



JOINTECA
EDUCATION SOLUTIONS LTD.
ISO Certified Software Company

Jointeca Campus, Near SBI Crossing
Mathura (U.P.) INDIA - 281001
Telefax : +91-565-2410128, 6000801
jointeca.com / guruseva.in e-mail : info@jointeca.com

To,
The Manager,
Department of Corporate Services (DCS),
BSE SME Platform.
P. J. Towers, Dalal Street
Mumbai- 400001

Date: 08.12.2017

Dear Sir,
Ref. Scrip Code -534659
Sub: Submission of Annual Report for the FY 2015-16

Pursuant to Regulation 34 of the SEBI (Listing Regulation and Disclosure Requirement) Regulation, 2015, we are enclosing herewith Annual Report of the Company for the FY 2015-16

Thanking You,

Yours Faithfully,

For Jointeca Education Solutions Ltd.

(Director)



Encl.: as above



JOINTECA EDUCATION SOLUTIONS LTD.

05th ANNUAL REPORT 2015-16



JOINTECA EDUCATION SOLUTIONS LTD.

CIN: U72300UP2011PLC044942

Regd. Off. : 1014, Bagh Bhadur Chowki Colony

Near SBI Crossing, Mathura, Uttar Pradesh, India, 281 001

CORPORATE INFORMATION

BOARD OF DIRECTORS

- ❖ Ramesh Chand Sharma-Chairman
- ❖ Vishal Mishra-Managing Director
- ❖ Umesh Chand Sharma-Whole Time Director
- ❖ Alok Mittal-Whole Time Director & CFO
- ❖ Hariom Prasad Agrawal- Director
- ❖ Abhay Gautam-Director
- ❖ Pradeep Kumar Saxena, Director
- ❖ Neerav Nimesh Agrawal-Director

AUDITORS

- ❖ S.B. Gupta & Co.
Chartered Accountants
Mathura (U.P.)

Chief Executive Officer (CEO)

Vishal Mishra - Managing Director

BANKERS

- ❖ State Bank of India
- ❖ HDFC Bank
- ❖ Bank of Baroda
- ❖ Andhra Bank

Demat ISIN No.

INE131N01018

CIN:

U72300UP2011PLC044942

Investor Grievance Email

tulsisharma@jointeca.com

info@jointeca.com

Web sites

www.jointeca.com

www.shiklo.in

REGISTRAR & TRANSFER AGENT

Beetal Financial & Computer Services Pvt. Ltd.
Beetal House, 3rd Floor, 99, Madangir,
Behind Local Shopping Centre,
Near Dada Harshukhdas Mandir,
New Delhi - 110 062
Tel:011-29961281-83
Fax: 011-29961284
Email: jes@beetalfinancial.com

REGISTERED & CORPORATE OFFICE

1014, Bagh Bahadur Chowki Colony,
Near SBI Crossing,
Mathura - 281 001, Uttar Pradesh
Tel: 0565 - 6000801, 0565-2410128
Fax: 0565-2409538
Email: info@jointeca.com



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DIRECTORS' REPORT

To

The Members,

Your Directors have great pleasure in presenting the Fifth Annual Report and the Audited Accounts of your Company for the year ended 31st March 2016.

FINANCIAL RESULTS

Particulars	Year Ended	Year Ended
	31.03.2016 (Amount in Rs.)	31.03.2015(Amount in Rs.)
Income from Operations and Other Income	1,66,89,000	2,83,09,420
Profit before Interest & Depreciation	89,93,247	1,58,88,163
Less: Interest & Bank charges	-	6,38,867
Less: Depreciation	1,44,68,321	2,15,74,200
Profit/(Loss) before Tax	(54,75,073)	(63,24,904)
Less: Provision for Taxation	-	(8,98,753)
Profit/ (Loss) after Tax	(54,75,073)	(54,26,151)
Add: Surplus brought forward	4,93,68,729	5,47,94,880
Balance carried to Balance Sheet	4,38,93,656	4,93,68,729

OPERATIONS

The operations of the Company for the year under review have resulted in the operating profit of Rs. 89,93,247 as against Rs. 1,58,88,163 in the previous year. After providing for interest, depreciation and taxes, the Company has recorded a net loss of Rs. 54,75,073 as against loss of Rs. 54,26,151 in the previous year. The gross revenue stood at Rs. 1,66,89,000 as against Rs. 2,83,09,420 during the previous year.

DIVIDEND

In View of Losses during the year, your directors do not recommend any dividend.

SHARE CAPITAL

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

PUBLIC DEPOSITS

During the financial year 2015-16, your Company has not accepted any deposit within the meaning of Sections 73 and 74 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014.

PARTICULARS OF LOANS, GUARANTEE OR INVESTMENTS

The Company has not made any loan or given any Guarantees during the year which are covered under the provisions of section 186 of the Companies Act, 2013. The details of the investment made by Company during the year are given in the notes to the financial statements.

CORPORATE SOCIAL RESPONSIBILITY

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

MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN 31st MARCH, 2016 AND 10th AUGUST, 2016 (date of Report).

There were no material changes and commitments affecting the financial position of the Company between the end of financial year (31st March, 2016) and the date of the Report (10th August, 2016).



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DISCLOSURE RELATING TO REMUNERATION OF DIRECTORS, KEY MANAGERIAL PERSONNEL

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

PARTICULARS OF EMPLOYEES & RELATED DISCLOSURES

None of the employees of the Company are in receipt of remuneration exceeding the limit prescribed under rule 5 (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. Consequently statement pursuant to Section 197(12) of the Companies Act 2013 read with rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is not required to be included.

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

Having regard to the provisions of the first proviso to Section 136(1) of the Act, the Annual Report excluding the aforesaid information is being sent to the members of the Company. The said information is available for inspection at the registered office of the Company during working hours and any member interested in obtaining such information may write to the Company Secretary of the Company and the same will be furnished on request.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

In accordance with the provisions of Companies Act, 2013 Mr. Umesh Chand Sharma (DIN:), Whole –Time Director retires by rotation and being eligible has offered himself for re-appointment.

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

DECLARATIONS GIVEN BY INDEPENDENT DIRECTORS

All the Independent Directors have confirmed to the Board that they meet the criteria of independence as specified under Section 149(6) of the Act and that they qualify to be independent directors pursuant to the Rule 5 of the Companies (Appointment and Qualification of Directors) Rules, 2014. They have also confirmed that they meet the requirements of 'Independent Director' as mentioned under Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The confirmations were placed before and noted by the Board.

ANNUAL EVALUATION OF BOARD'S PERFORMANCE

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

The directors expressed their satisfaction with the evaluation process.

BUSINESS RISK MANAGEMENT

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

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



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INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

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

VIGIL MECHANISM / WHISTLE BLOWER POLICY

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

BOARD COMMITTEES

The Board of Directors has constituted four committees ,viz;

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

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

BOARD MEETINGS

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

DIRECTORS' RESPONSIBILITY STATEMENT

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

- a) that in the preparation of the annual financial statements for the year ended March 31, 2016, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- b) that such accounting policies as mentioned in Notes to the Financial Statements have been selected and applied consistently and judgment and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2016 and of the Losses of the Company for the year ended on that date;
- c) that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) that the annual financial statements have been prepared on a going concern basis;
- e) that proper internal financial controls were in place and that the financial controls were adequate and were operating effectively;
- f) that systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

RELATED PARTY TRANSACTIONS

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



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

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

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

SECRETARIAL AUDITOR REPORT

Pursuant to provisions of Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, your Company engaged the services of Company Secretary in Practice to conduct the Secretarial Audit of the Company for the financial year ended March 31, 2016.

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

AUDITORS

Members of the Company at the 03rd Annual General Meeting had appointed M/s. S. B. Gupta & Co., Chartered Accountants, (Firm Registration No. 000992C), Chartered Accountants as Statutory Auditors of the Company for a period of five years upto the conclusion of 08th Annual General Meeting of the Company subject to ratification of such appointment by the members at every Annual General Meeting. Accordingly, ratification of appointment of M/s. S. B. Gupta & Co., Chartered Accountants, (Firm Registration No. 000992C) as Statutory Auditors of the Company is proposed at the ensuing Annual General Meeting.

AUDITORS' REPORT

The Auditors in their report has highlighted non provision of contingent liability of Rs. 2,39,10,160 on account of Income tax demand for A.Y.2013-14, which has been appealed by the Company. Your Company has very bright chances of winning the said Appeal as the said assessment was done u/s 144, without giving an opportunity to the Company for filling the relevant details.

As regards, other observations of the Auditor, the nature of business of the Company is such where the major parts of the collection from school & students was on cash basis.

SECRETARIAL AUDIT REPORT

The Secretarial Auditor in their Report to the members, have given qualified opinions and the response of your Directors with respect to the same are as follows:-

You are aware that for a long period of time your Company did not have a Whole –Time Company Secretary as Mathura being smaller place and your company being a SME Company, there is not much interest for them to join the Company. Due to this a few things remained to be complied with. However, your Company is trying to streamline everything and will be a fully complied Company soon.

REPORTS ON CORPORATE GOVERNANCE AND MANAGEMENT DISCUSSION & ANALYSIS

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

ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

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

INSURANCE

All the properties of the Company are adequately insured. The Company is also adequately insured for its activities as stock & currency brokers and depository participant.

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

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

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



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ACKNOWLEDGEMENTS

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

Place: Mathura

Date: 10.08.2016

For and on behalf of the Board

(Vishal Mishra)

Managing Director

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Annexure B to the Board Report**Form No. MGT-9****EXTRACT OF ANNUAL RETURN**As on financial year ended on 31st March 2016*[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]***I. REGISTRATION AND OTHER DETAILS:**

CIN	L72300UP2011PLC044942
Registration Date	24/05/2011
Name of the Company	JOINTECA EDUCATION SOLUTIONS LIMITED
Category / Sub-Category of the Company	Limited by shares / Indian Non-Government Company
Address of the Registered office and contact details	1014, Bagh Bhadthur Chowki Colony Near SBI Crossing Mathura, Uttar Pradesh- 281001.
Whether listed company	Yes
Name, Address and Contact details of Registrar and Transfer Agent, if any:	Beetal Financial & Computer Services Pvt. Ltd. Beetal House, 3 rd Floor, 99, Madangir, Behind Local Shopping Centre, Near Dada Harshukhdas Mandir, New Delhi – 110 062 Tel:011-29961281-83 Fax: 011-29961284 Email: beetalrta@gmail.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Sr. No.	Name and Description of main products/ services	NIC Code of the Product/ service	% to total turnover of the company
1	Educational support Services	8550	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No	Name and address of the Company	CIN / GLN	Status of Company: Holding / subsidiary / associate	% of shares held	Applicable section of Companies Act 2013
1	NA	NA	NA	NA	NA


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h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (Specify)	-	-	-	-	-	-	-	-	-
Sub -total (B) (1)	32,000	-	32,000	.32	32,000	-	32,000	.32	-
2) Non-Institutions									
(a) Bodies Corp.									
(i) Indian	8,56,000	-	8,56,000	8.55	18,64,000	-	18,64,000	18.61	10.06
(ii) Overseas	-	-	-	-	-	-	-	-	-
(b) Individuals									
(i) Individual Shareholders holding nominal share capital upto Rs. 2.00 lakh	3,60,000	-	3,60,000	3.59	4,48,000	-	4,48,000	4.48	0.89
(ii) Individual shareholders holding nominal share capital in excess of Rs. 2 lakh	13,76,000	-	13,76,000	13.74	12,84,000	-	12,84,000	12.84	(0.09)
(c) Others (Specify)									
(i) Clearing Member	-	-	-	-	-	-	88,000	0.88	.88
(ii) Non Resident Indian (NRI)	-	-	-	-	-	-	-	-	-
(III) Market Maker	9,44,000	-	9,44,000	9.43	-	-	-	-	(9.43)
iv) Hindu Undivided families	1,04,000	-	1,04,000	1.04	56,000	-	56,000	0.56	0.48
Sub -total(B)(2)	36,40,000	-	36,40,000	36.34	37,40,000	-	37,40,000	37.34	1
Total Public Shareholding B= (B)(1)+(B)(2)	36,72,000	-	36,72,000	36.66	37,72,000	-	37,72,000	37.66	1
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	1,00,15,300	-	1,00,15,300	100.00	1,00,15,300	-	1,00,15,300	100.00	

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b) Shareholding of Promoters'

Sl. No.	Shareholder's name	Shareholding at the beginning of the year 01.04.2015			Shareholding at the end of the year 31.03.2016		
		No. of Shares	% of total shares of the Company	% of Shares Pledged/encumbered to total shares	No. of Shares	% of total shares of the Company	% of Shares Pledged/encumbered to total shares
1	Umesh Chand Sharma	1,300	0.01	-	1,300	0.01	-
2	Hari Dutt Mishra	1,300	0.01	-	1,300	0.01	-
3	Ashish Kashyap	1,300	0.01	-	1,300	0.01	-
4	Mahima Mittal	1,600	0.02	-	1,600	0.02	-
5	Deepti Mishra	3,300	0.03	-	3,300	0.03	-
6	Shomit Agrawal	6,600	0.07	-	6,600	0.07	-
7	Alok Mittal	12,100	0.12	-	12,100	0.12	-
8	Hari Om Agrawal HUF	13,300	0.13	-	13,300	0.13	-
9	Kishori Agrawal	20,000	0.20	-	20,000	0.20	-
10	Shweta Agrawal	20,000	0.20	-	20,000	0.20	-
11	Poonam Mishra	31,000	0.31	-	31,000	0.31	-
12	Megha Agrawal	40,000	0.40	-	40,000	0.40	-
13	Vimlesh Agrawal	43,300	0.43	-	43,300	0.43	-
14	Hariom Prasad Agrawal	53,300	0.53	-	53,300	0.53	-
15	Abhay Kumar Gautam	60,000	0.60	-	60,000	0.60	-
16	Vivek Mishra	61,000	0.61	-	61,000	0.61	-


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17	Kanhiya Agrawal	68,900	0.69	-	68,900	0.69	-
18	Laxmi Agrawal	500,000	4.99	-	500,000	4.99	-
19	Vishal Mishra	54,05,000	53.97	-	53,05,000	53.97	-
	Total	63,43,300	63.34	-	62,43,300	62.33	-

c) Change in Promoters' shareholding

Sr. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of Shares	% of total shares of the Company
1	At the beginning of the year	63,43,300	63.33	-	-
2	Date wise Increase/ (Decrease) in Promoters Shareholding during the year specifying the reasons for Increase/ (Decrease) (e.g. allotment/transfer/bonus/ sweat equity etc.)	1,00,000 shares were transferred by Vishal Mishra on 10.02.2016			
3	At the End of the year	62,43,300	62.33	62,43,300	62.33

d) Shareholding pattern of top ten shareholders (other than Directors, Promoters and holders of GDRs & ADRs)

Sr. No.	Name of top ten Shareholder	Shareholding		Date wise increase/(decrease) in shareholding during the year specifying the reason for increase/ decrease			Cumulative Shareholding during the year	
		No. of shares at the beginning (01/04/2015)/ end of the year (31/03/2016)	% of total shares of the Company	Date	No. of Shares	Reason	No. of shares	% of total shares of the Company
1	Ajcon Global Services Ltd.							
		944000	9.43	-	-	-	-	-
		944000	9.43	-	-	31/03/2016	944000	9.43

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2	Ajcon Finance Ltd							
	01/04/2015	264000	2.64	-	-	-	-	-
	31/03/2016	264000	2.64	-	-	31/03/2016	264000	2.64
3	Pushpanjali Tie up Pvt. Ltd.							
	01/04/2015	240000	2.39	08/04/2015	8,000	Purchase	2,48,000	2.47
				4/1/2016	8,000	Sale	2,40,000	2.39
				15/03/2016	16,000	Purchase	2,56,000	2.55
	31/03/2016	2,72,000	2.71	17/03/2016	16,000	Purchase	2,72,000	2.71
4	Shravan Kumar Aggarwal							
	01/04/2015	3,68,000	3.67	10/7/2015	8,000	Purchase	376,000	3.75
				11/7/2015	16,000	Purchase	392,000	3.91
				19/7/2015	24,000	Purchase	416,000	4.15
				29/7/2015	16,000	Purchase	432,000	4.31
				29/7/2015	16,000	Purchase	448,000	4.47
				11/12/2015	24,000	Sale	424,000	4.23
				2/1/2016	8000	Purchase	432,000	4.31
				25/03/2016	8000	Sale	424,000	4.23
	31/03/2016	416000	4.15	31/3/2016	8000	Sale	416,000	4.15
5	SUBHASH SUGANLAL RUNWAL							
	01/04/2015	120000	1.20	21/6/2015	16000	Purchase	136000	1.36
				02.07.2015	24000	Purchase	160000	1.60
				11/7/2015	8000	Purchase	168000	1.68
				29/07/2015	8000	Purchase	176000	1.76
				6/8/2015	8000	Purchase	184000	1.84
				14/08/2015	24000	Purchase	208000	2.08
				2/12/2015	48000	Sale	160000	1.60
				3/12/2015	32000	Sale	128000	1.28
				13/03/2016	16000	Purchase	144000	1.44
	31/03/2016	160000	1.60	17/03/2016	16000	Purchase	160000	1.60
6	BAKUL PREMCHAND JAIN							
	01/04/2015	104000	1.04	-	-	-	-	-
	31/03/2016	104000	1.04	-	-	31/03/2016	104000	1.04
7	SAMEER JAIN							



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	01/04/2015	-	-		10.02.2016	Purchase	100000	1.00
	31/03/2016	100000	1.00			31/03/2016	100000	1.00
8	GYANA TEJPRAKASH DALMIA							
	01/04/2015	96000	0.96	-	-	-	-	-
	31/03/2016	96000	0.96	-	-	31/03/2016	96000	0.96
9	RHYME TRADINVEST PVT. LTD.							
	01/04/2015	88000	0.88	-	-	-	-	-
	31/03/2016	88000	0.88			31/03/2016	88000	0.88
10	Keshav Securities Pvt Ltd							
	01/04/2015	88000	0.88	-	-		-	-
	31/03/2016	88000	0.88	-	-	31/03/2016	88000	0.88

V. INDEBTEDNESS :

Indebtedness of the Company including interest outstanding / accrued but not due for payment.

(Amount in ₹)

Indebtedness at the beginning of the financial year	Secured Loans Excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
i) Principal Amount	33,62,120	-	-	33,62,120
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	33,62,120	-	-	33,62,120
Change in Indebtedness during the financial				
• Addition	1,78,040	-	-	1,78,040
• Reduction	-	-	-	-
Net Change	1,78,040	-	-	1,78,040
Indebtedness at the end of the financial year				
i) Principal Amount	35,40,160	-	-	35,40,160
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	35,40,160	-	-	35,40,160



JOINTECA EDUCATION SOLUTIONS LTD.

CIN: U72300UP2011PLC044942

Regd. Off. : 1014, Bagh Bhadur Chowki Colony

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VI. Remuneration of Directors and Key Managerial Personnel.

A. Remuneration to Managing Director, Whole-Time Director and/ or Manager.

Sr. No.	Particulars of Remuneration	Name and Designation			Total Amount
		Mr. Vishal Mishra (MD)	Mr. Alok Mittal (WTD)	Mr. Umesh Chand Sharma (WTD)	
1	Gross salary	NIL	NIL	NIL	NIL
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	NIL	NIL	NIL	NIL
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	NIL	NIL	NIL	NIL
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	NIL	NIL	NIL	NIL
2	Stock Option	NIL	NIL	NIL	
3	Sweat Equity	NIL	NIL	NIL	NIL
4	Commission	NIL	NIL	NIL	NIL
	- as % of profit	NIL	NIL	NIL	NIL
	- others, specify	NIL	NIL	NIL	NIL
5	Others, please specify	NIL	NIL	NIL	NIL
	Total (A)	NIL	NIL	NIL	NIL
	Ceiling as per the Act	NA			

B. Remuneration to Other Directors

(Amount in ₹)

Sl. No.	Particulars of Remuneration	Name of Directors				Total Amount
		NIL	NIL	NIL	NIL	NIL
1	Independent Directors	NIL	NIL	NIL	NIL	NIL
	· Fee for attending board / committee meetings	NIL	NIL	NIL	NIL	NIL
	· Commission	NIL	NIL	NIL	NIL	NIL
	· Others, please specify	NIL	NIL	NIL	NIL	NIL
	Total (1)	NIL	NIL	NIL	NIL	NIL
2	Other Non-Executive Directors	NIL	NIL	NIL	NIL	NIL
	· Fee for attending board / committee meetings	NIL	NIL	NIL	NIL	NIL
	· Commission	NIL	NIL	NIL	NIL	NIL
	· Others, please specify	NIL	NIL	NIL	NIL	NIL
	Total (2)	NIL	NIL	NIL	NIL	NIL

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Total (B)=(1+2)	NIL	NIL	NIL	NIL	NIL
Total Managerial Remuneration	NIL	NIL	NIL	NIL	NIL
Overall Ceiling as per the Act	NA				

VII. Penalties / Punishment/ Compounding of offences :

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD /NCLT/COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty			NIL		
Punishment					
Compounding					
B. DIRECTORS					
Penalty			NIL		
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty			NIL		
Punishment					
Compounding					

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

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

1.2 Board of Directors: (Board)

a. Size of the Board: On 31st March, 2016, your Board comprised of 8 (Eight) Directors, of which the Chairman is a Non-Executive Independent Director. In compliance with the requirements of SEBI Listing Obligation and Disclosure Requirements, Regulation, 2015, your Company has Three Executive Directors and Five Non-Executive Directors of which three are Independent Directors.

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

Sr. No.	Date
1 st	30/05/2015
2 nd	10/08/2015
3 rd	14/11/2015
4 th	04/02/2016

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

Category of Directorship	Names of the Director	Attendance Details		Other Directorships*	Other Committees	
		Board Meeting	Last AGM		Memberships	Chairman ships
Chairman & Non Executive Independent Director	Mr. Ramesh Chand Sharma	4	Yes	No	No	No
Whole Time Executive Non Independent Director	Mr. Alok Mittal	4	Yes	No	No	No
	Mr. Umesh Chand Sharma	4	Yes	No	No	No
Non Executive Independent Directors	Mr. Pradeep Kumar Saxena	4	Yes	No	No	No
	Mrs. Richa Vashishth	4	No	No	No	No
Non Executive Non Independent Directors	Mr. Hariom Prasad Agrawal	4	Yes	No	No	No
	Mr. Abhay Gautam	4	Yes	No	No	No

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Executive Non Independent Managing Director	Mr. Vishal Mishra	4	Yes	No	No	No
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* Excluding private, foreign and companies registered under Section 8 of the Companies Act, 2013.

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

1.3 Audit Committee:

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

Name	Number of Meetings Attended
Mr. Ramesh Chand Sharma	4
Mr. Vishal Mishra	4
Mr. Pradeep Kumar Saxena	4

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

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



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- To approve the appointment of CFO (i.e., the Whole-Time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background etc. of the candidate.
- To scrutinise inter corporate loans and investments.
- To consider valuation of assets or undertaking of the Company.
- To evaluate internal financial controls and risk management systems.
- To review and formulate the scope, functioning, periodicity, methodology for conducting the internal audit, in consultation with the Internal Auditor and to discuss with the internal auditors any significant findings and follow-up there on.
- Any other function as may be stipulated by the Companies Act, 2013, SEBI, Stock Exchanges or any other regulatory authorities from time to time.

Nomination and remuneration Committee:

A. Composition The Nomination and Remuneration Committee (formerly known as Remuneration/ Compensation Committee) comprise of three Non executive Independent Directors namely Mr. Ramesh Chand Sharma, Mr. Pradeep Kumar Saxena and Mrs. Richa Vashishth. Mr. Ramesh Chand Sharma, Non Executive Independent Director, continues to be the Chairman of the committee..No meetings of the Committee held during the year.

B. Terms of Reference:

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

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

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The details of the Remunerations paid to the Directors for the financial year 2015-2016 is given below:

Directors	Remuneration (including perquisites)	Commission	Committee Meeting Fees	Board Meeting Fees	Total
Mr. Ramesh Chand Sharma	NIL	NIL	NIL	NIL	NIL
Mr. Vishal Mishra	NIL	NIL	NIL	NIL	NIL
Mr. Alok Mittal	NIL	NIL	NIL	NIL	NIL
Mr. Umesh Chand Sharma	NIL	NIL	NIL	NIL	NIL
Mr. Pradeep Kumar Saxena	NIL	NIL	NIL	NIL	NIL
Mr. Hariom Prasad Agrawal	NIL	NIL	NIL	NIL	NIL
Mr. Abhay Gautam	NIL	NIL	NIL	NIL	NIL
Mrs. Richa Vashishth	NIL	NIL	NIL	NIL	NIL
Total	NIL	NIL	NIL	NIL	NIL

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

The Stakeholder Relationship Committee (formerly Known as Investor'/Shareholders' Grievance Committee) comprises of three Directors. Mr. Ramesh Chandra Sharma, Mr. Vishal Sharma and Mr. Alok Mittal, Mr. Ramesh Chand Sharma continues to be the Chairman of the committee. The committee met as and when required during the year.

B. Terms of reference:

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

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

Year	Location	Date	Time
2014-15	1014, Bagh Bhadhur Chowki Colony, Near SBI Crossing, Mathura, Uttar Pradesh, India, 281 001	30.09.2015	11.00 a.m.
2013-14	1014, Bagh Bhadhur Chowki Colony, Near SBI Crossing, Mathura, Uttar Pradesh, India, 281 001	30.09.2014	11.00 a.m.
2012-13	1014, Bagh Bhadhur Chowki Colony, Near SBI Crossing, Mathura, Uttar Pradesh, India, 281 001	30.09.2013	11.00 a.m.



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b. Resolution passed by postal ballot during 2015-2016

No resolution was passed by postal ballot during the year 2015-2016. At present, the Company does not have any resolution to be decided by members by postal ballot.

1.6 Disclosures:

- a. None of the transactions with any of the related parties were in conflict with the interest of the Company. Details of the related party transactions are given in the notes on Financial Statement.
- b. During the previous years there were no financial penalties levied on the company.
- c. None of the directors of the company are disqualified for being appointed as Directors as stipulated under section 164 (2) and rule 14 (1) of Companies (Appointment and Qualification of Directors) Rules, 2004 of the Companies Act, 2013.
- d. The Company promotes ethical behavior in its operations and has a Vigil Mechanism which is overseen
- e. The Company has duly complied with all the mandatory requirements of Listing Regulations.
- f. Compliance with Non-mandatory requirements is furnished separately under the heading "Non-mandatory Requirements".

1.7 Means of Communication:

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

1.8 General Shareholders Information:

(a) Annual General Meeting:

Day and Date	Tuesday, 30 th September, 2016
Time	11 a.m.
Venue	53B Geeta Enclave, Bank Colony, Krishna Nagar, Mathura-281001

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Regd. Off. : 1014, Bagh Bhadhur Chowki Colony
Near SBI Crossing, Mathura, Uttar Pradesh, India, 281 001**(b) Profile of Directors Seeking Appointment and Re-Appointment at the Fifth Annual General Meeting**

Name of Director	Mr. Umesh Chand Sharma
Date of Birth	05/06/1971
Nationality	Indian
Date of Appointment on Board	14.12.2011
Qualification	B.A.
Brief Resume and expertise in specific functional area	He is the Whole time Director of our Company. He finish his bachelor of arts from Dr. BR Ambedkar University. He Possesses a 12 years of experience in consultancy pertaining to Hardware and Networking.
Directorship held in other Companies.	N I L
Membership / Chairmanship of Committees of other Public Companies	N I L
Number of shares held in the Company	NIL

(c) Financial Calendar (Tentative and subject to change)First Half Year Results ending 30.09.2016 : 14th November, 2016Second Half Year / Audited Results ending 31.03.2017 : 30th May, 2017Annual General Meeting for the Year ended 31.03.2017 : 30th September, 2017

Venue of AGM : Mathura

(d) Book Closure : 24th Sep, 2016 to 30th Sep, 2016 (Both days inclusive)**(e) Listing on Stock Exchanges: SME Exchange BSE Ltd, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400 001.****(f) Stock Exchange Code: 534659****(g) Corporate Identification Number: U72300UP2011PLC044942****(h) Demat ISIN No: INE131N01018****(i) Share transfers and other communications should be addressed to:****Beetal Financial & Computer Services Private Limited**Beetal House, 3rd Floor, 99 Madangir, Behind Local Shopping Centre, Near Dada Harsukhdas Mandir,

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

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

Address: 1014, Bagh Bahadhur Chowki Colony, Near SBI Crossing, Mathura, Uttar Pradesh - 281 001, India


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Tel Number: +91-0565 - 6000801, 2410128 Fax No.: +91-0565 - 2410128 E-mail: info@jointeca.com

(j) *Stock Market Price Data: High / Low Closing Price of shares of the Company during each month in last financial year on BSE:

MONTH/ YEAR	HIGH (₹)	LOW (₹)	No. of Shares Traded	No. of Trades	MONTH/ YEAR	HIGH (₹)	LOW (₹)	No. of Shares Traded	No. of Trades
April 2015	16.70	16.50	16,000	4	October 2015	0.00	0.00	0.00	-
May 2015	0.00	0.00	0.00	-	November 2015	17.90	17.00	56,000	7
June 2015	17.30	17.00	48,000	6	December 2015	17.40	16.60	1,28,000	10
July 2015	17.00	16.50	1,28,000	16	January 2016	0.00	0.00	0.00	-
August 2015	16.95	16.90	32,000	4	February 2016	0.00	0.00	0.00	-
September 2015	17.25	17.00	40,000	5	March 2016	19.15	15.50	2,88,000	18

 (k) Distribution of Shareholding as on 31st March 2016

Sr No	Shareholding of Value of Nominal Value of Rs.	No. of Share Holders	Percentage to Total Shareholders	Value (Rs)	% to total Equity
1	1 - 5000	-	-	-	-
2	5001- 10000	-	-	-	-
3	10001- 20000	4	3.80	55,000	0.05
4	20001- 30000	-	-	-	-
5	30001- 40000	1	0.95	33,000	0.03
6	40001- 50000	-	-	-	-
7	50001- 100000	54	51.42	43,06,000	4.3
8	100001 and above	46	43.80	9,57,59,000	95.61
Total		105	100.00	10,01,53,000	100.00

 (l) Shareholding Pattern as on 31st March 2016

Category		No. of Shares Held	Percentage of Shareholding
A.	<u>PROMOTERS HOLDING</u>		
1.	PROMOTERS		
a.	Indian promoters	62,43,300	62.34
b.	Foreign promoters	0.00	0.00
2.	PERSONS ACTING IN CONCERT	0.00	0.00
	Total	62,43,300	62.34
B.	<u>NON PROMOTERS HOLDING</u>		
1.	INSTITUTIONAL INVESTORS		
a.	Mutual funds	0.00	0.00

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b.	Banks, Financial Institutions, Insurance Companies (central/state govt. Institution/non government inst)	32,000	0.32
c.	Foreign Institutional Investors	0.00	0.00
	Sub total	32,000	0.32
2.	OTHERS		
a.	Bodies Corporate	18,64,000	18.61
b.	Indian public	17,32,000	17.29
c.	Non Resident Indians / OCB's	-	0.00
d.	<u>Any other</u>		
	Any other: Clearing Members	88,000	0.88
	Any other: Hindu Undivided Families	56,000	0.56
	Sub total	37,40,000	37.34
	GRAND TOTAL	1,00,15,300	100.00

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

(m) **Dematerialisation of Shares:** The shares of the Company are traded in compulsorily dematerialised form 1,00,15,300 Equity shares (100.00%) have been dematerialized as on 31.03.2016.

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

(o) **Address for Correspondence**

Jointeca Education Solutions Ltd

1014, Bagh Bhadhur Chowki Colony, Near SBI Crossing, Mathura, Uttar Pradesh, India, 281 001

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

2. NON-MANDATORY REQUIREMENTS

2.1 Remuneration Committee:

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

2.2 Postal Ballot:

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

2.3 Whistle Blower Policy:

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

2.4 Shareholders' Right:

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



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DECLARATION OF COMPLIANCE WITH CODE OF CONDUCT

In terms of the requirements of Regulation 34(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, along with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, this is to confirm that all the members of the Board and the Senior Management personnel have affirmed Compliance with the Code of Conduct for the year ended March 31, 2016.

For Jointeca Education Solutions Limited

Place: Mathura

Date: 10.08.2016

(Vishal Mishra)

Managing Director

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

The Board of Directors,

Jointeca Educations Solutions Limited

- a) We have reviewed financial statements of **Jointeca Educations Solutions Limited** for the year ended 31st March, 2016 and to the best of our knowledge and belief:
 - (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b) To the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violate the Company's code of conduct.
- c) We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we was aware and the steps we have taken or proposes to take to rectify these deficiencies.
- d) We have indicated to the Auditors and the Audit Committee that there is:
 - (i) No significant change in internal control over financial reporting during the year
 - (ii) No significant change in accounting policies during the year under review and
 - (iii) No instance of any fraud in the Company in which the management has any role.

Place: Mathura

Date: 10.08.2016

Vishal Mishra

Managing Director & CEO

Alok Mittal

Chief Financial Officer



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MANAGEMENT DISCUSSION ANALYSIS REPORT

Our Business: We are the education service providers and we offer Educational ERP solutions through our product GuruSeva and our business is concentrated mainly in the Northern Region of India. Our product GuruSeva (Educational ERP Solution) is offered both as a Desktop Application and as a service through the Software as a Service model (SaaS). The main Promoter, Mr. Vishal Mishra possesses an experience of 18 years in the business of providing Educational Solutions through his proprietary concern Jointeca.

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

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

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

Segment - wise performance:

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

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

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

Place: Mathura

Date: 10.08.2016

By Order of the Board

(Vishal Mishra)

Managing Director

INDEPENDENT AUDITOR'S REPORT

The Members,
M/s Jointeca Education Solutions Limited
Mathura

Report on the Financial Statements

We have audited the accompanying financial statements of M/s Jointeca Education Solutions Limited ("The Company"), which comprise the Balance Sheet as at March 31, 2016, the Statement of Profit and Loss and Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.



We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with 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 internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, 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 on the financial statements.

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, 2016;
- (b) In the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and
- (c) In the case of the Cash Flow Statement, of the cash flows of the Company for the year ended on that date.

Except:

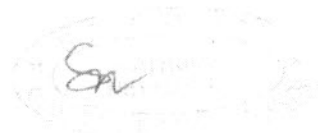
Disclaimer of Opinion:

1. **The Company has not provided for any liability of VAT/ Service Tax on sales and services. As per the Company, being engaged in education assistance field, there was no liability on account of Service Tax & VAT. However, the Company shall be liable for the same, if any demand is raised by concerned authorities for the same in future;**
2. **The Company has not provided for liability of non-deduction of Income Tax at Source (TDS) and service tax under Reverse Charge Mechanism, on various**

- expenses made. The company shall be liable for these liabilities along with interest and contingent liabilities of penalties. In absence of necessary details the same could not be ascertained;
3. Majority of the sales/ services and expenses have been made in cash and in absence of proper supporting, the same could not be verified;
 4. No confirmation of the amount of Trade Receivables of INR 1,11,51,230 in Schedule 2.11 and Advances to Creditors of INR 64,51,756 in Schedule 2.13 have been furnished to us, hence we are unable to comment whether the amount is recoverable or not;
 5. No provision has been created for deferred tax liability during the year;
 6. The Company has not incorporated a contingent liability of INR 2,39,10,160 resulting from the order dated 30.03.2016 of the Income Tax Officer – 3(2), Mathura for which the appeal has been filed before the Commissioner of Income Tax (Appeals).

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("The Order"), as amended, issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by section 143 (3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - (b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - (c) The Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 except for the mentioned above;
 - (e) On the basis of the written representations received from the directors as on 31st March, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2016 from being appointed as a director in terms of Section 164 (2) of the Act;
 - (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B";

A handwritten signature in blue ink is written over a circular stamp. The stamp contains some illegible text, possibly a company name or registration number.

(g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

- I. The Company does not have any pending litigations which would impact its financial position except for a case pending before the Commissioner of Income Tax (Appeals) where in the disputed tax liability is INR 2,39,10,160.
- II. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- III. There were no amount which were required to be transferred to the Investor Education and Protection Fund by the Company.

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



CA Sunil Kumar Singhal
Partner
(Membership No. 070611)

Place : Mathura
Date : 30 May 2016



"ANNEXURE A" TO THE AUDITOR'S REPORT

Referred to in paragraph 1 under the heading 'Report on Other Legal & Regulatory Requirements' of our report of even date to the financial statements of the Company for the year ended March 31, 2016:

1. FIXED ASSETS

- a) The Company has not maintained proper records showing full particulars, including quantitative details and situation of fixed assets;
- b) According to the information and explanations provided to us, subject to non-maintenance of record of fixed assets, the fixed assets are being physically verified under a phased programme of verification and no material discrepancies have been noticed on such verification as stated by the Management. However, no records to verify the same have been made available to us;
- c) In our opinion, the Company has not disposed of any substantial part of its fixed assets so as to affect its going concern status.

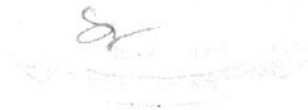
2. INVENTORIES

- a) The management has conducted the physical verification of inventory during the year. However, no records were made available to us to verify the same.
 - b) In our opinion and according to the information and explanations given to us, the inventory physical verification procedures followed by the Management are reasonable and adequate in relation to the size of the Company and the nature of its business.
3. As explained to us, the Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability partnerships or other parties covered in the Register maintained under section 189 of the Act.
 4. The Company has a loan of INR 35,40,160 as at 31st March 2016 from a NBFC which is an interested party.
 5. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 in respect of loans, investments, guarantees, and security.
 6. The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.
 7. To the best of our knowledge and as explained, the maintenance of Cost Records has not been specified by the Central Government under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the company.



8. STATUTORY DUES

- a) According to information and explanations given to us and on the basis of our examination of the books of account, and records, the Company is not regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income-Tax, Sales tax, Service Tax, Duty of Customs, Duty of Excise, Value added Tax, Cess and any other statutory dues with the appropriate authorities. Since the Company has not accounted for the liabilities of Service Tax, VAT & TDS, therefore, we are unable to comment on the outstanding amounts for the same. Further, INR 7,20,110 in respect of VAT, INR 5,87,255 in respect of Income Tax, INR 38,246 in respect of EPF and INR 29,630 in respect of ESIC is outstanding as at March 31, 2016 for a period of more than six months from the date on when they become payable.
 - b) According to the information and explanation given to us, there are no dues of income tax, sales tax, service tax, duty of customs, duty of excise, value added tax outstanding on account of any dispute except income tax of INR 2,39,10,160 which resulted from the order of the Income Tax Officer – 3(2), Mathura dated 30.03.2016 against which an appeal has been filed before the Commissioner of Income Tax (Appeals)..
9. In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to banks.
 10. Based upon the audit procedures performed and the information and explanations given by the management, during the year, the company has not raised moneys by way of initial public offer or further public offer including debt instruments and term Loans.
 11. Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.
 12. Based upon the audit procedures performed and the information and explanations given by the management, the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act.
 13. In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 4 (xii) of the Order are not applicable to the Company.
 14. In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
 15. Based upon the audit procedures performed and the information and explanations given by the management, during the year, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review.



16. Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company and hence not commented upon.
17. In our opinion, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3 (xvi) of the Order are not applicable to the Company and hence not commented upon.

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



CA Sunil Kumar Singhal
Partner
(Membership No. 070611)

Place : Mathura
Date : 30 May 2016



"ANNEXURE B" TO THE AUDITOR'S REPORT

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

We have audited the internal financial controls over financial reporting of Jointeca Education Solutions Limited ("the Company") as of March 31, 2016 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

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

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



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Meaning of Internal Financial Controls over Financial Reporting

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

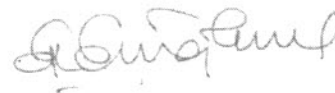
Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an inadequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were not operating effectively as at March 31, 2016.

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



CA Sunil Kumar Singhal
Partner
(Membership No. 070611)

Place : Mathura
Date : 30 May 2016

JOINTECA EDUCATION SOLUTION LIMITED

Balance Sheet as on 31.03.2016

	Note	As at 31 st March 2016	As at 31 st March 2015
I. EQUITY AND LIABILITIES			
Shareholders' funds			
Share capital	2.1	100,153,000.00	100,153,000.00
Reserves and surplus	2.2	43,893,656.18	49,368,728.81
Non-current liabilities			
Deferred Tax (Liabilities)	2.3	1,452,017.00	1,452,017.00
Current liabilities			
Short-term borrowings	2.4	3,540,160.00	3,362,120.00
Other current liabilities	2.5	1,730,110.00	4,313,301.05
Short-term provisions	2.6	587,255.00	587,255.00
		151,356,198.18	159,236,421.86
II. ASSETS			
Non-current assets			
Fixed assets			
- Tangible assets	2.7	21,209,307.38	24,940,979.01
- Intangible assets (Including Goodwill)	2.8	102,494,914.00	103,997,021.00
Other NON Current Assets	2.9	2,468,621.97	3,702,933.97
Current Assets			
Inventories	2.10	573,411.60	548,813.60
Trade receivables	2.11	11,151,230.00	13,366,390.28
Cash and cash equivalents	2.12	961,160.00	617,939.90
Short Term Loans and Advances	2.13	12,497,553.23	12,062,344.10
		151,356,198.18	159,236,421.86
Significant Accounting Policies & Notes to the financial Statements	1 & 2		

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

For S. B. Gupta & Co.
Chartered Accountants

Firm Regn No. 000992C



Sunil Kumar Singhal
(Partner)

Membership No: 070611

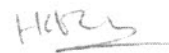
Place : Mathura

Date : 30/05/2016

For and On behalf of Board



Vishal Mishra
(Managing Director)



Hari Om Agrawal
(Director)

JOINTECA EDUCATION SOLUTION LIMITED

Statement of Profit & Loss for the year ended 31.03.2016

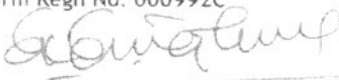
	Note	Year Ended 31st March 2016	Year Ended 31st March 2015
Revenue from Operations	2.14	16,689,000.00	28,257,560.00
Other Income	2.15	-	51,860.00
Total Revenue (I + II)		16,689,000.00	28,309,420.00
Expenses:			
Purchases of Stock-in-Trade	2.16	120,650.00	157,080.00
Changes in inventories of finished goods work-in-progress and Stock-in-Trade	2.17	(24,598.00)	(107,712.02)
Employee benefits expense	2.18	2,806,000.00	4,030,687.00
Finance Cost	2.19	-	638,867.00
Depreciation and amortization expense	2.20	14,468,320.63	21,574,200.00
Other expenses	2.21	4,793,700.00	8,341,201.76
Total expenses		22,164,072.63	34,634,323.74
Profit before tax		(5,475,072.63)	(6,324,903.74)
Tax expense:			
(1) Current tax		-	-
(2) Deferred tax(Provisional)		-	(898,753.00)
Profit (Loss) for the period		(5,475,072.63)	(5,426,150.74)
Basic & Dilluted EPS (In Rs.)		(0.55)	(0.54)
Significant Accounting Policies & Notes to the financial Statements	1 & 2		

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

For S. B. Gupta & Co.

Chartered Accountants

Firm Regn No. 000992C



Sunil Kumar Singhal

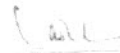
(Partner)

Membership No: 070611

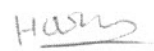
Place : Mathura

Date : 30/05/2016

For and On behalf of Board



Vishal Mishra
(Managing Director)



Hari Om Agrawal
(Director)



JOINTECA EDUCATION SOLUTIONS LTD.

CIN: U72300UP2011PLC044942

Regd. Off. : 1014, Bagh Bhadhur Chowki Colony

Near SBI Crossing, Mathura, Uttar Pradesh, India, 281 001

Significant accounting policies :-

1.1 Basis of accounting and preparation of financial statements

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

1.2 Use of Estimates

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

1.3 Cash Flow statement

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

1.4 Property, plant and equipment depreciation :

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

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

1.5 Provisions, contingent liabilities and contingent assets

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

1.6 Revenue recognition

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

1.7 Employee benefits

Short term employee benefits are recognised as an expense at the undiscounted amount in the Statement of Profit and Loss of the year in which the related service is rendered. The contributions remitted to government administered Provident and Pension Fund on behalf of its employees in accordance with the relevant statute are

Car

**JOINTECA EDUCATION SOLUTIONS LTD.**

CIN: U72300UP2011PLC044942

Regd. Off. : 1014, Bagh Bhadur Chowki Colony

Near SBI Crossing, Mathura, Uttar Pradesh, India, 281 001

charged to the Statement of Profit and Loss as and when due. The Company has no further obligations for future Provident/ Pension fund benefits.

1.8 Earnings per share

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

1.9 Taxes on income

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

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

1.10 Operating cycle

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

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

Relationship (During the Year)	Related Party
Related Party - Directors of Company	
Managing Director	Vishal Mishra
CFO & Whole Time Director	Alok Mittal
Director	Hari Om Prasad Agrawal
Director	Abhay Gautam
Key Managerial Personnel (KMP)	Laxmi Agrawal
Other Related Parties (ORP)	Hari Om Agrawal (HUF), HD Mishra Poonam Mishra, Vimlesh Agarwal





JOINTECA EDUCATION SOLUTIONS LTD.

CIN: U72300UP2011PLC044942

Regd. Off. : 1014, Bagh Bhadhur Chowki Colony

Near SBI Crossing, Mathura, Uttar Pradesh, India, 281 001

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

During the year the Company has taken Office premises from mother of Managing Director and the rent of Rs. 2,70,000 payable during the year.

Done

JOINTECA EDUCATION SOLUTION LIMITED

Share Capital

Particulars	As at 31st March 2016		As at 31st March 2015	
	Number	Amount (In Rs.)	Number	Amount (In Rs.)
Authorised				
Equity Shares of Rs. 10 each	11,000,000.00	110,000,000.00	11,000,000.00	110,000,000.00
Issued, Subscribed & Paid Up				
Equity Shares of Rs. 10 each (Out of above 3,000,000 shares issued for a consideration other than Cash)	10,015,300.00	100,153,000.00	10,015,300.00	100,153,000.00
Total	10,015,300	100,153,000.00	10,015,300	100,153,000

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

Particulars	As at 31st March 2016		As at 31st March 2015	
	Number	Amount (In Rs.)	Number	Amount (In Rs.)
Shares outstanding at the beginning of the year	10,015,300.00	100,153,000.00	10,015,300.00	100,153,000.00
Shares issued during the year				
Shares outstanding at the end of the year	10,015,300.00	100,153,000.00	10,015,300.00	100,153,000.00

b Terms/Rights attached to Shares

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

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

Particulars	As at 31st March 2016		As at 31st March 2015	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Mr. Vishal Mishra	5,405,000	53.97%	5,405,000	53.97%
Ajcon Global Services Pvt. Ltd	944,000	9.43%	944,000	9.43%

2.2 Reserve & surplus

Particulars	As at 31st March 2016	As at 31st March 2015
	Amount (In Rs.)	Amount (In Rs.)
a. Security Premium		
Opening Balance	50,026,500.00	50,026,500.00
Add: Proceeds from fresh issue of shares		
Net Balance carried to Balance sheet	50,026,500.00	50,026,500.00
b. Surplus/Deficit in the statement of Profit & Loss		
Opening balance	-657,771.19	4,768,379.55
Add: Net Profit/(Net Loss) For the current year	-5,475,072.63	-6,324,903.74
Less: Provision For taxation		
Less: Deferred Tax Liabilities		-898,753.00
Net Surplus in the statement carried to balance sheet	-6,132,843.82	-657,771.19
Total Reserve & Surplus	43,893,656.18	49,368,728.81

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Deferred Tax

Particulars	As at 31st March 2016	As at 31st March 2015
	Amount (In Rs.)	Amount (In Rs.)
Deferred tax asset/(Liability)	1,452,017.00	1,452,017.00
Total	1,452,017.00	1,452,017.00

2.4 Short Term Borrowings

Particulars	As at 31st March 2016	As at 31st March 2015
	Amount (In Rs.)	Amount (In Rs.)
Secured Loans	3,540,160.00	3,362,120.00
Total	3,540,160.00	3,362,120.00

2.5 Other Current liabilities

Particulars	As at 31st March 2016	As at 31st March 2015
	Amount (In Rs.)	Amount (In Rs.)
Other Payables		
Statutory Dues	720,110.00	720,029.05
Other Current Liabilities	827,124.00	3,300,449.00
provision for employees benefits	67,876.00	67,876.00
Other Payables	15,000.00	162,587.00
Audit Fees	100,000.00	62,360.00
Total	1,730,110.00	4,313,301.05

2.6 Short Term Provisions

Particulars	As at 31st March 2016	As at 31st March 2015
	Amount (In Rs.)	Amount (In Rs.)
Provisions		
Provision for Tax	587,255.00	587,255.00
Total	587,255.00	587,255.00

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Name of the Assets	Gross block				Depreciation		Net Block	
	01.04.2015		31.03.2016		01.04.2015		31.03.2016	
	Opening	Addition	Sale	Balance	Opening	Deduction	Balance	31.03.2016
2.7 Tangible Assets								
AC Cooler & Fans	1,576,655.62	0.00	0.00	1,576,655.62	203,528.97	315,331.12	518,860.09	1,057,795.53
Computer, Laptop & Accessories	27,473,651.26	0.00	0.00	27,473,651.26	14,774,053.75	1,524,806.00	16,298,859.79	11,174,791.51
Generator	2,708,569.00	0.00	0.00	2,708,569.00	494,163.34	541,713.80	1,035,877.14	1,472,691.86
Furniture & Office Equipment	9,337,131.04	0.00	0.00	9,337,131.04	2,517,925.61	933,713.10	3,451,638.71	5,885,492.33
UPS & Stabilisers	2,080,538.00	0.00	0.00	2,080,538.00	245,894.24	416,107.60	662,001.84	1,418,536.16
Total (A)	43,176,544.92	0.00	0.00	43,176,544.92	18,235,565.91	3,731,671.63	21,967,237.54	21,209,307.38
2.8 Intangible Assets								
Software	16,360,784.00	0.00	0.00	16,360,784.00	3,272,158.00	1,636,079.00	4,908,237.00	11,452,547.00
Educational Portal	24,987,900.00	0.00	0.00	24,987,900.00	4,997,582.00	2,498,791.00	7,496,373.00	17,491,527.00
Goodwill	53,674,665.00	0.00	0.00	53,674,665.00	17,891,556.00	5,367,467.00	23,259,023.00	30,415,642.00
2.8.1. Intangible Asset Under Development								
Portal Under Development	35,134,968.00	8,000,230.00	0.00	43,135,198.00	0.00	0.00	0.00	43,135,198.00
Total (B)	130,158,317.00	8,000,230.00	0.00	138,158,547.00	26,161,296.00	9,502,337.00	35,663,633.00	102,494,914.00
Grand Total	173,334,861.92	8,000,230.00	0.00	181,335,091.92	24,056,973.92	13,234,008.63	57,630,870.54	123,704,221.38
Previous Year	157,045,452.42	16,289,409.50	-	173,334,861.92	24,056,973.92	20,339,888.00	44,396,861.92	128,938,000.00

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Other NON current assets

Particulars	As at 31st March 2016	As at 31st March 2015
	Amount (In Rs.)	Amount (In Rs.)
Unamortised Expenses		
Public Issue Expenses	2,249,421.97	3,374,133.97
Preliminary Expenses	219,200.00	328,800.00
Total	2,468,621.97	3,702,933.97

2.10 Inventories

Particulars	As at 31st March 2016	As at 31st March 2015
	Amount (In Rs.)	Amount (In Rs.)
Stock in trade : Computer & Laptop	45,000.00	40,000.00
Computer Parts	528,411.60	508,813.60
Total	573,411.60	548,813.60

2.11 Trade Receivables

Particulars	As at 31st March 2016	As at 31st March 2015
	Amount (In Rs.)	Amount (In Rs.)
Trade receivables for a period exceeding six months from the date they are due for payment		
Unsecured, considered good	11,151,230.00	13,366,390.00
Unsecured, considered good		
Total	11,151,230.00	13,366,390.00

2.12 Cash & Bank Balances

Particulars	As at 31st March 2016	As at 31st March 2015
	Amount (In Rs.)	Amount (In Rs.)
Cash & Cash equivalent		
Balances with banks	26,309.00	59,605.00
Cash on hand	934,851.00	558,334.90
Bank deposits FDR (earmarked to HDFC O/D Loan)		
Total	961,160.00	617,939.90

2.13 Short term Loans & Advances

Particulars	As at 31st March 2016	As at 31st March 2015
	Amount (In Rs.)	Amount (In Rs.)
Secured, Considered Good:		
Capital Advance	6,000,000.00	6,000,000.00
Unsecured, Considered Good:		
Balance with statutory/government authorities	6,451,756.13	6,016,547.00
	45,797.10	45,797.10
Total	12,497,553.23	12,062,344.10

2.14 Revenue From Operation

Particulars	As at 31st March 2016	As at 31st March 2015
	Amount (In Rs.)	Amount (In Rs.)
GuruSeva Product	644,597.00	2,631,755.00
Education Assistance	15,579,763.00	25,426,778.00
Software Services & AMC	464,640.00	199,027.00
Total	16,689,000.00	28,257,560.00

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Other Income

Particulars	As at 31st March 2016	As at 31st March 2015
	Amount (In Rs.)	Amount (In Rs.)
Other income		
Interest on Bank Fixed Deposit		51,860.00
Total		51,860.00

2.16 Purchase of stock in trade

Particulars	As at 31st March 2016	As at 31st March 2015
	Amount (In Rs.)	Amount (In Rs.)
Purchases		
SMS Purchase	120,650.00	157,080.00
Total	120,650.00	157,080.00

2.17 Change in inventory of stock in trade

Particulars	As at 31st March 2016	As at 31st March 2015
	Amount (In Rs.)	Amount (In Rs.)
Opening Stock		
Computer & Laptop	40,000.00	74,873.77
computer Parts	508,813.60	366,227.81
Closing stock		
Computer & Laptop	45,000.00	40,000.00
computer Parts	528,411.60	508,813.60
Total	(24,598.00)	(107,712.02)

2.18 Employee Benefit Expenses

Particulars	As at 31st March 2016	As at 31st March 2015
	Amount (In Rs.)	Amount (In Rs.)
Salaries & Allowances	2,605,553.00	3,744,563.00
Employees Welfare	200,447.00	286,124.00
Total	2,806,000.00	4,030,687.00

2.19 Finance cost

Particulars	As at 31st March 2016	As at 31st March 2015
	Amount (In Rs.)	Amount (In Rs.)
Interest and Bank Charge		638,867.00
Total	0.00	638,867.00

2.20 Depreciation & Amortisation Expenses

Particulars	As at 31st March 2016	As at 31st March 2015
	Amount (In Rs.)	Amount (In Rs.)
Depreciation (Fixed Assets)	3,731,671.63	10,837,551.00
Amortization (Goodwill)	5,367,467.00	5,367,467.00
Written Off (Preliminary Exps.)	1,234,312.00	1,234,312.00
Intangible Assets (w/off)	4,134,870.00	4,134,870.00
Total	14,468,320.63	21,574,200.00

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Other Expenses

Particulars	As at 31st March 2016	As at 31st March 2015
	Amount (In Rs.)	Amount (In Rs.)
Advertisement & Sales Promotion & Marketing	275,600.00	619,156.00
Auditor's Remuneration	50,000.00	50,000.00
Bank Charges & Commission	21,376.00	33,063.76
Business Promotion	201,416.00	380,387.00
Telephone, Internet & Communication Exps	250,140.00	475,049.00
CD & Assecaries Exp.	260,930.00	558,839.00
Conveyance & Travelling	1,359,493.00	2,125,273.00
Electricity & Diesel Expenses	416,800.00	819,413.00
Professional Fee Exp.	73,500.00	79,360.00
Marketing Exp.	70,340.00	145,779.00
Miscellaneous Expenses	90,230.00	179,801.00
Filing Fees and Subscriptions	220,500.00	231,798.00
News Paper & Periodicals	30,470.00	61,666.00
Office Exp.	65,760.00	137,973.00
Postage & Courier	90,540.00	176,366.00
Printing & Stationary	260,900.00	474,765.00
Repair & Maintenance Exp.	325,345.00	628,497.00
Repair & Services Expenses	460,360.00	984,016.00
Rent	270,000.00	180,000.00
Total	4,793,700.00	8,341,201.76

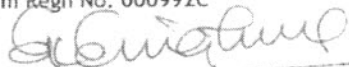
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JOINTECA EDUCATION SOLUTION LIMITED
Cash Flow Statement for the year ended on 31st March 2016

	Particulars	Year Ended 31/03/2016	Year Ended 31/03/2015
A	<u>CASH FLOW FROM OPERATING ACTIVITIES</u>		
	Net Profit before Tax and Prior period Adjustment & exceptional item	(5,475,072.63)	(6,324,903.74)
	Adjustment for:		
	Depreciation and Amortization	14,468,320.63	21,574,200.00
	Finance Cost	0.00	638,867.00
	Operating Profit Before Working Capital Changes	8,993,248.00	15,888,163.26
	Adjustment for:		
	Inventories	(24,598.00)	(107,712.02)
	Trade & Other Receivables	1,779,951.15	(5,769,164.29)
	Trade Payables & Other Current Liabilities	(2,583,191.05)	3,093,841.00
	Cash Generated from Operations	8,165,410.10	13,105,127.95
	Direct Taxes Paid (Net of Refund)		0.00
	Cash Flow before prior period Adjustments & Exceptional item	8,165,410.10	13,105,127.95
	Prior Period Adjustments		0.00
	Net Cash From / (Used In) Operating Activities (A)	8,165,410.10	13,105,127.95
B	<u>CASH FLOW FROM INVESTING ACTIVITIES</u>		
	Purchase of Tangible Fixed Assets	(8,000,000.00)	(5,055,289.50)
	Purchase/Creation of Intangible Fixed Assets	0.00	(11,234,120.00)
	Net Cash From / (Used In) Investing Activities (B)	(8,000,000.00)	(16,289,409.50)
C	<u>CASH FLOW FROM FINANCING ACTIVITIES</u>		
	Proceeds from Unsecured Borrowings (Net)	178,040.00	1,862,120.00
	Finance Cost	0.00	(638,867.00)
	Net Cash From / (Used In) Financing Activities (C)	178,040.00	1,223,253.00
	Net Increase / (Decrease) in Cash and Cash equivalents (A)+(B)+(C)	343,450.10	(1,961,028.55)
	Cash and Cash equivalents at the beginning of the year	617,939.90	2,578,968.45
	Cash and Cash equivalents at the end of the year	961,390.00	617,939.90

As per our Audit report of Even Date

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



Sunil Kumar Singhal
Partner

M. No: 070611

Place: Mathura

Date: 30/05/2016

For and On behalf of Board



Vishal Mishra
Managing Director



Hari Om Agrawal
Director