no prosecutions initiated against or show cause notices received by the company for alleged offences under the Act and also no fines or penalties or any other punishments imposed on the company during the financial year.
32. The company has not received any money as security from its employees during the year.
33. The company has not constituted any provident fund with reference to section 418 of the Companies Act. 1956.

Place: Mumbai
Date: 30th May, 2013

For Ajmal Parora & Associates
Company Secretaries

Sd/-

Ajmal P Parora
C.P. No. 11050

INDEPENDENT AUDITORS' REPORT

To
The Members of
EINS EDUTECH LIMITED

Report on the Financial Statements

We have audited the accompanying financial statements of **EINS EDUTECH LIMITED** ("the Company"), which comprise the Balance Sheet as at March 31, 2013, the Statement of Profit and Loss and the Cash Flow Statement of the Company for the year then ended and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act"). This responsibility includes the design, implementation and maintenance of internal control 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.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with the ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers the internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2013;

(b) in the case of the Statement of Profit and Loss, of the profit of the Company for the year ended on that date, and

(c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2003("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by Section 227(3) of the Act, we report that:
 - (a) We have 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 it appears from our examination of those books.
 - (c) The Balance Sheet, Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the Balance Sheet, Statement of Profit and Loss, and the Cash Flow Statement comply with the Accounting Standards referred to in sub-section (3C) of section 211 of the Act.
 - (e) On the basis of the written representations received from the directors as on 31st March, 2013 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2013 from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Act.

For BANSHI JAIN & ASSOCIATES
Chartered Accountants
Firm Registration No. 100990W

Sd/-
ANUJ B GOLECHA
Partner
Membership No. 117617

PLACE: MUMBAI
DATE: 30th May, 2013

ANNEXURE TO INDEPENDENT AUDITORS' REPORT

[Referred to in paragraph 1 under the heading of "Report on Other Legal and Regulatory Requirements" of our report of even date]

- 1) a) The company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
b) As explained to us, fixed assets have been physically verified by the management at reasonable intervals; no material discrepancies were noticed on such verification. In our opinion, the frequency of verification is reasonable.
c) In our opinion and according to the information and explanations given to us, no fixed asset has been disposed during the year and therefore does not affect the going concern assumption.
- 2) As explained to us, the company does not hold any inventory. Accordingly, paragraph 4 (ii) of the Order is not applicable.
- 3) The Company has not granted or taken any loans, secured or unsecured, to or from any Companies, Firms or other Parties covered in the register maintained under Section 301 of the Act. Therefore paragraph 4 (iii) of the Order is not applicable.
- 4) In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business with regard to purchases of inventory, fixed assets and with regard to the sale of goods. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal controls.
- 5) a) In our opinion and according to the information and explanations given to us, the transactions that need to be entered into the register maintained under Section 301 of the Companies Act, 1956 have been so entered.
b) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of contracts or arrangements entered in the register maintained under Section 301 of the Companies Act, 1956 and exceeding the value of Rupees Five Lacs in respect of any party during the year have been made at prices which are reasonable having regard to prevailing market prices at the relevant time.

- 6) According to information and explanation given to us the Company has not accepted any deposits from the public within the meaning of Section 58A and 58AA or any other relevant provisions of the Act and the Rules framed there under.
- 7) In our opinion, the Company has an internal audit system commensurate with its size and nature of its business.
- 8) The Central Government of India has not prescribed the maintenance of cost records under Clause (d) of Sub-Section (1) of Section 209 of the Companies Act, 1956.
- 9) a) According to the information and explanations given to us and according to the books and records as produced and examined by us, in our opinion, the Company is generally regular in depositing the undisputed statutory dues including provident fund, investor education and protection fund, employees' state insurance, income-tax, wealth tax, service tax and other material statutory dues as applicable with the appropriate authorities. There are no outstanding dues in respect of the above items, which are more than six months as at the Balance Sheet date.
b) According to the information and explanations given to us, there is no amounts payable in respect of income tax, wealth tax, service tax, sales tax, customs duty and excise duty which have not been deposited on account of any disputes.
- 10) The Company has no accumulated losses as at 31st March, 2013 and it has not incurred any cash losses in the immediately preceding financial year.
- 11) According to the records of the Company examined by us and the information and explanations given to us, the Company has not defaulted in repayment of dues to any bank. The Company has neither taken any loans from a financial institution nor issued any debentures.
- 12) In our opinion and according to the information and explanations given to us and according to the books and records as produced and examined by us, the Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- 13) The provisions of any special statute applicable to Chit Fund / Nidhi / Mutual Fund / Societies are not applicable to the Company. Accordingly clause 4(xiii) of the Order is not applicable.
- 14) In our opinion and according to the information and explanations given to us and according to the books and records as produced and examined by us, the Company has maintained proper records of

transactions and contracts relating to dealing or trading in shares, securities, debentures and other investments during the year and timely entries have been made therein and such securities have been held by the Company in its own name.

- 15) In our opinion, and according to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions during the year.
- 16) In our opinion and according to the information and explanations given to us and according to the books and records as produced and examined by us, the Company has not obtained any term loans.
- 17) According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, there are no funds raised on a short term basis which have been used for long term investment.
- 18) According to the information and explanations given to us, the Company has not made any preferential allotment of shares to parties and Companies covered in the register maintained under Section 301 of the Companies Act, 1956 during the year.
- 19) The Company has not issued any debentures. Accordingly, clause 4(xix) of the Order is not applicable.
- 20) The Company has not raised any money by public issues during the year.
- 21) During the course of our examination of the books and records of the company, carried out in accordance with the generally accepted auditing practices in India, we have neither come across any instance of fraud on or by the company, noticed or reported during the year, nor have we been informed of such case by the management.

For BANSHI JAIN & ASSOCIATES
Chartered Accountants
Firm Registration No. 100990W
Sd/-
ANUJ B GOLECHA
Partner
Membership No. 117617

PLACE: MUMBAI
DATE: 30th May, 2013

EINS EDUTECH LIMITED

BALANCE SHEET AS AT 31ST MARCH, 2013

(IN RUPEES)

S. N	PARTICULARS	NOTE NO.	FOR THE YEAR ENDED 31/03/2013		FOR THE YEAR ENDED 31/03/2012	
I	<u>EQUITY AND LIABILITIES</u>					
1	<u>SHAREHOLDERS FUNDS</u>					
	(a) SHARE CAPITAL	1		27,00,000.00		27,00,000.00
	(b) RESERVES AND SURPLUS	2		89,18,184.56		85,38,114.00
	TOTAL(1)			1,16,18,184.56		1,12,38,114.00
2	<u>SHARE APPLICATION MONEY PENDING</u>	3		5,13,00,000.00		-
2	<u>DEFERRED TAX LIABILITIES (NET)</u>	3		1,760.00		-
	TOTAL(2)			1,760.00		-
3	<u>CURRENT LIABILITIES</u>					
	(a) TRADE PAYABLES	4		2,42,500.00		69,583.00
	(b) OTHER CURRENT LIABILITIES	5		1,76,760.00		59,011.00
	(c) SHORT TERM PROVISIONS	6		12,84,764.00		12,59,757.00
	TOTAL(3)			17,04,024.00		13,88,351.00
	TOTAL(1+2+3)			6,46,23,968.56		1,26,26,465.00
II	<u>ASSETS</u>					
1	<u>NON-CURRENT ASSETS</u>					
	(a) FIXED ASSETS					
	(i) TANGIBLE ASSETS	7		36,250.00		-
	(b) NON-CURRENT INVESTMENTS	8		1,00,00,000.00		67,20,673.00
	(c) LONG-TERM LOANS AND ADVANCES	9		3,00,25,000.00		25,000.00
	TOTAL(1)			4,00,61,250.00		67,45,673.00
2	<u>CURRENT ASSETS</u>					
	(a) TRADE RECEIVABLES	10		20,02,717.00		15,49,571.00
	(b) CASH AND CASH EQUIVALENTS	11		2,13,23,635.28		30,40,185.00
	(c) SHORT-TERM LOANS AND ADVANCES	12		12,36,366.28		12,34,463.00
	(d) OTHER CURRENT ASSETS	13		-		56,573.00
	TOTAL(2)			2,45,62,718.56		58,80,792.00
	TOTAL(1+2)			6,46,23,968.56		1,26,26,465.00

SIGNIFICANT ACCOUNTING POLICIES & NOTES ON ACCOUNTS

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FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

Sd/-
Ramawtar Gupta
DIRECTOR

Sd/-
Bhagwan Das Agarwal
DIRECTOR

AUDITOR'S REPORT

SIGNED IN TERMS OF OUR SEPARATE
REPORT OF EVEN DATE.

Sd/-
BANSHI JAIN & ASSOCIATES
Chartered Accountants
ANUJ B GOLECHA
Partner
Membership No. 117617

PLACE: MUMBAI
DATED: 30/05/2013

EINS EDUTECH LIMITED
BALANCE SHEET AS AT 31ST MARCH, 2013

(IN RUPEES)

NOTE NO.	S.N	PARTICULARS	FOR THE YEAR ENDED 31/03/2013	FOR THE YEAR ENDED 31/03/2012	
1		SHARE CAPITAL:			
	A.	Authorised 15000000 Equity Shares (L.Y 15000000 Equity Shares) of Rs.10/- each	15,00,00,000.00	15,00,00,000.00	
	B.	Issued, Subscribed & Paid up 270000 Equity Share(L.Y 2,70,000 Equity Shares) of Rs.10/- each	27,00,000.00	27,00,000.00	
			<u>27,00,000.00</u>	<u>27,00,000.00</u>	
C.		Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting period			
			31ST MARCH , 2013	31ST MARCH , 2012	
			Nos	Amount	
		Shares outstanding at the beginning of the year	2,70,000.00	27,00,000.00	
		Shares issued during the year	-	-	
		Shares outstanding at the end of the year	2,70,000.00	27,00,000.00	
D.		TERMS/ RIGHTS ATTACHED TO EQUITY SHARES			
		The Company has only one class of equity share having par value of Rs 10/- per share . Each holder of Equity share is entitled to one vote per share.			
		In the event of liquidation of the company , the holder of equity shares will be entitled to receive remaining assets of the company after distribution of all preferential amounts. The distribution will be in proportion to the number of equity share held by the shareholders.			
E.		Details of shareholders holding more than 5% shares of the Company			
		NAME OF THE SHAREHOLDER			
		31ST MARCH , 2013		31ST MARCH , 2012	
		(EQUITY SHARES OF RS 10/ EACH FULLY PAID UP		Nos	
		Nos		%	
		Sanjay Saluke		1,76,450.00	
		WESTFIELD APPARELS PVT LTD		65.35	
		-	-	-	-
		1,76,450.00	65.35	-	-
		As per the records of the Company , including its Register of Members and other declarations received from the shareholders regarding beneficial interest , the above shareholders represents legal ownership of shares .			
F.		SHARES ISSUED FOR CONSIDERATION OTHER THAN CASH			
		NOT APPLICABLE			
2		RESERVE & SURPLUS:			
	A.	SECURITIES PREMIUM ACCOUNT			
		AT THE BEGINNING OF THE ACCOUNTING PERIOD	22,50,000.00	22,50,000.00	
		ADDITIONS DURING THE YEAR	-	-	
		AT THE END OF THE ACCOUNTING PERIOD	A <u>22,50,000.00</u>	<u>22,50,000.00</u>	
	B.	SURPLUS			
		AT THE BEGINNING OF THE ACCOUNTING PERIOD	62,88,114.00	55,11,226.00	
		ADDITIONS DURING THE YEAR	3,80,070.56	7,76,888.00	
		(BALANCE IN STATEMENT OF PROFIT & LOSS A/C)			
		TRANSFER TO/FROM RESERVES	-	-	
		AT THE END OF THE ACCOUNTING PERIOD	B <u>66,68,184.56</u>	<u>62,88,114.00</u>	
		GRAND TOTAL	A+B <u>89,18,184.56</u>	<u>85,38,114.00</u>	
3		SHARE APPLICATION MONEY PENDING ALLOTMENT	5,13,00,000.00	-	
			<u>5,13,00,000.00</u>	<u>-</u>	

EINS EDUTECH LIMITED

BALANCE SHEET AS AT 31ST MARCH, 2013

(IN RUPEES)

NOTE NO.	S.N	PARTICULARS	FOR THE YEARENDED 31/03/2013	FOR THE YEARENDED 31/03/2012		
4		TRADE PAYABLES				
		SUNDRY CREDITORS	2,42,500.00	69,583.00		
			<u>2,42,500.00</u>	<u>69,583.00</u>		
5		OTHER CURRENT LIABILITIES				
		(a) AUDIT FEE PAYABLE	50,562.00	49,635.00		
		(b) TDS PAYABLE	43,343.00	9,376.00		
		(c) RTA FEES PAYABLE	37,348.00	-		
		(d) PROFESSIONAL FEES PAYABLE	45,507.00	-		
			<u>1,76,760.00</u>	<u>59,011.00</u>		
6		SHORT-TERM PROVISIONS				
		PROVISIONS FOR TAXATION	12,84,764.00	12,59,757.00		
			<u>12,84,764.00</u>	<u>12,59,757.00</u>		
7		FIXED ASSETS				
		TANGIBLE ASSETS				
		GROSS BLOCK				
		ASSETS	OP. BALANCE	ADDITION	DELETION	TOTAL
	a	HTC MOBILE	-	8,000.00	-	8,000.00
	b	PRINTER	-	15,900.00	-	15,900.00
	c	SAMSUNG MOBILE	-	13,000.00	-	13,000.00
			-	-	-	-
		TOTAL OF THIS YEAR	-	36,900.00	-	36,900.00
		DEPRECIATION BLOCK				
	a	HTC MOBILE	-	95.00	-	95.00
	b	PRINTER	-	401.00	-	401.00
	c	SAMSUNG MOBILE	-	154.00	-	154.00
			-	-	-	-
		TOTAL OF THIS YEAR	-	650.00	-	650.00
		NET BLOCK		THIS YEAR		LAST YEAR
	a	HTC MOBILE		7,905.00		-
	b	PRINTER		15,499.00		-
	c	SAMSUNG MOBILE		12,846.00		-
				-		-
		TOTAL OF THIS YEAR		<u>36,250.00</u>		<u>-</u>

EINS EDUTECH LIMITED
BALANCE SHEET AS AT 31ST MARCH, 2013

(IN RUPEES)

NOTE NO.	S.N	PARTICULARS	FOR THE YEARENDED 31/03/2013	FOR THE YEARENDED 31/03/2012
8		NON CURRENT INVESTMENT:		
		INVESTMENT IN SHARES (AT COST) (in fully paid up Equity Shares other than trade)		
		QUOTED (Long Term other than Trade)	2012-13 Qty. Rs.	2011-2012 Qty. Rs.
		TOTAL : A	-	-
		UNQUOTED		
		Saraswati Buildhome Pvt Ltd	12,000.00 60,00,000	
		Pearl Planet Pvt Ltd	80,000.00 40,00,000	-
		TOTAL : B	92,000.00 1,00,00,000	-
		MUTUAL FUND		
		INVESTMENT IN RELIANCE MONEY MANAGER	-	54,68,560.00
		INVESTMENT IN IDBI MUTUAL FUND	-	12,52,113.00
		TOTAL : C	92,000.00 1,00,00,000	67,20,673.00
		TOTAL : A+B+C	92,000.00 1,00,00,000	67,20,673.00
		MARKET VALUE OF QUOTED SHARES		
9		LONG TERM LOANS & ADVANCES: (UNSECURED CONSIDERED GOOD UNLESS OTHERWISE STATED)		
		DEPOSIT WITH SEBI	25,000.00	25,000.00
		OTHERS:		
		ADVANCE TO USG TECH SOLUTION LTD	<u>3,00,00,000.00</u>	-
			<u>3,00,25,000.00</u>	<u>25,000.00</u>
10		TRADE RECEIVABLES: (UNSECURED CONSIDERED GOOD UNLESS OTHERWISE STATED)		
		(1)DEBTS OUTSTANDING FOR A PERIOD EXCEEDING SIX MONTHS FROM THE DATE THEY ARE DUE		
		OTHER DEBTS	<u>20,02,717.00</u>	<u>15,49,571.00</u>
			<u>20,02,717.00</u>	<u>15,49,571.00</u>
11		CASH & CASH EQUIVALENTS :		
		(a) BALANCE WITH BANKS		
		IN CURRENT ACCOUNTS:	2,13,06,724.96	19,86,552.00
		IN DEPOSIT ACCOUNT		10,45,370.00
		(b)CASH IN HAND	<u>16,910.32</u>	<u>8,263.00</u>
			<u>2,13,23,635.28</u>	<u>30,40,185.00</u>
12		SHORT TERM LOANS & ADVANCES: (UNSECURED CONSIDERED GOOD UNLESS OTHERWISE STATED)		
		OTHER LOANS AND ADVANCES:		
		PREPAID EXPENSES	10,374.28	40,811.00
		ADVANCE PAYMENT OF TAX (INCLUDING TDS)	<u>12,25,992.00</u>	<u>11,93,652.00</u>
			<u>12,36,366.28</u>	<u>12,34,463.00</u>
13		OTHER CURRENT ASSETS:		
		SERVICE TAX RECEIVABLES	-	<u>56,573.00</u>
			<u>-</u>	<u>56,573.00</u>

PART II - STATEMENT OF PROFIT AND LOSS

EINS EDUTECH LIMITED

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2013

(RUPEES IN)

S. N	PARTICULARS	NOTE NO.	FOR THE YEARENDED 31/03/2013	FOR THE YEARENDED 31/03/2012
	REVENUE FROM OPERATIONS			
I	REVENUE FROM OPERATIONS	14	8,23,250.00	14,60,743.00
II	OTHER INCOME	15	5,31,901.44	4,72,455.00
	TOTAL REVENUE		13,55,151.44	19,33,198.00
	EXPENSES:			
a	EMPLOYEE BENEFITS EXPENSES	16	1,917.00	-
b	FINANCE COSTS	17	42.00	5,860.00
c	DEPRECIATION AND AMORTIZATION EXPENSE	18	650.00	-
d	OTHER EXPENSES	19	8,89,131.88	9,62,450.00
III	TOTAL EXPENSES		8,91,740.88	9,68,310.00
IV	PROFIT BEFORE EXCEPTIONAL AND EXTRAORDINARY ITEMS AND TAX (III-IV)		4,63,410.56	9,64,888.00
	EXCEPTIONAL ITEMS		56,573.00	-
V	PROFIT BEFORE EXTRAORDINARY ITEMS AND TAX (V-VI)		4,06,837.56	9,64,888.00
	EXTRAORDINARY ITEMS		-	-
VI	PROFIT BEFORE TAX (VII-VIII)		4,06,837.56	9,64,888.00
VII	TAX EXPENSE			
a	CURRENT TAX		25,007.00	1,88,000.00
b	EARLIER YEARS TAX		-	-
c	DEFERRED TAX		1,760.00	-
d	TDS WRITTEN OFF		-	-
VIII	PROFIT(LOSS) FOR THE PERIOD FROM CONTINUING OPERATIONS (VII-VIII)		3,80,070.56	7,76,888.00
	PROFIT(LOSS) FROM DISCONTINUING OPERATIONS		-	-
	TAX EXPENSE OF DISCONTINUING OPERATIONS		-	-
	PROFIT(LOSS) FROM DISCONTINUING OPERATIONS (AFTER TAX) (XII-XIII)		-	-
IX	PROFIT (LOSS) FOR THE PERIOD (XI+XIV)		3,80,070.56	7,76,888.00
X	EARNING PER EQUITY SHARE			
a	BASIC	20	1.408	2.877
b	DILUTED			

SIGNIFICANT ACCOUNTING POLICIES & NOTES ON ACCOUNTS

21

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

Sd/-
Ramawtar Gupta
DIRECTOR

Sd/-
Bhagwan Das Agarwal
DIRECTOR

PLACE: MUMBAI
DATED: 30/05/2013

AUDITOR'S REPORT

SIGNED IN TERMS OF OUR SEPARATE
REPORT OF EVEN DATE.

Sd/-
BANSHI JAIN & ASSOCIATES
Chartered Accountants
ANUJ B GOLECHA
Partner
Membership No. 117617

EINS EDUTECH LIMITED

NOTES TO AND FORMING PART OF STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2013

(RUPEES IN)

NOTE NO.	PARTICULARS	FOR THE YEARENDED 31/03/2013	FOR THE YEARENDED 31/03/2012
14	<u>REVENUE FROM OPERATIONS</u>		
	SALE OF SERVICES		
a	TRAINING FEES	-	14,60,743.00
b	INCOME FROM COMMODITY MARKET	<u>8,23,250.00</u>	<u>-</u>
		<u>8,23,250.00</u>	<u>14,60,743.00</u>
	NET REVENUE FROM OPERATIONS	<u>8,23,250.00</u>	<u>14,60,743.00</u>
15	<u>OTHER INCOME:</u>		
	INTEREST ON BANK DEPOSIT	50,114.00	71,420.00
	DIVIDEND INCOME	3,76,787.44	4,01,035.00
	SERVICE CHARGES RECEIVED	<u>1,05,000.00</u>	<u>-</u>
		<u>5,31,901.44</u>	<u>4,72,455.00</u>
16	<u>EMPLOYEE BENEFITS EXPENSE</u>		
	STAFF WELFARE	<u>1,917.00</u>	<u>-</u>
		<u>1,917.00</u>	<u>-</u>
17	<u>FINANCIAL COSTS:</u>		
	OTHER BORROWING COSTS	<u>42.00</u>	<u>5,860.00</u>
		<u>42.00</u>	<u>5,860.00</u>
18	<u>DEPRECIATION AND AMORTZATION EXPNSE:</u>		
	DEPRECIATION	<u>650.00</u>	<u>-</u>
		<u>650.00</u>	<u>-</u>
19	<u>OTHER EXPENSES:</u>		
A	<u>ADMINISTARTIVE EXPENSE</u>		
	AUDIT FEES	57,210.00	50,150.00
	RENT	-	50,000.00
	FEES TO CDSL	19,978.00	28,678.00
	FEES TO NSDL	6,742.00	3,861.00
	FILING FEES	1,000.00	-
	TRAVELLING & CONVEYANCE	5,338.00	408.00
	POSTAGE & COURIER	3,020.00	-
	SUBSCRIPTION CHARGES	44,944.00	-
	PRINTING & STATIONERY	18,338.00	-
	LEGAL CHARGES	-	1,00,000.00
	SERVICE CHARGES	2,00,000.00	-
	ADMINISTARTIVE EXPENSE	22,550.00	-
	SUNDRY BALANCE W/OFF	(160.00)	-
	PROFESSIONAL TAX	-	-
	PROFESSIONAL FEES	4,03,270.72	5,67,892.00
	MISCELLANEOUS EXPENSES	1,560.00	19,832.00
	BANK CHARGES	<u>724.16</u>	<u>-</u>
		<u>7,84,514.88</u>	<u>8,20,821.00</u>
B	<u>SELLING & DISTRIBUTION EXPENSE</u>		
	ADVERTISEMENT EXPENSES.	<u>1,04,617.00</u>	<u>1,41,629.00</u>
		<u>1,04,617.00</u>	<u>1,41,629.00</u>
	TOTAL	<u>8,89,131.88</u>	<u>9,62,450.00</u>
20	<u>EARNING PER SHARE</u>		
	NET PROFIT AFTER TAX AS PER STATEMENT OF PROFIT AND LOSS (A)	3,80,070.56	7,76,888.00
	WEIGHTED AVERAGE NUMBER OF EQUITY SHARES OUTSTANDING (B)	2,70,000	2,70,000
	BASIC AND DILUTED EARNINGS PER SHARE (A/B)	1.408	2.877
	FACE VALUE PER EQUITY SHARE	10	10

EINS EDUTECH LIMITED
DEPRECIATION ON FIXED ASSETS AS PER COMPANIES ACT.1956

Sr. No	Particulars	Rate	Gross Block				Depreciaton				Net Block	
			Value at the beginning	Addition during the year	Deduction during the year	Value at the end	Value at the beginning	Addition during the year	Deduction during the year	Value at the end	WDV as on 31.03.2013	WDV as on 31.03.2012
	Tangible Assets											
1	HTC MOBILE	13.91	-	8,000.00		8,000.00	0.00	95.00	-	95.00	7905.00	0.00
2	PRINTER	40	-	15,900.00		15,900.00	0.00	401.00		401.00	15500.00	0.00
3	SAMSUNG MOBILE	13.91	-	13,000.00		13,000.00	0.00	154.00	-	154.00	12846.00	0.00
				-		-		-		0.00	0.00	
	TOTAL		0.00	36,900.00	-	36900.00	0.00	650.00	-	650.00	36251.00	0.00

0

DEPRECIATION ON FIXED ASSETS AS PER INCOME TAX ACT.1961

Sr. No	Particulars	Rate	Gross Block				Depreciaton				Net Block	
			Value at the beginning	Addition during the year	Deduction during the year	Value at the end	Value at the beginning	Addition during the year	Deduction during the year	Value at the end	WDV as on 31.03.2013	WDV as on 31.03.2012
	Tangible Assets											
1	HTC MOBILE	15	-	8,000.00		8,000.00	0.00	600.00	-	600.00	7400.00	0.00
2	PRINTER	60	-	15,900.00		15,900.00	0.00	4770.00		4770.00	11131.00	0.00
3	SAMSUNG MOBILE	15	-	13,000.00		13,000.00	0.00	975.00	-	975.00	12025.00	0.00
				-		-		-		0.00	0.00	
	TOTAL		0.00	36,900.00	-	36900.00	0.00	6345.00	-	6345.00	30556.00	0.00

EINS EDUTECH LIMITED

NOTES TO AND FORMING PART OF BALANCE SHEET AND STATEMENT OF PROFIT AND LOSS
FOR THE YEAR ENDED 31/03/2013

CORPORATE INFORMATION

EINS EDUTECH LIMITED (the Company) is a Limited company domiciled in India and incorporated under the provisions of the Companies Act, 1956 listed in Bombay Stock Exchange and Calcutta Stock Exchange

21.00 SIGNIFICANT ACCOUNTING POLICIES & NOTES :

A Basis Of Preparation of Financial Statements

"The financial statements of the Company have been prepared in accordance with generally accepted accounting principles in India (Indian GAAP). The company has prepared these financial statements to comply in all material respects with the accounting standards notified under the Companies (Accounting Standards) Rules, 2006, (as amended) and the relevant provisions of the Companies Act, 1956. "

The accounting policies adopted in the preparation of financial statements are consistent with those of previous year.

The financial statements have been prepared on an accrual basis except as otherwise stated.

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule VI to the Companies Act, 1956. Based on the nature of products and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Company ascertains its operating cycle for the purpose of current/non-current classification of assets and liabilities.

B Presentation and disclosure of financial statements

During the year ended 31st March 2013, Revised Schedule VI notified under the Companies Act 1956, has become applicable to the company, for preparation and presentation of its financial statements. The adoption of revised Schedule VI does not impact recognition and measurement principles followed for preparation of financial statements. However, it has significant impact on presentation and disclosures made in the financial statements. The Company has also reclassified the previous year figures in accordance with the requirements applicable in the current year.

The revised schedule VI allows line items, sub-line items and sub-totals to be presented as an addition or substitution on the face of the financial statements when such presentation is relevant to an understanding of the company's financial position or performance or to cater to industry/sector-specific disclosure requirements.

C Use Of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles require management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting period end. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates.

D Miscellaneous Expenditure (To The Extent Not Written Off Or Adjusted)

The amount of preliminary expenses has been written off over a period of 5 years as per the provision of Sec35 of Income Tax Act'1961.

E Cash and cash equivalents

Cash and cash equivalents for the purposes of cash flow statement comprise cash at bank and in hand and short-term investments with an original maturity of three months or less.

F Provision For Current And Deferred Tax

"Tax expense comprises current and deferred tax. Current income-tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961 enacted in India and tax laws prevailing in the respective tax jurisdictions where the company operates. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Deferred income 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 or substantively enacted at the reporting date."

G Investments

"Investments, which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as Current Investments. All other investments are classified as Long Term Investments.

On initial recognition, all investments are measured at cost. The cost comprises purchase price and directly attributable acquisition charges such as brokerage, fees and duties.

Both current investments and long term investments are carried in the financial statements at cost. On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss."

H Current Assets, Loans & Advances

In the opinion of the Board and to the best of its knowledge and belief the value on realisation of current assets in the ordinary course of business would not be less than the amount at which they are stated in the Balance Sheet and repayable on demand.

I Inventories

Finished and Semi-Finished products produced and purchased by the Company are carried at lower of cost and net realisable value after providing for obsolescence, if any.

Work-in-progress is carried at lower of cost and net realisable value.

Stock of raw materials, stores, spare parts and packing materials are valued at lower of cost less CENVAT Credit/ VAT availed or net realisable value.

Cost of inventories comprises all costs of purchase, cost of conversion and other costs incurred in bringing them to their respective present location and condition.

Liability for excise duty in respect of goods manufactured by the Company is accounted upon removal of goods from the factory.

J Fixed Assets and Depreciation

Tangible assets

Tangible assets are stated at their cost of acquisition net of receivable CENVAT and VAT Credits. All costs, direct or indirect, relating to the acquisition and installation of fixed assets and bringing it to its working condition for its intended use are capitalised and include borrowing costs and adjustments arising from foreign exchange rate variations directly attributable to construction or acquisition of fixed assets. Depreciation on fixed assets is provided on written down value method (WDV) on a pro-rata-basis at the rates and in the manner specified in Schedule XIV to the Companies Act, 1956. In respect of assets acquired/sold during the year, depreciation has been provided on pro-rata basis with reference to the days of addition/put to use or disposal.

K Recognition of Income & Expenditure

Income and expenditure is recognized and accounted for on accrual basis. Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Revenue from sale of goods is recognised on transfer of significant risks and rewards of ownership to the customer and when no significant uncertainty exists regarding realisation of the consideration. Sales are recorded net of sales returns, sales tax/VAT, cash and trade discounts.

L Earning Per Shares

The Company reports Basic and Diluted earnings per equity share in accordance with the Accounting Standard - 20 on Earning Per Share. In determining earning per share, the Company considers the net profit after tax and includes the post tax effect of any extraordinary/exceptional items. The number of shares used in computing basic earning per share is the weighted average number of equity shares outstanding during the period. The numbers of shares used in computing diluted earning per share

comprises the weighted average number of equity shares that would have been issued on the conversion of all potential equity shares. Dilutive potential equity shares have been deemed converted as of the beginning of the period, unless issued at a later date.

M Provision, Contingent Liabilities and Contingent Assets

Provisions involving substantial degree of estimation in measurement are recognised 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 recognised but are disclosed in the notes. Contingent Assets are neither recognised nor disclosed in the financial statements.

N There are no Micro, Small and Medium Enterprises (MSMEs) as defined in the Micro, Small, Medium Enterprises Development Act, 2006 within the appointed date during the year and no MSMEs to whom the Company owes dues on account of principal amount together with interest at the balance sheet date and hence no additional disclosures have been made.

O The Company is a small and medium sized company (SMC) as defined in the general instructions in respect of accounting standards notified under the Companies Act, 1956. Accordingly, the Company has complied with the Accounting Standards as applicable to a small and medium sized Company.

P PREVIOUS YEAR FIGURES

Revised Schedule VI notified under the Companies Act 1956, has become applicable to the company, for preparation and presentation of its financial statements, from the financial year commencing on or after 1st April 2011. In view of the same, the Company has reclassified the previous year figures in accordance with the requirements applicable in the current year.

**AUDITOR'S REPORT
SIGNED IN TERMS OF OUR SEPARATE
REPORT OF EVEN DATE.**

Sd/-

BANSHI JAIN & ASSOCIATES

Chartered Accountants

ANUJ B GOLECHA

Partner

Membership No. 117617

PLACE: MUMBAI

DATED: 30/05/2013

EINS EDUTECH LIMITED
(Formerly Known as THYROCARE LABORATORIES LIMITED)
Cash Flow Statement for the year ended March31, 2013

Particulars	INR	
	Figures for the	
	Current Reporting Period	Previous Reporting Period
	Mar-31	
	2013	2012
A. Cash Flows from Operating Activities		
Net profit before taxation and after extraordinary items	4,63,411	9,64,888
Adjustments for		
Interest Income	50,114	-71,420
Dividend Income	3,76,787	-401035
Depreciation	650	-
Total	-4,26,251	-4,72,455
Operating profit before working capital changes	37,160	4,92,433
Adjustment for capital changes		
Inventories	-	
[Increase]/Decrease in trade receivables	-4,53,146	-172571
[Increase]/Decrease in short term advances	-1903	-12133
[Increase]/Decrease in long term advances	-3,00,00,000	15,35,296
[Increase]/Decrease in other current assets	56,573	-56573
[Increase]/Decrease in trade payables	1,72,917	-253041
[Increase]/Decrease in other current Liabilities	1,17,749	-31482
Total	-3,01,07,810	10,09,496
Cash generated from operations	-3,00,70,650	15,01,929
Income Tax paid for the Year	-	-5,50,764
Extraordinary Items	-56,573	-
Net cash from operating activities	-3,01,27,223	9,51,165
B. Cash flows from Investment activities:		
Decrease / (Increase) in Fixed Assets	-36,900	
Proceeds from sale of Non Current Investments	67,20,673	601078
Purchase of Non-Current investments	-1,00,00,000	-1252113
Interest received	50,114	71420
Dividend Received	376787	401035
Net cash from Investing activities	-28,89,326	-178580
C. Cash flows from financial activities:		
Proceeds from Issue of Equity Share Capital on Preferential Basis	5,13,00,000	-
Net cash used in financing activities:	5,13,00,000	-
Net increase/(-) decrease in cash and cash equivalents	1,82,83,451	7,72,585
Cash and cash equivalents at the beginning of the period	30,40,184	22,67,599
Cash and cash equivalents at the close of the period	2,13,23,635	30,40,184

1 All figures in brackets are outflow.

2 Previous year's figures have been regrouped wherever necessary

As per our report of even date
For **Banshi Jain and associates**
Chartered Accountants
Sd/-
ANUJ B GOLECHA
Partner
Membership No. 117617


Place: Mumbai
Date: 30th May, 2013

For & Behalf of Board

Sd/-
Ramawtar Gupta
Director

Sd/-
Bhagwan Das Agarwal
Director

Form B

1.	Name of the Company	Eins Edutech Limited
2.	Annual financial statements for the year ended	31 st March, 2013
3.	Type of Audit qualification	Un-qualified
4.	Frequency of qualification	NA
5.	Draw attention to relevant notes in the annual financial statements and management response to the qualification in the direct report :	
6.	Additional comments from the Board / audit committee chair :	
7.	<p>To be signed by -</p> <ul style="list-style-type: none"> • CEO / Managing Director • CFO • Auditor of the company • Audit Committee Chairman 	<p style="text-align: center;">For Eins Edutech Limited <i>Ranghupta</i> Director / Authorised Signatory</p> <p style="text-align: center;">  For BANSHI JAIN & ASSOCIATES CHARTERED ACCOUNTANTS <i>Anil B. Gole</i> PARTNER</p> <p style="text-align: center;">For Eins Edutech Limited <i>Preeti Agalwal</i> Director / Authorised Signatory</p>

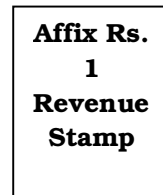
EINS EDUTECH LIMITED
212, C- Wing, Crystal Plaza, New Link Road, Oshiwara, Andheri (W), Mumbai – 400053

PROXY FORM

I/We.....of.....
.....in the district of Being
member/members of above named Company hereby appoint
..... in the district of.....or
failing him.....in the district of
.....as my/our proxy to vote for me/us on my/our behalf at the Annual General
Meeting of the Company to be held on Saturday, 31st August, 2013 at 2:00 P.M. and at any adjournment
thereof.

Signed this.....day of2013

Folio No.



NOTE: THE PROXY DULY COMPLETED MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME FOR HOLDING THE MEETING.

.....TEAR HERE.....

EINS EDUTECH LIMITED
212, C- Wing, Crystal Plaza, New Link Road, Oshiwara, Andheri (W), Mumbai – 400053

ATTENDANCE SLIP

TO BE HANDED OVER AT THE ENTRANCE OF THE MEETING HALL

Full name of the shareholder _____ Full name of the First
Joint Holder _____ (To be filled in if first named joint holder
does not attend the meeting)

Name of proxy _____ (To be filled in if Proxy
Form has been duly deposited with the Company)

I, hereby record my presence at the Meeting of the Share Holders of the Company held at the Registered
Office of the Company on Saturday, 31st August, 2013 at 2:00 P.M.

Registered Folio No. -----

Share Holders/Proxy's Signature
(To be signed at the time of handing over the slip)

No. of Shares held -----