



## Form A

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

## Form B

1.	Name of the Company	Eins Edutech Limited
2.	Annual financial statements for the year ended	31 <sup>st</sup> March, 2014
3.	Type of Audit qualification	Un-qualified
4.	Frequency of qualification	NA
5.	Draw attention to relevant notes in the annual financial statements and management response to the qualification in the direct report :	
6.	Additional comments from the Board / audit committee chair :	
7.	<p>To be signed by -</p> <ul style="list-style-type: none"> <li>• CEO / Managing Director</li> <li>• CFO</li> <li>• Auditor of the company</li> <li>• Audit Committee Chairman</li> </ul>	<p><b>For Eins Edutech Limited</b></p> <p><i>Ramgopal</i></p> <p><b>Director / Authorised Signatory</b></p>  <p><i>Amey B. G. G. G.</i></p> <p><b>For Eins Edutech Limited</b></p> <p><i>S. L. Agarwal</i></p> <p><b>Director / Authorised Signatory</b></p>



# **EINS EDUTECH LIMITED**

(Formerly Known As Thyrocare Laboratories Limited)

**Annual Report 2013-14**



## **COMPANY INFORMATION**

(CIN : L80902MH1996PLC100018)

<b>BOARD OF DIRECTORS</b>	:	RAMAWTAR GUPTA, Managing Director (w.e.f. 12 <sup>th</sup> Feb., 2014)  PRAMOD KUMAR GUPTA, Executive Director  SACHIN SOMAIYA, Independent Director  SOHAN LAL AGARWAL, Independent Director  PINKI GUPTA, Non-executive Director (w.e.f. 14 <sup>th</sup> August, 2014)
<b>COMPANY SECRETARY</b>	:	SHWETA AGRAWAL
<b>BANKERS</b>	:	HDFC BANK LTD. ANDHERI (E) BRANCH, MUMBAI
<b>AUDITORS</b>	:	BANSHI JAIN & ASSOCIATES CHARTERED ACCOUNTANTS MUMBAI
<b>REGISTERED OFF.</b>	:	212, C-WING, CRYSTAL PLAZA, NEW LINK ROAD, OSHIWARA, ANDHERI (W), MUMBAI – 400 053. TEL. NO. 022 – 40045341 E-MAIL ID :- <a href="mailto:einsedutech@gmail.com">einsedutech@gmail.com</a> WEBSITE: <a href="http://www.einsedutechltd.com">www.einsedutechltd.com</a>
<b>SHARE TRANSFER AGENT</b>	:	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- <a href="mailto:sharepro@shareproservices.com">sharepro@shareproservices.com</a>

## EINS EDUTECH LIMITED

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

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

## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Thirty First Annual General Meeting of the Members of the Eins Edutech Limited will be held at the Registered office of the Company at 212, C-wing, Crystal Plaza, New Link Road, Oshiwara, Andheri (W), Mumbai – 400 053 on Tuesday, 30<sup>th</sup> September, 2014 at 3:30 P.M. to transact the following business.

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Profit and Loss Statement of the Company for the year ended 31<sup>st</sup> March, 2014 and Balance Sheet as at that date, Cash Flow statement for the year ended 31<sup>st</sup> March, 2014 and Report of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Pramod Kumar Gupta (DIN: 05300735), who retires by rotation and being eligible offers himself for re-appointment.
3. To re- appoint Auditor and to fix their remuneration and for that purpose to pass with or without modification(s), the following:

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

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

### SPECIAL BUSINESS:

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

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

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

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

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

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

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

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

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

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

**I. Salary:**

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

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

**II. Commission:** Nil.

**III. Perquisites**

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

**a) Conveyance Allowance:**

Rs. 3,000/- Per Month.

**b) Telephone:**

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

**IV. Other Benefits:**

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

**V. Overall Remuneration:**

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

**VI. Minimum Remuneration:**

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

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

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

**Date: 14/08/2014**

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

**Registered Office:**

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

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

**Notes:**

1. Member entitled to attend and vote at this annual general meeting is entitled to appoint a proxy to attend and vote instead of himself / herself. A proxy need not be a member of the company. The instrument appointing a proxy should, however, be deposited at the registered office of the company not less than 48 hours before the commencement of this meeting. A proxy shall not vote except on a poll. A proxy form is appended with the admission slip.
2. The Register of Member and the Share Transfer Books of the Company will remain closed from 23.09.2014 to 30.09.2014 (both days inclusive).
3. A copy of all the documents referred to in the accompanying explanatory statement are open to inspection at the Registered Office of the Company on all working days between 11:00 am to 2:00 pm except holidays up to the date of AGM and at AGM.
4. Members desirous of getting any information about the accounts of the Company, are requested to send their queries so as to reach at-least ten days before the meeting at the Registered Office of the Company, so that the information required can be made readily available at the meeting.
5. Members are requested to intimate change in their address immediately to M/s Sharepro Services (India) Pvt. Ltd., the Company's Registrar and Share Transfer Agents, at their office at 13 A-B, Samitha Warehousing complex, 2nd Floor, off Andhrei Kurla Road, Sakinaka Telephone Exchange Lane, Sakinaka, Andheri (East), Mumbai – 400 072.
6. Members holding shares in physical form in the same set of names under different folios are requested to apply for consolidation of such folios along with relevant Share Certificates to M/s Sharepro Services (India) Pvt. Ltd., Registrar and Share Transfer Agents of the Company, at their address given above.
7. Pursuant to SEBI Circular, the Shareholders holding shares in physical form are requested to submit self attested copy of PAN at the time of sending their request for share transfer/transmission of name/transposition of name.
8. Members holding shares in physical form and wishing to avail of the nomination facility, are requested to send the duly filled in nomination in the prescribed form (form 2B) to Sharepro Services (India) Pvt. Ltd., Registrar and Share Transfer Agents of the Company, at their address given above or to the Compliance Officer at the Registered Office of the Company.
9. Members are requested to bring copies of Annual Report to the Annual General Meeting.
10. Members/Proxies should bring the attendance slip duly 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.
13. **VOTING THROUGH ELECTRONIC MEANS**

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



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

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

The instructions for shareholders voting electronically are as under:

#### STEPS FOR E-VOTING

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

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

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

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