EINS EDUTECH LIMITED

(Formerly Known As Thyrocare Laborateries Limited)

Annual Report 2012-13

EINS EDUTECH LIMITED

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

EINS EDUTECH LIMITED

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

NOTICE OF ANNUAL GENERAL MEETING

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

ORDINARY BUSINESS:

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

SPECIAL BUSINESS:

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

"RESOLVED FURTHER THAT:

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

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

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

Date: 31.07.2013

By order of the Board **For EINS EDUTECH LIMITED**

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

Sd/-Bhagwan Das Agarwal Chairman

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

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

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

Item No. 3 Appointment of Director of the Company

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

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

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

Your Directors recommend the resolution for your approval.

Item No. 4 Appointment of Director of the Company

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

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

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

Your Directors recommend the resolution for your approval.

Item No. 5 Appointment of Director of the Company

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

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

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

Your Directors recommend the resolution for your approval.

Item No. 6 Appointment of Director of the Company

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