



# Form A

|    |   |  |
|----|---|--|
| 1. | Name of the Company   | Eins Edutech Limited   |
| 2. | Annual financial statements for the year ended  | 31 <sup>st</sup> March, 2014   |
| 3. | Type of Audit observation   | Un-qualified   |
| 4. | Frequency observation   | NA   |
| 5. | <p>To be signed by -</p> <ul style="list-style-type: none"> <li>• CEO / Managing Director</li> <li>• CFO</li> <li>• Auditor of the company</li> <li>• Audit Committee Chairman</li> </ul> | <p>For Eins Edutech Limited</p> <p><i>Rangraj</i></p> <p>Director / Authorised Signatory</p><br> <p><i>Angshu</i></p> <p>For Eins Edutech Limited</p> <p><i>S.L. Agarwal</i></p> <p>Director / Authorised Signatory</p> |

## Form B

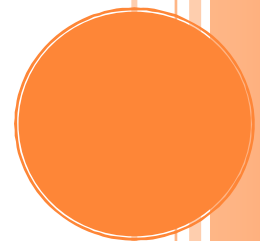
|    |   |   |
|----|---|---|
| 1. | Name of the Company   | Eins Edutech Limited  |
| 2. | Annual financial statements for the year ended  | 31 <sup>st</sup> March, 2014  |
| 3. | Type of Audit qualification   | Un-qualified  |
| 4. | Frequency of qualification  | NA  |
| 5. | Draw attention to relevant 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"> <li>• CEO / Managing Director</li> <li>• CFO</li> <li>• Auditor of the company</li> <li>• Audit Committee Chairman</li> </ul> | <p style="text-align: center;"><b>For Eins Edutech Limited</b><br/> <i>Ramgopal</i><br/> <b>Director / Authorised Signatory</b></p> <div style="text-align: center;">  </div> <p style="text-align: center;"><i>Am B. G. G. G.</i></p> <p style="text-align: center;"><b>For Eins Edutech Limited</b><br/> <i>S. L. Agarwal</i><br/> <b>Director / Authorised Signatory</b></p> |



# **EINS EDUTECH LIMITED**

(Formerly Known As Thyrocare Laboratories Limited)

**Annual Report 2013-14**



## COMPANY INFORMATION

(CIN : L80902MH1996PLC100018)

|                             |   |   |
|-----------------------------|---|---|
| <b>BOARD OF DIRECTORS</b>   | : | RAMAWTAR GUPTA,<br>Managing Director<br>(w.e.f. 12 <sup>th</sup> Feb., 2014)  |
|                             |   | PRAMOD KUMAR GUPTA,<br>Executive Director   |
|                             |   | SACHIN SOMAIYA,<br>Independent Director   |
|                             |   | SOHAN LAL AGARWAL,<br>Independent Director  |
|                             |   | PINKI GUPTA,<br>Non-executive Director<br>(w.e.f. 14 <sup>th</sup> August, 2014)  |
| <b>COMPANY SECRETARY</b>    | : | SHWETA AGRAWAL  |
| <b>BANKERS</b>              | : | HDFC BANK LTD.<br>ANDHERI (E) BRANCH,<br>MUMBAI   |
| <b>AUDITORS</b>             | : | BANSHI JAIN & ASSOCIATES<br>CHARTERED ACCOUNTANTS<br>MUMBAI   |
| <b>REGISTERED OFF.</b>      | : | 212, C-WING, CRYSTAL PLAZA,<br>NEW LINK ROAD, OSHIWARA,<br>ANDHERI (W), MUMBAI – 400 053.<br>TEL. NO. 022 – 40045341<br>E-MAIL ID :- <a href="mailto:einsedutech@gmail.com">einsedutech@gmail.com</a><br>WEBSITE: <a href="http://www.einsedutechltd.com">www.einsedutechltd.com</a>  |
| <b>SHARE TRANSFER AGENT</b> | : | SHAREPRO SERVICES (I) PVT. LTD.<br>13 A-B, Samitha Warehousing complex,<br>2nd Floor, off Andhrei Kurla Road,<br>Sakinaka Telephone Exchange Lane,<br>Sakinaka, Andheri (East), Mumbai - 400072<br>Tel. no. 022 – 67720300/67720400<br>Email id- <a href="mailto:sharepro@shareproservices.com">sharepro@shareproservices.com</a> |

## **EINS EDUTECH LIMITED**

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**31<sup>st</sup>  
Annual  
Report  
2013-14**

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

**NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given that the Thirty First 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 Tuesday, 30<sup>th</sup> September, 2014 at 3:30 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 31<sup>st</sup> March, 2014 and Balance Sheet as at that date, Cash Flow statement for the year ended 31<sup>st</sup> March, 2014 and Report of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Pramod Kumar Gupta (DIN: 05300735), who retires by rotation and being eligible offers himself for re-appointment.
3. To re-appoint Auditor and to fix their remuneration and for that purpose to pass with or without modification(s), the following:

“**RESOLVED THAT** consent of the Company be and is hereby accorded to re-appoint Banshi Jain and Associates, Chartered Accountants (Firm Regn. No. 100990W) as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting.

**FURTHER RESOLVED THAT** they may be paid the remuneration which may be decided by the Board of Directors of the Company or committee thereof.”

**SPECIAL BUSINESS:**

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

“**RESOLVED THAT** pursuant to the provisions of sections 152, 161 and all other applicable provisions of the Companies Act, 2013, read with the rules thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Ms. Pinki Gupta (DIN 06365547), who was appointed as an additional director with effect from August 14, 2014 and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of director, be and is hereby appointed as a non-executive director of the Company to hold office for 5 (five) consecutive years for a term upto the conclusion of the 36th Annual General Meeting of the company in the calendar year 2019.”

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

“**RESOLVED THAT** pursuant to the provisions of sections 149, 152, 160 read with Schedule IV and all other applicable provisions of the Companies Act, 2013, read with the rules thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Sachin Somayia (DIN 00561590), in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of director, be and is hereby appointed as a non-executive independent director of the Company to hold office for 5 (five) consecutive years for a term upto the conclusion of the 36th Annual General Meeting of the company in the calendar year 2019.”

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

“**RESOLVED THAT** pursuant to the provisions of sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013, read with the rules thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Dipak Kumar Sharma (DIN 06958300), in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of director, be and is hereby appointed as a non-executive independent director of the Company to hold office for 5 (five) consecutive years for a term upto the conclusion of the 36th Annual General Meeting of the company in the calendar year 2019.”

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

“**RESOLVED THAT** approval of the shareholder of the Company be and is hereby accorded by the Board in respect of Appointment of Mr. Ramawtar Gupta (DIN 06365578 ), Director of the Company as a Managing Director of the Company vide resolution passed in Board Meeting on 12<sup>th</sup> February, 2014.

**RESOLVED FURTHER THAT** pursuant to provisions of Section 196, 197 & 203 read with Schedule V of the Companies Act, 2013 and subject to provisions of other applicable provisions, if any of the Companies Act, 2013 and subject to provisions of article of association of the Company, Mr. Ramawtar Gupta, be and is here by appointed as Managing Director of the Company from 12<sup>th</sup> February, 2014 up to 30<sup>th</sup> September, 2017.”

**RESOLVED FURTHER THAT** terms and conditions of appointment of Mr. Ramawtar Gupta, as a Managing Director and remuneration are as follows:

**I. Salary:**

Salary shall not be less than Rs.30,000/- (Rupees Thirty Thousand only) per month. The Salary may progressively go up based on his performance and industry trends, subject however that in no case, the Salary shall exceed Rs

30,000/- (Rupees Thirty Thousand only) per month subject to the confirmation of the Board of Directors.

**II. Commission:** Nil.

**III. Perquisites**

Perquisites as follows will be paid and / or provided in addition to salary. Perquisites shall be valued in terms of actual expenditure incurred by the Company. However, in cases where the actual amount of expenditure cannot be ascertained with reasonable accuracy the perquisites shall be valued as per Income Tax Rules:

**a) Conveyance Allowance:**

Rs. 3,000/- Per Month.

**b) Telephone:**

Reimbursement of residential telephone/mobile bills at actual. Use of telephones/mobiles for official purpose shall not be considered as perquisite.

**IV. Other Benefits:**

On full pay and allowances as per the rules of the Company, but not more than one month's leave for every 11 months of service.

**V. Overall Remuneration:**

That the total remuneration (i.e., salary, perquisites, commission and Allowances) in any one financial year shall not exceed the limits prescribed from time to time under Sections 196, 197, 203 and other applicable provisions of the Companies Act, 2013 read with Schedule V to the said Act, as may for the time being, be in force and any amendments thereto. In case of any doubt / discrepancy / clarification that may arise with respect to payment of remuneration the same shall be determined and decided by the Board of Directors.

**VI. Minimum Remuneration:**

Where in any financial year during the currency of the tenure of the Managing Director, the Company has made no profits or its profits are inadequate, the Company shall pay to the Managing Director the above salary and perquisites except commission not exceeding the ceiling limit prescribed in Schedule V of the Companies Act, 2013 as amended from time to time as minimum remuneration.

VII. One months' notice shall be required, on either side for termination of service.

**FURTHER RESOLVED** that the Remuneration Committee of Directors be and are hereby authorised to increase the remuneration and vary any of the above terms of appointment including remuneration in consultation with the Managing Director provided that such increase and variation is within the limits prescribed under the provisions of the Companies Act, 2013 and/or the provisions of law as may be applicable thereto from time to time."

**Date: 14/08/2014**

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/-  
**Ramawtar Gupta**  
**Managing Director**  
**(DIN : 06365578)**

**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 23.09.2014 to 30.09.2014 (both days inclusive).
3. A copy of all the documents referred to in the accompanying explanatory statement are 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 filled 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.
13. **VOTING THROUGH ELECTRONIC MEANS**

In compliance with the provisions of the Clause – 35B of the Listing Agreement read with Section 108 of the Companies Act, 2013 and the Rule 20 of the Companies (Management and Administration) Rules, 2014, the company is pleased to provide members facility to exercise their votes for all the resolutions detailed in the



Notice of the 31<sup>st</sup> Annual Report of the company and the business may be transacted through e-voting. The company has engaged the services of Central Depository Services Limited (CDSL) as the authorized agency to provide the e-voting facility.

M/s. Vikas N Jain and Associates, Chartered Accountant (FRN.No. 134911W), Mumbai has appointed as the scrutinizer to conduct E-voting.

The instructions for shareholders voting electronically are as under:

**STEPS FOR E-VOTING**

- i. The voting period begins on 22<sup>nd</sup> September, 2014 at 9.00 a.m. and ends on 24<sup>th</sup> September, 2014 at 6 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized period shareholders' of the Company, holding shares either in physical form or in dematerialized voting module shall be disabled by CDSL for voting thereafter.
- ii. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- iii. Click on Shareholders.: "TAB"
- iv. Now Select "Eins Edutech Limited" from the drop down menu and click on Submit
- v. Now Enter your User ID:
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DPID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- vi. Next enter the image verification as displayed and Click on Login.
- vii. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- viii. If you are a first time user follow the steps given below:

|     |  |
|-----|--|
|     | If you are a first time user follow the steps given below:   |
| PAN | Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ram Kumar or R. Amit Kumar with Sr.No. 1 then enter RA00000001 in the PAN field.</li> </ul> |
| DOB | Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.  |

- ix. After entering these details appropriately, click on "SUBMIT" tab.
- x. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- xi. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xii. Click on the EVSN for the relevant Eins Edutech Limited on which you choose to vote.
- xiii. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiv. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xv. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

- xvi. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xvii. You can also take out print of the voting done by you by clicking on “Click here to print “option on the Voting page.
- xviii. If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xix. Note for Non-Individual Shareholders & Custodians:
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates and Custodians respectively.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to .
  - After receiving the login details they have to create a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - As scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- xx. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**Brief Resume and Other Information of director's seeking appointment / re-appointment in the forthcoming Annual General Meeting**

(pursuant to clause 49 of the listing agreement)

|   |   |   |                                   |  |  |
|---|---|---|-----------------------------------|--|--|
| <b>Name of Director</b>   | Ramawtar Gupta<br>(DIN: 05300735 )  | Pramod Kumar Gupta<br>(DIN: 05300735)   | Sachin Somayia<br>(DIN: 00561590) | Pinki Gupta<br>(DIN:06365547)  | Dipak Kumar Sharma<br>(DIN:06958300)               |
| <b>Age</b>  | 49 years  | 52 years  | 37 years                          | 39 years   | 40 year  |
| <b>Qualification</b>  | M.Com.  | B.Com   | B.com                             | B.com  | B.com  |
| <b>Date of Appointment</b>  | 08/02/2013  | 08/02/2013  | 28/12/2012                        | 14/08/2014   | 30/09/2014   |
| <b>Experience</b>   | Investment, Finance, Expense Management & Accounts  | Finance, Accounts and Taxation  | Marketing and Business Promotion  | HR, Strategies & Admin   | conceptualizing in innovative and product services |
| <b>No. of Shares held in the Company</b>                                    | Nil   | Nil   | Nil                               | Nil  | Nil  |
| <b>Directorship in other Company</b>  | 1.Westfield Apparels Pvt. Ltd.<br>2.Modakpriya commodities Pvt. Ltd.<br>3.Bhawani bhadra healthcare Pvt. Ltd.<br>4.Pda neer marketing services Pvt. Ltd.<br>5.Zenith vincom Pvt. Ltd. | 1.Westfield Apparels Pvt. Ltd.<br>2.Modakpriya commodities Pvt. Ltd.<br>3.Bhawani bhadra healthcare Pvt. Ltd.<br>4.Pda neer marketing services Pvt. Ltd.<br>5.Zenith vincom Pvt. Ltd. | -                                 | 1. Venkateshwara Industrial Promotion Co. Ltd.<br>2. S. K. Growth Fund Pvt. Ltd. | -  |
| <b>Chairman / Member of the mandatory committee in other public Company</b> | -   | -   | -                                 | -  | -  |

\*Ms. Pinki Gupta is a relative of Mr. Ramawtar Gupta, Managing Director. Save and except, none of the above directors is related to any other directors of the Company.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF THE SPECIAL BUSINESS SET OUT IN THE NOTICE CONVENING THE ANNUAL GENERAL MEETING.**

**Item No. 4**

**Appointment of Director of the Company**

With the enactment of the Companies Act, 2013 (Act) and also as per clause 49 of the Listing Agreement to be effective from October 01, 2014, it is mandatory for the Company to appoint a woman director. In compliance of such requirements, Ms. Pinki Gupta (DIN: 06365547) has been appointed as an additional director of the Company u/s 161 of the Act, with effect from August 14, 2014 and she shall hold office up to the date of this annual general meeting.

The Board recommends the resolution at Item No. 4 in relation to appointment of Ms. Pinki Gupta as a non-executive director liable to retire by rotation pursuant to the section 152 of the Act for the approval by the members of the Company. Ms. Pinki Gupta has given her consent to act as director of the Company with declaration to Board stating that she does not disqualify from appointment as director in terms of section 164 of the said Act. The Company has received a notice from member signifying his intention to propose her appointment along with requisite deposit.

Ms. Pinki Gupta, her relative Mr. Ramawtar Gupta, Managing director deemed to be interested or concerned financially or otherwise, in respect of her appointment as a non-executive director.

Save and otherwise, none of the other directors, key managerial personnel or their relatives is in any way interested or concerned, financially or otherwise, in the said resolution/s.

**Item No. 5**

Mr. Sachin Somaiya (DIN 00561590) has been non-executive independent directors pursuant to Clause 49 of the Listing Agreement on the Board of the Company since December 28, 2012.

With the enactment of the Companies Act, 2013 (Act), it is now mandatory for every listed Company to appoint Independent Directors as defined in section 149 of the Act. Ministry of Corporate Affairs vide general circular no. 14/2014 dated June 9, 2014, has clarified that it is necessary to appoint existing independent director under the said Act within one year from April 1, 2014 subject to compliance with eligibility and other prescribed conditions.

The Board of Directors of your Company, after reviewing the provisions of the Act, is of the opinion that Mr. Sachin Somaiya fulfill the conditions specified in the Act and rules made thereunder to be eligible for appointment as non-executive independent directors pursuant to the provisions of section 149 of the Act.

None of the directors, key managerial personnel or their relatives is in any way interested or concerned, financially or otherwise, in the said resolution/s.

**Item No. 6**

Mr. Dipak Kumar Sharma (DIN 06958300) has been non-executive independent directors pursuant to Clause 49 of the Listing Agreement on the Board of the Company since with effect from 30<sup>th</sup> September, 2014.

With the enactment of the Companies Act, 2013 (Act), it is now mandatory for every listed Company to appoint Independent Directors as defined in section 149 of the Act. Ministry of Corporate Affairs vide general circular no. 14/2014 dated June 9, 2014, has clarified that it is necessary to appoint existing independent director under the said Act within one year from April 1, 2014 subject to compliance with eligibility and other prescribed conditions.

In terms of provisions of section 149(13) of the Act, Mr. Dipak Kumar Sharma shall not be liable to retire by rotation. Mr. Dipak Kumar Sharma has given their consent to act as directors of the Company with declarations to board stating that they comply with criteria of independence enumerated in Section 149(6) of the said Act and Listing Agreement do not disqualify from appointment as directors in terms of section 164 of the said Act. The Company has received notices from member signifying intention to propose their appointment along with requisite deposit.

The Board of Directors of your Company, after reviewing the provisions of the Act, is of the opinion that Mr. Dipak Kumar Sharma fulfill the conditions specified in the Act and rules made thereunder to be eligible for appointment as non-executive independent directors pursuant to the provisions of section 149 of the Act.

None of the directors, key managerial personnel or their relatives is in any way interested or concerned, financially or otherwise, in the said resolution/s.

**Item No. 7**

**Appointment of Mr. Ramawtar Gupta as Managing Director and fixing his remuneration.**

Mr. Ramawtar Gupta (DIN 06365578 ), who was appointed as an Managing Director of the Company pursuant to provisions of Section 196, 197 & 203 read with Schedule V of the Companies Act, 2013 and subject to provisions of other applicable provisions, if any of the Companies Act, 2013 and subject to provisions of article of association of the Company for the term from 12<sup>th</sup> February, 2014 up to 30<sup>th</sup> September, 2017 by the Board of Directors in its Meeting dated 12.02.2014.

Accordingly, your Directors recommend the resolution for appointing Mr. Ramawtar Gupta , Director of the Company as a Managing Director of the Company, for the approval of the Members.

Ms. Pinki Gupta, Director is relative of Mr. Ramawtar Gupta, deemed to be interested or concerned financially or otherwise, in respect of his appointment as a Managing director.

Save and except Ramawtar Gupta, none of the Directors is interested or concerned in the above resolution.

**Date: 14/08/2014**

**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/-  
**Ramawtar Gupta**  
**Managing Director**  
**(DIN : 06365578)**

## **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. 15,39,053/- as against Rs. 13,55,151/- in the previous year ended 31<sup>st</sup> March, 2013. The profit/(Loss) before tax was Rs. (14,20,084/-) as against the profit of Rs. 4,06,837/- in the previous year ended 31<sup>st</sup> March, 2013. The net Profit/(Loss) after tax during the year was Rs. (14,56,210/-) as against profit of Rs. 3,80,071/- in the previous year ended 31<sup>st</sup> March, 2013.

**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: 14/08/2014**

**Sd/-  
Ramawtar Gupta  
Managing Director  
(DIN : 06365578)**

**DIRECTORS' REPORT**

The Directors have pleasure in presenting their Thiry First Annual Report on the business and operations of the Company for the year ended 31<sup>st</sup> March, 2014.

**1. FINANCIAL RESULTS:**

**(Amount in Rupees)**

|                                       | <b>31<sup>st</sup> March, 2014</b> | <b>31<sup>st</sup> March, 2013</b> |
|---------------------------------------|------------------------------------|------------------------------------|
| Income from sales & Other Sources     | 15,39,053                          | 13,55,151                          |
| Less: Expenditure & Exceptional items | 24,75,215                          | 9,48,314                           |
| Net Profit/ (Loss) before Taxation    | (14,20,084)                        | 4,06,838                           |
| Less: Provision for Taxation          |                                    |                                    |
| Current                               | 35970                              | 25,007                             |
| Deferred Tax Liability                | 156                                | 1,760                              |
| Profit/ (Loss) after Taxation         | (14,56,210)                        | 3,80,071                           |

**2. OPERATIONS:**

The Company has earned profit after tax of Rs. (14,56,210)/- during the current financial year as against Rs. 3,80,071/- earned during the previous financial year. The Board will strive for better performance during the ensuing financial year.

**4. DIRECTORS:**

During the year under review the following director's due to preoccupation resigned from the Board of the company, Mr. Bhagwan Das Agarwal and Ms. Priti Agarwal Director of the Company resigned from the Board on 12/02/2014.

The Board appointed to Mr. Ramawtar Gupta as an Managing Director of the Company on 12/02/2014.

**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, Mumbai bearing Firm Registration Number : 100990W, are proposed to be re-appointed as Auditors of the company from the conclusion of the ensuing Annual General Meeting till the conclusion of the next Annual General Meeting, as required under section 139 (1) of the Companies Act, 2013, company has obtained a written consent from M/s. Banshi jain & Associates to such appointment and also a Certificate to the effect that their appointment, if made, would be in accordance with section 139 (1) of the Companies Act, 2013 and the rules made there under.

**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 DIRECTOS) OF RULES, 1988**

The Provisions relating to relating to energy conversation 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.

**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: 14/08/2014**

**Sd/-  
Ramawtar Gupta  
Managing Director  
(DIN : 06365578)**

**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 2013-14 based on the disclosure requirement under Clause 49 of the Listing Agreement existing as on 31<sup>st</sup> March, 2014.

**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 4 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 2013-2014, 11 Board Meetings were held on 02-05-13, 30-05-13, 29-06-13, 31-07-13, 14-08-13, 13-09-13, 15-11-13, 29-11-13, 17-12-13, 26-12-13, 12-02-14.

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. |
|---------------------|--|-------------------------|----------------------|----------------------|------------------------|--|
| Bhagwan Das Agarwal | Executive Director<br>(Resigned w.e.f. 12/02/2014)   | 4                       | Yes                  | Nil                  | Nil                    | Nil  |
| Ramawtar Gupta      | Managing Director                                    | 7                       | Yes                  | Nil                  | Nil                    | Nil  |
| Priti Agarwal       | Independent Director<br>(Resigned w.e.f. 12/02/2014) | 5                       | No                   | Nil                  | Nil                    | Nil  |
| Sachin Somaiya      | Independent Director                                 | 6                       | No                   | Nil                  | Nil                    | Nil  |
| Pramod Kumar Gupta  | Executive Director                                   | 7                       | Yes                  | Nil                  | Nil                    | Nil  |
| Akhil Agarwal       | Managing Director<br>(Resigned w.e.f. 5/09/2013)     | 1                       | YES                  | Nil                  | Nil                    | Nil  |
| Sohanlal Agrawal    | Independent Director                                 | -                       | No                   | Nil                  | Nil                    | Nil  |

(Details are as on 31<sup>st</sup> March, 2014)

Directorship in private companies is ignored.

## Board Committees

The Board has constituted the following Committees of Directors:

**(a) Audit Committee:**

**i. Terms of Reference**

The Board has already constituted Audit Committee under listing agreement which is in line with section 177 of Companies Act, 2013. The terms of reference of Audit Committee are as per Companies Act, 2013 and listing agreement.

**ii. Composition**

The Audit Committee consists 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 Companies Act, 2013 and Rules made thereunder..

During the 2013-14 under review 4(four) meetings of the Audit Committee were held, on 30/05/2013, 14/08/2013, 15/11/2013, 12/02/2014.

The attendances of members are as follows:

| Name               | Category | Meetings during the Year 2013-14 |          |
|--------------------|----------|----------------------------------|----------|
|                    |          | Held                             | Attended |
| Priti Agarwal      | Chairman | 4                                | 1        |
| Sachin Somaiya     | Member   | 4                                | 1        |
| Pramod kumar Gupta | Member   | 4                                | 1        |

(Details are as on 31<sup>st</sup> March, 2014)

**(b) Remuneration Committee**

The Company has constituted a remuneration committee of directors as required, which are responsible or determining and recommending to the Board, the remuneration payable to the Whole Time Director/Executive Director. The remuneration of the working director is decided by the Board based on the recommendation of the Remuneration Committee.

The Committee comprises of Mr. Sachin Somaiya, Mr. Pramod Gupta and Ms. Priti Agarwal.

**(c) Shareholders' Grievance Committee/ Stakeholders Relationship Committee:**

(a) The board had constituted a Shareholders' Grievances Committee pursuant to requirement of Listing Agreement. However, upon notification of section 178 of Companies Act, 2013, the board has constituted Stakeholders Relationship Committee in Place of Shareholders' Grievances Committee.

(b) The terms of reference of committee are to consider and resolve grievances of security holders of the Company.

- (c) The composition of committee consists of . Mr. Sachin Somaiya,, Chairman, Mr. Pramod Kumar Gupta and Ms. Pinki Gupta, as Members.
- (d) During the year, Shareholders' Grievance Committee has met for 5 times.
- (e) Mr. Shweta Agarwal, company secretary is compliance officer of the Company.

**(d) Whistle Blower Policy:**

The Company has formulated a policy known as 'Whistle Blower Policy' to allow and encourage employees to bring to the Management's Notice (Audit Committee) directly, without necessarily informing their superiors about suspected unethical behavior, malpractice, wrongful conduct, fraud, violation of the Company's policies including code of conduct, violation of law or questionable accounting or auditing matters by any employee/director in the Company without fear of reprisal. The Company further undertakes that it has not denied any personnel access to the Audit Committee of the Company with respect to the same.

**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                |
|----------------|------------|---------|-------------------------|
| 2012-2013      | 31/08/2013 | 2 P.M.  | At Regd. Office, Mumbai |
| 2011-2012      | 29/09/2012 | 11 A.M. | At Regd. Office, Mumbai |
| 2010-2011      | 30/09/2011 | 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: No  
 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) **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, Managing 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 ( [www.einsedutechltd.com](http://www.einsedutechltd.com) )
- (c) 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 Tuesday, the 30<sup>th</sup> September, 2014 at 3:30 P.M. at the Registered office of the Company – 212, C-wing, Crystal Plaza, New Link Road, Oshiwara, Andheri (W), Mumbai – 400 053.

**Copy of Notice of Annual General Meeting and Annual Report are available on Company Website.**

- (b) **Financial Year:** The Financial Year is from 1<sup>st</sup> April to 31<sup>st</sup> March.

(c) **Tentative Schedule**

|   |                              |
|---|------------------------------|
| Unaudited Results for quarter ending June 30, 2014      | :14 <sup>th</sup> Aug., 2014 |
| Unaudited Results for quarter ending September 30, 2014 | :14 <sup>th</sup> Nov., 2014 |
| Unaudited Results for quarter ending December 31, 2014  | :14 <sup>th</sup> Feb, 2015  |
| Unaudited Results for year ending March 31, 2015        | :15 <sup>th</sup> May, 2015  |
| AGM for year ending March 31, 2015                      | : End September, 2015        |

(d) **Book Closure period:** Share Transfer Register will be closed from 23<sup>rd</sup> September, 2013 to 30<sup>th</sup> September, 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](mailto: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:** 14321950 shares (99.60%)

(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, 2014:**

(1) **Distribution of Shareholding as on 31<sup>st</sup> March, 2014:**

| 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             | 1.587%          | 20,000.00    | 0.014%            |
| 10,001                            | 20,000   | 19            | 15.079%         | 3,45,000.00  | 0.240%            |
| 20,001                            | 30,000   | 6             | 4.762%          | 1,45,500.00  | 0.101%            |
| 30,001                            | 40,000   | 3             | 2.381%          | 1,10,000.00  | 0.076%            |
| 40,001                            | 50,000   | 0             | 0.00%           | 0.00         | 0.00%             |
| 50,001                            | 1,00,000 | 1             | 0.794%          | 70,000.00    | 0.049%            |

|              |           |            |                |                        |                |
|--------------|-----------|------------|----------------|------------------------|----------------|
| 1,00,001     | And above | 95         | 75.397%        | 14,31,09,500.00        | 99.520%        |
| <b>TOTAL</b> |           | <b>126</b> | <b>100.00%</b> | <b>14,38,00,000.00</b> | <b>100.00%</b> |

**(2) Shareholding pattern as on 31<sup>st</sup> March 2014:**

|   | <b>No. of Shares held</b> | <b>% to Total Shares</b> |
|---|---------------------------|--------------------------|
| Promoter Group  | 13,76,450                 | 9.57%                    |
| Mutual Funds and UTI                                      |                           |                          |
| Banks & Financial institutions & Insurance Companies etc. | -                         | -                        |
| Venture Capital Funds                                     |                           | -                        |
| Corporate Bodies  | 1,35,500                  | 0.94%                    |
| General Public  | 1,28,68,050               | 89.49%                   |
| NRIs / OCBs   | -                         | -                        |
| <b>TOTAL</b>  | <b>1,43,80,000</b>        | <b>100.00</b>            |

**(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.

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**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 31<sup>st</sup> March, 2014.

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

**PLACE: MUMBAI  
DATE : 14/08/2014**

**Sd/-  
Ramawtar Gupta  
Managing Director  
(DIN : 06365578)**

**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 31<sup>st</sup> March, 2014 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: 14/08/2014**

**FOR AJMAL PORORA & ASSOCIATES**  
**Practicing Company Secretaries**

Sd/-  
**Ajmal Poror**  
**Membership No. 28945**  
**C.P. No. 11050**

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**CODE OF CONDUCT DECLARATION**

Pursuant to Clause 49I(D) of the Listing Agreement entered into with the Stock Exchange, I hereby declare that all the board members and senior management personnel of the Company have affirmed compliances with the Code of Conduct for the year ended on 31st March, 2014.

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

**PLACE: MUMBAI**  
**DATE : 14/08/2014**

Sd/-  
**Ramawtar Gupta**  
**Managing Director**  
**(DIN : 06365578)**



**CFO/CEO CERTIFICATE**

I, Ramawtar Gupta, Managing Director 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: 14/08/2014**

**Sd/-  
RAMAWTAR GUPTA  
Managing Director  
(DIN : 06365578)**

## INDEPENDENT AUDITORS' REPORT

**To**  
**The Members of**  
**EINS EDUTECH LIMITED**

### **Report on the Financial Statements**

We have audited the accompanying financial statements of M/s. **EINS EDUTECH LIMITED** (formerly M/s. THYROCARE LABORATORIES LTD.) ("the Company"), which comprise the Balance Sheet as at March 31, 2014, 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 notified under the Companies Act, 1956 ("the Act") (which continue to be applicable in respect of Section 133 of the Companies Act, 2013 in terms of General Circular 15/2013 dated 13th September 2013 of the Ministry of Corporate Affairs) and in accordance with the accounting principles generally accepted in India. 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, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. 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, 2014;
- (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, the Statement of Profit and Loss, and the Cash Flow Statement comply with the Accounting Standards notified under the Act (which continue to be applicable in respect of Section 133 of the Companies Act, 2013 in terms of General Circular 15/2013 dated 13th September 2013 of the Ministry of Corporate Affairs).
  - (e) On the basis of the written representations received from the directors as on 31<sup>st</sup> March, 2014 taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March, 2014 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

Place: MUMBAI  
Date: May 29, 2014

**ANUJ B GOLECHA**  
**Partner**  
Membership No. 117617

**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 made any preferential allotment of shares to one company viz. Westfield Apparels Pvt Ltd. covered in the register maintained under section 301 of the Act during the year. In our opinion the price at which shares have been issued is not prejudicial to interest of the company. The Company has not issued any debentures. Accordingly, clause 4(xix) of the Order is not applicable.
- 19) The Company has not raised any money by public issues during the year.
- 20) 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

Place: MUMBAI  
Date: May 29, 2014

**ANUJ B. GOLECHA**  
Partner  
Membership No. 117617



**EINS EDUTECH LIMITED**

BALANCE SHEET AS ON 31ST MARCH, 2014

| S. N      | PARTICULARS                                   | NOTE NO. | FOR THE PERIOD ENDED |                     | FOR THE YEAR ENDED |                    |
|-----------|---|----------|----------------------|---------------------|--------------------|--------------------|
|           |   |          | 31-03-2014           |                     | 31/03/2013         |                    |
| <b>I</b>  | <b><u>EQUITY AND LIABILITIES</u></b>          |          |                      |                     |                    |                    |
| 1         | <b><u>SHAREHOLDERS FUNDS</u></b>              |          |                      |                     |                    |                    |
|           | (a) SHARE CAPITAL                             | 2        |                      | 14,38,00,000        |                    | 27,00,000          |
|           | (b) RESERVES AND SURPLUS                      | 3        |                      | 7,80,11,975         |                    | 89,18,185          |
|           | TOTAL(1)                                      |          |                      | 22,18,11,975        |                    | 1,16,18,185        |
| 2         | <b><u>SHARE APPLICATION MONEY PENDING</u></b> |          |                      | -                   |                    | 5,13,00,000        |
| 3         | <b><u>DEFERRED TAX LIABILITIES (NET)</u></b>  |          |                      | 1,916               |                    | 1,760              |
|           | TOTAL(2)                                      |          |                      | 1,916               |                    | 1,760              |
| 4         | <b><u>CURRENT LIABILITIES</u></b>             |          |                      |                     |                    |                    |
|           | (a) TRADE PAYABLES                            | 4        |                      | -                   |                    | 2,42,500           |
|           | (b) OTHER CURRENT LIABILITIES                 | 5        |                      | 7,73,391            |                    | 1,76,760           |
|           | (c) SHORT TERM PROVISIONS                     | 6        |                      | 13,20,734           |                    | 12,84,764          |
|           | TOTAL(3)                                      |          |                      | 20,94,125           |                    | 17,04,024          |
|           | <b>TOTAL(1+2+3)</b>                           |          |                      | <b>22,39,08,016</b> |                    | <b>6,46,23,969</b> |
| <b>II</b> | <b><u>ASSETS</u></b>                          |          |                      |                     |                    |                    |
| 1         | <b><u>NON-CURRENT ASSETS</u></b>              |          |                      |                     |                    |                    |
|           | (a) FIXED ASSETS                              |          |                      |                     |                    |                    |
|           | (i) TANGIBLE ASSETS                           | 7        |                      | 27,163              |                    | 36,250             |
|           | (b) NON-CURRENT INVESTMENTS                   | 8        |                      | 60,00,000           |                    | 1,00,00,000        |
|           | (c) LONG-TERM LOANS AND ADVANCES              | 9        |                      | 20,84,75,000        |                    | 3,00,25,000        |
|           | TOTAL(1)                                      |          |                      | 21,45,02,163        |                    | 4,00,61,250        |
| 2         | <b><u>CURRENT ASSETS</u></b>                  |          |                      |                     |                    |                    |
|           | (a) CURRENT INVESTMENTS                       | 10       |                      | 58,00,000           |                    | -                  |
|           | (a) TRADE RECEIVABLES                         | 11       |                      | 22,58,487           |                    | 20,02,717          |
|           | (b) CASH AND CASH EQUIVALENTS                 | 12       |                      | 1,11,531            |                    | 2,13,23,635        |
|           | (c) SHORT-TERM LOANS AND ADVANCES             | 13       |                      | 12,35,835           |                    | 12,36,366          |
|           | TOTAL(2)                                      |          |                      | 94,05,853           |                    | 2,45,62,719        |
|           | <b>TOTAL(1+2)</b>                             |          |                      | <b>22,39,08,016</b> |                    | <b>6,46,23,969</b> |

SIGNIFICANT ACCOUNTING POLICIES & NOTES ON

1

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

As per our report of even date  
**For BANSHI JAIN AND ASSOCIATES**  
 FRN 100990W  
 Chartered Accountants

**ANUJ B GOLECHA**  
 Partner  
 Membership No. 117617

Sd/-  
**Ramawtar Gupta**  
 DIRECTOR

Sd/-  
**Pramod Kumar Gupta**  
 DIRECTOR

PLACE: MUMBAI  
 DATED: 29th May 2014



**EINS EDUTECH LIMITED**  
**BALANCE SHEET AS ON 31ST MARCH, 2014**

(IN RUPEES)

| NOTE NO. | S.N | PARTICULARS  | FOR THE PERIOD ENDED<br>31-03-2014 | FOR THE YEAR ENDED<br>31/03/2013 |
|----------|-----|--|------------------------------------|----------------------------------|
| 2        |     | <b>SHARE CAPITAL:</b>  |                                    |                                  |
|          | A.  | <b>Authorised</b><br>15000000 Equity Shares (P.Y 15000000 Equity Shares) of Rs.10/- each   | 15,00,00,000.00                    | 15,00,00,000.00                  |
|          | B.  | <b>Issued, Subscribed &amp; Paid up</b><br>1,43,80,000 Equity Share(P.Y 2,70,000 Equity Shares) of Rs.10/- each  | 14,38,00,000.00                    | 27,00,000.00                     |
|          |     |  | <b>14,38,00,000.00</b>             | <b>27,00,000.00</b>              |
| C.       |     | <b>Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting period</b>  |                                    |                                  |
|          |     |  | <b>31ST MARCH , 2014</b>           | <b>31ST MARCH , 2013</b>         |
|          |     |  | Nos                                | Amount                           |
|          |     | Shares outstanding at the beginning of the year  | 2,70,000.00                        | 27,00,000.00                     |
|          |     | Shares issued during the year  | 1,41,10,000.00                     | 14,11,00,000.00                  |
|          |     | Shares outstanding at the end of the year  | 1,43,80,000.00                     | 27,00,000.00                     |
| D.       |     | <b>TERMS/ RIGHTS ATTACHED TO EQUITY SHARES</b>   |                                    |                                  |
|          |     | 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. The Company declares and pays dividend in Indian rupees. The dividend proposed by the Board of Directors is subject to the approvals of share holders in the ensuing Annual General Meeting, except in case of interim dividend. |                                    |                                  |
|          |     | 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.       |     | <b>Details of shareholders holding more than 5% shares of the Company</b>  |                                    |                                  |
|          |     | <b>NAME OF THE SHAREHOLDER</b>   | <b>31ST MARCH, 2014</b>            | <b>31ST MARCH , 2013</b>         |
|          |     | ( EQUITY SHARES OF RS 10/ EACH FULLY PAID UP )   | Nos                                | %                                |
|          |     | Westfield Apparels Pvt Ltd   | 13,76,450.00                       | 9.57                             |
|          |     |  | 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 .  |                                    |                                  |
| 3        |     | <b>RESERVE &amp; SURPLUS:</b>  |                                    |                                  |
|          | A.  | <b>SECURITIES PREMIUM ACCOUNT</b>  |                                    |                                  |
|          |     | At The Beginning Of The Accounting Period  | 22,50,000.00                       | 22,50,000.00                     |
|          |     | Additions During The Year  | 7,05,50,000.00                     | -                                |
|          |     | At The End Of The Accounting Period  | 7,28,00,000.00                     | 22,50,000.00                     |
|          | B.  | <b>SURPLUS</b>   |                                    |                                  |
|          |     | At The Beginning Of The Accounting Period  | 66,68,184.56                       | 62,88,114.00                     |
|          |     | Additions During The Year  | (14,56,209.86)                     | 3,80,070.56                      |
|          |     | At The End Of The Accounting Period  | 52,11,974.70                       | 66,68,184.56                     |
|          |     | <b>GRAND TOTAL</b>   | <b>7,80,11,974.70</b>              | <b>89,18,184.56</b>              |
| 4        |     | <b>TRADE PAYABLES</b>  |                                    |                                  |
|          |     | Sundry Creditors (Refer Note 22 - A)   | -                                  | 2,42,500.00                      |
|          |     |  | -                                  | 2,42,500.00                      |
| 5        |     | <b>OTHER CURRENT LIABILITIES</b>   |                                    |                                  |
|          |     | Payable to Statutory Authority   | 21,927.00                          | 43,343.00                        |
|          |     | Provision for Expenses   | 2,51,464.00                        | 1,33,417.00                      |
|          |     | Advances Received  | 5,00,000.00                        | -                                |
|          |     |  | <b>7,73,391.00</b>                 | <b>1,76,760.00</b>               |
| 6        |     | <b>SHORT-TERM PROVISIONS</b>   |                                    |                                  |
|          |     | Provisions For Taxation  | 13,20,734.00                       | 12,84,764.00                     |
|          |     |  | <b>13,20,734.00</b>                | <b>12,84,764.00</b>              |



**EINS EDUTECH LIMITED**  
**BALANCE SHEET AS ON 31ST MARCH, 2014**

| NOTE NO. | S.N | PARTICULARS   | FOR THE YEARENDED<br>31-03-2014 | FOR THE YEARENDED<br>31/03/2013 |
|----------|-----|---|---------------------------------|---------------------------------|
| 8        | i)  | <b><u>NON CURRENT INVESTMENT:</u></b>   | <b>Amount</b>                   | <b>Amount</b>                   |
|          |     | <u>Unquoted</u>   |                                 |                                 |
|          |     | 12000(20000) Equity Shares of Rs.10/- each of Sarawati Buihome Pvt Ltd fully paid up                              | 60,00,000.00                    | 1,00,00,000.00                  |
|          |     |   | <u>60,00,000.00</u>             | <u>1,00,00,000.00</u>           |
|          | a   | The aggregate amount of unquoted investments is Rs. 6,000,000/-[at the end of previous period Rs. 10,000,000/-]   |                                 |                                 |
|          | b   | The aggregate provision for diminution in value of investments is Rs. Nil [at the end of previous period Rs. Nil] |                                 |                                 |
| 9        |     | <b><u>LONG TERM LOANS &amp; ADVANCES:</u></b>   |                                 |                                 |
|          |     | (UNSECURED CONSIDERED GOOD)   |                                 |                                 |
|          |     | Security Deposit  | 2,25,000.00                     | 25,000.00                       |
|          |     | Others  | 20,82,50,000.00                 | 3,00,00,000.00                  |
|          |     |   | <u>20,84,75,000.00</u>          | <u>3,00,25,000.00</u>           |
| 10       |     | <b><u>CURRENT INVESTMENT:</u></b>   |                                 |                                 |
|          |     | <u>Unquoted</u>   |                                 |                                 |
|          |     | 2,30,000(Nil) Equity Shares of Rs.10/- each of Brijdham Agencies Ltd fully paid up                                | 23,00,000.00                    | -                               |
|          |     | 2,50,000(Nil) Equity Shares of Rs.10/- each of Gannayak Business Limited fully paid up                            | 25,00,000.00                    | -                               |
|          |     | 50,000(Nil) Equity Shares of Rs.10/- each of Nityadhara Mercantile Ltd fully paid up                              | 5,00,000.00                     | -                               |
|          |     | 50,000(Nil) Equity Shares of Rs.10/- each of Premkunj Suppliers Ltd fully paid up                                 | 5,00,000.00                     | -                               |
|          |     |   | <u>-</u>                        | <u>-</u>                        |
|          |     | <b>Total</b>  | <u>58,00,000.00</u>             | <u>-</u>                        |
|          | a   | The aggregate amount of unquoted investments is Rs. 5,800,000[at the end of previous period Rs. Nil]              |                                 |                                 |
|          | b   | The aggregate provision for diminution in value of investments is Rs. Nil [at the end of previous period Rs. Nil] |                                 |                                 |
|          | c   | Current Investment is quoted at lower of market value and cost  |                                 |                                 |
| 11       |     | <b><u>TRADE RECEIVABLES:</u></b>  |                                 |                                 |
|          |     | (UNSECURED CONSIDERED GOOD)   |                                 |                                 |
|          |     | Debts Outstanding For A Period Less Than Six Months From The Date They Are Due                                    | 3,18,270.00                     | -                               |
|          |     | Other   | 19,40,217.00                    | 20,02,717.00                    |
|          |     |   | <u>22,58,487.00</u>             | <u>20,02,717.00</u>             |
| 12       |     | <b><u>CASH &amp; CASH EQUIVALENTS :</u></b>   |                                 |                                 |
|          |     | <b>(A) Balance With Banks</b>   |                                 |                                 |
|          |     | In Current Accounts:  | 1,07,641.70                     | 2,13,06,724.96                  |
|          |     | <b>(B)Cash In Hand</b>  | 3,889.00                        | 16,910.32                       |
|          |     |   | <u>1,11,530.70</u>              | <u>2,13,23,635.28</u>           |
| 13       |     | <b><u>SHORT TERM LOANS &amp; ADVANCES:</u></b>  |                                 |                                 |
|          |     | (UNSECURED CONSIDERED GOOD)   |                                 |                                 |
|          |     | Advance Income Tax Paid   | 12,25,992.00                    | 12,25,992.00                    |
|          |     | Others  | 9,843.00                        | 10,374.28                       |
|          |     |   | <u>12,35,835.00</u>             | <u>12,36,366.28</u>             |



**EINS EDUTECH LIMITED**

**STATEMENT OF PROFIT AND LOSS FOR THE PERIOD FROM 01/04/2013 TO 31/03/2014**

(RUPEES IN)

| S. N | PARTICULARS   | NOTE NO. | FOR THE PERIOD ENDED |             | FOR THE YEARENDED |           |
|------|---|----------|----------------------|-------------|-------------------|-----------|
|      |   |          | 31-03-2014           |             | 31-03-2013        |           |
|      | <b>REVENUE FROM OPERATIONS</b>                        |          |                      |             |                   |           |
|      | REVENUE FROM OPERATIONS                               | 14       |                      | 15,39,053   |                   | 9,28,250  |
|      | OTHER INCOME  | 15       |                      | -           |                   | 4,26,901  |
| I    | <b>TOTAL REVENUE</b>                                  |          |                      | 15,39,053   |                   | 13,55,151 |
|      | <b>EXPENSES:</b>                                      |          |                      |             |                   |           |
| a    | EMPLOYEE BENEFITS EXPENSES                            | 16       |                      | 4,55,000    |                   | 1,917     |
| b    | FINANCE COSTS   | 17       |                      | 19,835      |                   | 42        |
| c    | DEPRECIATION  | 18       |                      | 9,087       |                   | 650       |
| d    | OTHER EXPENSES  | 19       |                      | 9,58,056    |                   | 8,89,132  |
| II   | <b>TOTAL EXPENSES</b>                                 |          |                      | 14,41,978   |                   | 8,91,741  |
| III  | <b>PROFIT BEFORE EXCEPTIONAL ITEMS AND TAX (I-II)</b> |          |                      | 97,075      |                   | 4,63,411  |
| IV   | EXCEPTIONAL ITEMS                                     | 20       |                      | 15,17,159   |                   | 56,573    |
| V    | <b>PROFIT BEFORE TAX (III-IV)</b>                     |          |                      | (14,20,084) |                   | 4,06,838  |
| VI   | <b>TAX EXPENSE</b>                                    |          |                      |             |                   |           |
| a    | CURRENT TAX   |          |                      | 35,970      |                   | 25,007    |
| b    | DEFERRED TAX  |          |                      | 156         |                   | 1,760     |
|      |   |          |                      |             |                   | -         |
| VII  | <b>PROFIT (LOSS) FOR THE PERIOD (V-VI)</b>            |          |                      | (14,56,210) |                   | 3,80,071  |
| VIII | EARNING PER EQUITY SHARE<br>BASIC & DILUTED           | 21       |                      | (0)         |                   | 1         |

SIGNIFICANT ACCOUNTING POLICIES & NOTES ON ACCOUNTS

1

As per our report of even date  
**For BANSHI JAIN AND ASSOCIATES**  
 FRN 100990W  
 Chartered Accountants

**FOR AND ON BEHALF OF THE BOARD OF DIRECTORS**

**ANUJ B GOLECHA**  
 Partner  
 Membership No. 117617

**Sd/-**  
**Ramawtar Gupta**  
 DIRECTOR

**Sd/-**  
**Pramod Kumar Gupta**  
 DIRECTOR

**PLACE: MUMBAI**  
**DATED: 29th May 2014**



EINS EDUTECH LIMITED

NOTES TO AND FORMING PART OF STATEMENT OF PROFIT AND LOSS FOR THE PERIOD ENDED 31ST MARCH, 2014

(RUPEES IN)

| NOTE NO. | PARTICULARS                      | FOR THE PERIOD ENDED<br>41,729 | FOR THE YEARENDED<br>31/03/2013 |
|----------|----------------------------------|--------------------------------|---------------------------------|
| 14       | <b>REVENUE FROM OPERATIONS</b>   |                                |                                 |
|          | Sale Of Services                 | -                              | -                               |
|          | <b>Others</b>                    |                                |                                 |
| A        | Income From Commodity Market     | 14,23,053                      | 8,23,250                        |
| B        | Service Charges Received         | 1,16,000                       | 1,05,000                        |
|          |                                  | <b>15,39,053</b>               | <b>9,28,250</b>                 |
|          | Revenue From Operations          | <b>15,39,053</b>               | <b>9,28,250</b>                 |
| 15       | <b>OTHER INCOME:</b>             |                                |                                 |
|          | Interest On Bank Deposit         | -                              | 50,114                          |
|          | Dividend Income                  | -                              | 3,76,787                        |
|          |                                  | <b>-</b>                       | <b>4,26,901</b>                 |
| 16       | <b>EMPLOYEE BENEFITS EXPENSE</b> |                                |                                 |
|          | Salary & Allowance               | 4,55,000                       | -                               |
|          | Staff Welfare                    | -                              | 1,917                           |
|          |                                  | <b>4,55,000</b>                | <b>1,917</b>                    |
| 17       | <b>FINANCIAL COSTS:</b>          |                                |                                 |
|          | Other Borrowing Costs            | -                              | 42                              |
|          | Interest On Taxes                | 19,835                         | -                               |
|          |                                  | <b>19,835</b>                  | <b>42</b>                       |
| 18       | <b>DEPRECIATION :</b>            |                                |                                 |
|          | Depreciation on tangible assets  | 9,087                          | 650                             |
|          |                                  | <b>9,087</b>                   | <b>650</b>                      |
| 19       | <b>OTHER EXPENSES:</b>           |                                |                                 |
|          | Administrative Expense           | -                              | 22,550                          |
|          | Advertisement Expenses.          | 12,000                         | 1,04,617                        |
|          | Audit Fees (Refer note below)    | 28,090                         | 57,210                          |
|          | Bank Charges                     | 2,202                          | 724                             |
|          | Electricity Expenses             | 26,450                         | -                               |
|          | Filing Fees                      | 8,500                          | 1,000                           |
|          | Legal Charges                    | 4,250                          | -                               |
|          | Listing And Depository Expenses  | 27,966                         | 26,720                          |
|          | Miscellaneous Expenses           | 30,399                         | 1,560                           |
|          | Postage & Courier                | -                              | 3,020                           |
|          | Printing & Stationery            | 88,337                         | 18,338                          |
|          | Professional Fees                | 1,88,943                       | 4,03,271                        |
|          | Rent                             | 4,20,000                       | -                               |
|          | Service Charges                  | 1,11,236                       | 2,00,000                        |
|          | Subscription Charges             | -                              | 44,944                          |
|          | Sundry Balance W/Off             | -                              | (160)                           |
|          | Telephone Expenses               | 9,683                          | -                               |
|          | Travelling & Conveyance          | -                              | 5,338                           |
|          | <b>TOTAL</b>                     | <b>9,58,056</b>                | <b>8,89,132</b>                 |

Auditors' Remuneration [ Including Service Tax ] :

|           |  |                  |               |
|-----------|--|------------------|---------------|
| i         | Audit Fees   | 28,090           | 57,210        |
| ii        | Others   | 15,170           | -             |
|           | <b>TOTAL</b>   | <b>43,260</b>    | <b>57,210</b> |
| <br>      |  |                  |               |
| <b>20</b> | <b><u>EXCEPTIONAL ITEMS</u></b>                              |                  |               |
|           | Merger Expenses  | 2,80,900         | -             |
|           | Expenses related to Preferenceal Allotment                   | 12,36,259        | -             |
|           | Others   | -                | 56,573        |
|           |  | <u>15,17,159</u> | <u>56,573</u> |
| <br>      |  |                  |               |
| <b>21</b> | <b><u>EARNING PER SHARE</u></b>                              |                  |               |
|           | Net Profit After Tax As Per Statement Of Profit And Loss (A) | (14,56,210)      | 3,80,071      |
|           | Weighted Average Number Of Equity Shares Outstanding (B)     | 1,04,33,589      | 2,70,000      |
|           | Basic And Diluted Earnings Per Share (A/B)                   | (0.14)           | 1.41          |
|           | Face Value Per Equity Share                                  | 10.00            | 10.00         |

**21 RELATED PARTY DISCLOSURES**

**List of Related Parties**

Name of related parties with whom transactions have taken place during the year:

(i)

**Key Management Personnel**

RAMAWTAR GUPTA  
PRAMOD KUMAR GUPTA

(ii)

**Other Related Parties (Enterprises having control over the Company)**

Westfield Apparels Pvt Ltd

Transactions with Related Parties

| Name of Parties                                   | Nature        | 2013-2014   | 2012-2013 |
|---|---------------|-------------|-----------|
| <u>Transactions with Key Management Personnel</u> |               |             |           |
| <u>RAMAWTAR GUPTA</u>                             | -Remuneration | 60,000.00   |           |
| <u>PRAMOD KUMAR GUPTA</u>                         | -Remuneration | -           | -         |
| <u>Transactions with other related party</u>      |               |             |           |
| <u>Westfield Apparels Pvt Ltd</u>                 | -Advances     | 5,00,000.00 | -         |
| <u>Balance Outstanding at the year end</u>        |               |             |           |
| <u>Receivable</u>                                 |               | Nil         | Nil       |
| <u>Payable</u>                                    |               |             |           |
| <u>Westfield Apparels Pvt Ltd</u>                 |               | 5,00,000.00 | Nil       |

**22 Others**

- A 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 MSMs 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.
- B The Company has reclassified the previous year figures in accordance with the requirements applicable in the current year.

**EINS EDUTECH LIMITED**  
**7) 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 31.03.2014 | WDV as on 31.03.2013 |
| <b>Tangible Assets</b> |                      |       |                        |                          |                           |                  |                        |                          |                           |                  |                      |                      |
| 1                      | HTC MOBILE           | 13.91 | 8,000.00               | -                        | -                         | 8,000.00         | 95.00                  | 1100.00                  | -                         | 1195.00          | 6805.00              | 7905.00              |
| 2                      | PRINTER              | 40    | 15,900.00              | -                        | -                         | 15,900.00        | 401.00                 | 6200.00                  | -                         | 6601.00          | 9299.00              | 15499.00             |
| 3                      | SAMSUNG MOBILE       | 13.91 | 13,000.00              | -                        | -                         | 13,000.00        | 154.00                 | 1787.00                  | -                         | 1941.00          | 11059.00             | 12846.00             |
|                        |                      |       | -                      | -                        | -                         | -                | -                      | -                        | -                         | -                | -                    | -                    |
|                        | <b>TOTAL</b>         |       | <b>36900.00</b>        | <b>-</b>                 | <b>-</b>                  | <b>36900.00</b>  | <b>650.00</b>          | <b>9087.00</b>           | <b>-</b>                  | <b>9737.00</b>   | <b>27163.00</b>      | <b>36250.00</b>      |
|                        | <b>PREVIOUS YEAR</b> |       | <b>-</b>               | <b>36,900.00</b>         | <b>-</b>                  | <b>36,900.00</b> | <b>-</b>               | <b>650.00</b>            | <b>-</b>                  | <b>650.00</b>    | <b>36,250.00</b>     |                      |

**EINS EDUTECH LIMITED**  
**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 31.03.2014 | WDV as on 31.03.2013 |
| <b>Tangible Assets</b> |                |      |                        |                          |                           |                  |                        |                          |                           |                  |                      |                      |
| 1                      | HTC MOBILE     | 15   | 8,000.00               | -                        | -                         | 8,000.00         | 600.00                 | 1110.00                  | -                         | 1710.00          | 6290.00              | 7400.00              |
| 2                      | PRINTER        | 60   | 15,900.00              | -                        | -                         | 15,900.00        | 4770.00                | 6678.00                  | -                         | 11448.00         | 4452.00              | 11131.00             |
| 3                      | SAMSUNG MOBILE | 15   | 13,000.00              | -                        | -                         | 13,000.00        | 975.00                 | 1803.75                  | -                         | 2778.75          | 10221.25             | 12025.00             |
|                        |                |      | -                      | -                        | -                         | -                | -                      | -                        | -                         | 0.00             | 0.00                 | -                    |
|                        | <b>TOTAL</b>   |      | <b>36900.00</b>        | <b>-</b>                 | <b>-</b>                  | <b>36900.00</b>  | <b>6345.00</b>         | <b>9591.75</b>           | <b>-</b>                  | <b>15936.75</b>  | <b>20963.25</b>      | <b>30556.00</b>      |

**EINS EDUTECH LIMITED**

**NOTES TO AND FORMING PART OF BALANCE SHEET AND STATEMENT OF PROFIT AND LOSS  
FOR THE PERIOD FROM 01/04/2013 TO 31/03/2014**

**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

**1 SIGNIFICANT ACCOUNTING POLICIES & NOTES :**

**A Basis Of Preparation of Financial Statements**

The financial statements are prepared under the historical cost convention on the "Accrual Concept" of accountancy in accordance with the accounting principles generally accepted in India and they comply with the Accounting Standards prescribed in the Companies [Accounting Standards] Rules, 2006 issued by the Central Government to the extent applicable and with the applicable provisions of the Companies Act, 1956

**B 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.

**C 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.

**D 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.

**E 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.

**F 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.

**G 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.

**H** **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.

**I** **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.

**J** **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.

**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: 29/05/2014**



**EINS EDUTECH LIMITED**  
**(Formerly Known as THYROCARE LABORATORIES LIMITED)**  
**Cash Flow Statement for the year ended March31, 2014**

| Particulars   | INR                      |                           |
|---|--------------------------|---------------------------|
|   | Figures for the          |                           |
|   | Current Reporting Period | Previous Reporting Period |
|   | Mar-31                   |                           |
|   | 2014                     | 2013                      |
| <b>A. Cash Flows from Operating Activities</b>              |                          |                           |
| Net profit before taxation and after extraordinary items    | 97,075                   | 463,411                   |
| <b>Adjustments for</b>                                      |                          |                           |
| Interest Income   | 0                        | 50,114                    |
| Dividend Income   | 0                        | 376787                    |
| Depreciation  | 9087                     | 650                       |
| Total   | <u>9,087</u>             | <u>-426,251</u>           |
| Operating profit before working capital changes             | <u>106,162</u>           | 37,160                    |
| Adjustment for capital changes                              |                          |                           |
| Inventories   | -                        |                           |
| [Increase]/Decrease in trade receivables                    | -255,770                 | -453146                   |
| [Increase]/Decrease in short term advances                  | 532                      | -1903                     |
| [Increase]/Decrease in long term advances                   | -178,450,000             | -30,000,000               |
| [Increase]/Decrease in other current assets                 | -5,800,000               | 56573                     |
| [Increase]/Decrease in trade payables                       | -242,500                 | 172917                    |
| [Increase]/Decrease in other current Liabilities            | 596,631                  | 117749                    |
| Total   | <u>-184,151,107</u>      | <u>-30,107,810</u>        |
| Cash generated from operations                              | <u>-184,044,945</u>      | -30,070,650               |
| Income Tax paid for the Year                                | -                        | 0                         |
| Extraordinary Items   | <u>-1,517,159</u>        | <u>-56,573</u>            |
| <b>Net cash from operating activities</b>                   | <b>-185,562,104</b>      | <b>-30,127,223</b>        |
| <b>B. Cash flows from Investing activities:</b>             |                          |                           |
| Decrease / (Increase) in Fixed Assets                       | 0                        | -36900                    |
| Proceeds from sale of Non Current Investments               | 4,000,000                | 6720673                   |
| Purchase of Non-Current investments                         | 0                        | -10000000                 |
| Interest received   | 0                        | 50114                     |
| Dividend Received   | 0                        | 376787                    |
| <b>Net cash from Investing activities</b>                   | <b>4,000,000</b>         | <b>-2852426</b>           |
| <b>C. Cash flows from financing activities:</b>             |                          |                           |
| Proceeds from Issue of Preference Share Capital             | 160,350,000              | -                         |
| <b>Net cash used in financing activities:</b>               | <b>160,350,000</b>       | <b>51300000</b>           |
| Net increase/(-) decrease in cash and cash equivalents      | <b>-21,212,104</b>       | <b>18,283,451</b>         |
| Cash and cash equivalents at the beginning of the period    | <b>21,323,635</b>        | <b>3,040,184</b>          |
| <b>Cash and cash equivalents at the close of the period</b> | <b>111,531</b>           | <b>21,323,635</b>         |

1 All figures in brackets are outflow.

2 Previous year's figures have been regrouped wherever necessary

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

Sd/-

Ramawtar Guj  
DIRECTOR

Sd/-

Pramod Kumar Gupta  
DIRECTOR

AUDITORS 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

Date: 29/05/2013

## Proxy form

(Form No. MGT-11)

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

|                         |  |
|-------------------------|--|
| CIN:                    | L80902MH1996PLC100018  |
| Name of the company:    | Eins Edutech Limited   |
| Registered office:      | 212, C- Wing, Crystal Plaza, New Link Road, Oshiwara, Andheri (W), Mumbai – 400053 |
| Name of the member (s): |  |
| Registered address:     |  |
| E-mail Id:              |  |
| Folio No/ Client Id:    |  |
| DP ID:                  |  |

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

|    |            |
|----|------------|
| 1. | Name:      |
|    | Address:   |
|    | E-mail Id: |
|    | Signature: |

or failing him

|    |            |
|----|------------|
| 2. | Name:      |
|    | Address:   |
|    | E-mail Id: |
|    | Signature: |

or failing him

|    |            |
|----|------------|
| 3. | Name:      |
|    | Address:   |
|    | E-mail Id: |
|    | Signature: |

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 31<sup>st</sup> Annual general meeting/ Extraordinary general meeting of the company, to be held on the 30<sup>th</sup> day of September, 2014 at 03:30 p.m. at 212, C-Wing, Crystal Plaza, New Link Road, Oshiwara, Andheri (W), Mumbai – 400 053 and at any adjournment thereof in respect of such resolutions as are indicated below:

| Resolution No. | Resolution  |
|----------------|---|
| 1.             | Adoption of Audited Financial Statements for the F.Y. 2013 - 2014   |
| 2.             | Re-appointment of Mr. Pramod Gupta as a Director, who retires by rotation.  |
| 3.             | Re-appointment of Banshi Jain and Associates, Chartered Accountants, Mumbai as Statutory Auditors of the Company. |
| 4.             | Appointment of Ms. Pinki Gupta as Non-executive Director of the Company.  |
| 5.             | Re-appointment of Mr. Sachin somaiya as a Director of the Company.  |
| 6.             | Appointment of Ms. Dipak Kumar Sharma as Independent Director of the Company.                                     |
| 7.             | Appointment of Mr. Ramawtar Gupta as a Managing Director of the Company.  |

Signed this..... day of..... 20....

Signature of shareholder : .....

Signature of Proxy holder(s) : .....

|                           |
|---------------------------|
| Affix<br>Revenue<br>Stamp |
|---------------------------|

**Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**



# EINS EDUTECH LIMITED

(CIN : L80902MH1996PLC100018)

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

## ATTENDANCE SLIP

DP ID:

Client ID:

Folio No.:

No. of Shares:

Name of the Shareholder :.....

Joint Holder 1 :.....

Joint Holder 2 :.....

Registered address of the Shareholder :.....

:.....

Name of the Proxy / Representative :.....

I/We hereby record my/our presence at the 31<sup>st</sup> Annual General Meeting of the Company to be held at 212, C- Wing, Crystal Plaza, New Link Road, Oshiwara, Andheri (W), Mumbai – 400053 on 30th September, 2014 at 03.30 P.M.

Signature of the Share Holder/Proxy: .....

NOTES : 1) Please complete the Folio/ DP ID-Client ID No. and name of the Member/ Proxy, sign this Attendance Slip and hand it over, duly signed, at the entrance of the Meeting Hall.

2) Shareholder/ Proxy holder desiring to attend the meeting should bring his/her copy of the Annual Report for reference at the meeting.

## POLLING PAPER

(Form No. MGT-12)

**[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014]**

CIN : L80902MH1996PLC100018

NAME OF THE COMPANY : EINS EDUTECH LIMITED

REGD. OFFICE : 212, CRYSTAL PLAZA, C WING, NEW LINK ROAD, OSHIWARA, ANDHERI (W),  
MUMBAI - 400 053

### BALLOT PAPER

| Sr. No. | Particulars  | Details |
|---------|--|---------|
| 1       | Name of the First Named Shareholders<br>(in Block letters)   |         |
| 2       | Postal Address   |         |
| 3       | Registered folio No. /*Client ID No.<br>(*Applicable to investors holding shares in dematerialized form) |         |
| 4       | Class of Share   |         |

I hereby exercise my vote in respect of Ordinary resolution enumerated below by recording my assent or dissent to the said resolution in the following manner:

| Sr. No. | Item  | No. of shares held by me | I assent to the resolution | I dissent to the resolution. |
|---------|---|--------------------------|----------------------------|------------------------------|
| 1.      | Adoption of Audited Financial Statements for the F.Y. 2013 - 2014   |                          |                            |                              |
| 2.      | Re-appointment of Mr. Pramod Gupta as a Director, who retires by rotation.  |                          |                            |                              |
| 3.      | Re-appointment of Banshi Jain and Associates, Chartered Accountants, Mumbai as Statutory Auditors of the Company. |                          |                            |                              |
| 4.      | Appointment of Ms. Pinki Gupta as Non-executive Director of the Company.  |                          |                            |                              |
| 5.      | Re-appointment of Mr. Sachin somaiya as a Director of the Company.  |                          |                            |                              |
| 6.      | Appointment of Ms. Dipak Kumar Sharma as Independent Director of the Company.                                     |                          |                            |                              |
| 7.      | Appointment of Mr. Ramawtar Gupta as a Managing Director of the Company.  |                          |                            |                              |

Place:

Date:

(Signature of the shareholder)

**NAME AND COMPLETE POSTAL ADDRESS**

Empty rectangular box for name and complete postal address.

**If undelivered please return to:**  
**EINS EDUTECH LIMITED**  
212, Crystal Plaza, C Wing,  
New Link Road, Oshiwara,  
Andheri (W), Mumbai – 400 053