

BOARD OF DIRECTORS:

- | | |
|--|-------------------|
| 1. Shri Yashovardhan Birla | Chairman |
| 2. Shri Mohandas Shenoy Adige | Director |
| 3. Shri Girdharilal Lath
(Resigned w.e.f. 6/8/2014) | Managing Director |
| 4. Shri Ramprakash Mishra
(Appointed w.e.f 12/02/2014) | Director |
| 5. Shri Ashish Mahendrakar
(Appointed w.e.f. 24/6/2014) | Director |
| 6. Shri Jignesh Mehta
(Resigned w.e.f 12/2/2014) | Director |

COMPANY SECRETARY & COMPLIANCE OFFICER:

CS Vineet Tripathi

AUDITORS:

M/s Jaiprakash Upadhyay & Co.
Chartered Accountants
Mumbai

BANKERS:

The Catholic Syrian Bank Ltd.

REGISTERED OFFICE:

Industry House
159, Churchgate Reclamation
Mumbai 400 020

HEAD OFFICE:

Melstar House,
G-4, M.I.D.C Cross Road –A,
Andheri – East,
Mumbai – 400 093
Ph- 022-3306 7777/ 9167255027/ 29/30

SHARE REGISTRAR AND TRANSFER AGENT:

M/s. Bigshare Services Private Limited
E-2/3 Ansa Industrial Estate,
Saki Vihar Road, Sakinaka,
Andheri (E), Mumbai-400 072
Ph: 022-40430200
Fax: 022-28475207

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NOTICE OF 22ND ANNUAL GENERAL MEETING

Notice is hereby given that the 22nd Annual General Meeting of Birla Shloka Edutech Limited will be held on Saturday, 27th September, 2014 at 11.00 A.M. at Gopi Birla Memorial School, 68, Walkeshwar Road, Malabar Hill, Mumbai – 400006, to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Statement of Profit and Loss for the financial year ended 31st March, 2014, the Balance Sheet as at that date and the Reports of the Directors and Auditors thereon.
2. To re-appoint M/s. JAIPRAKASH UPADHYAY & Co., Chartered Accountants, Mumbai (Firm registration no. 125073W) as Statutory Auditors of the Company who hold office from the conclusion of this Annual General Meeting, until the conclusion of the next Annual General Meeting to be held after this meeting and to fix their remuneration and to pass the following resolution thereof :

“RESOLVED THAT pursuant to the provisions of Sections 139, of the Companies Act, 2013 and the Rules made there -under, and pursuant to the recommendations of the audit committee of the Board of Directors, M/s. JAIPRAKASH UPADHYAY & Co., Chartered Accountants, Mumbai (Firm registration no. 125073W) be and is hereby re-appointed as the Auditors of the Company to hold office from the conclusion of this Meeting until the conclusion of the next Annual General Meeting of the Company and that the Board of Directors of the Company be and is hereby authorized to fix their remuneration for the said period and reimbursement of actual out of pocket expenses, as may be incurred in the performance of their duties.”

SPECIAL BUSINESS:

To consider and if thought fit to pass, with or without modification(s), the following resolutions:

3. Appointment of Shri Ashish Mahendrakar.: (**Ordinary Resolution**)

“**RESOLVED THAT** pursuant to Section 149,152 and any other applicable provisions of the Companies Act,2013 and the rules made there under (including any statutory modification (s) or re-enactment thereof for the time being in force) Shri Ashish Mahendrakar (**DIN 03584695**) who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Act and who holds office up to the date of this Annual General Meeting and in respect of whom the company has received a notice in writing under section 160 of the Act from a member proposing his candidature for the Office of director , be and is hereby appointed as director of the Company.

4. Appointment of Shri Ashish Mahendrakar as Managing Director of the company (**Special Resolution**)

“RESOLVED THAT as per the recommendation of the Remuneration Committee and pursuant to the provisions of Sections 196 197 and 203, read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) approval of the Company be and is hereby accorded for the appointment of **SHRI ASHISH MAHENDRAKAR** (Din: 03584695) as Managing Director of the Company for a period of **3** years with effect from **07.08.2014 to 06.08.2017** on the remuneration and perquisites and terms and conditions as set out in the statement annexed to the Notice convening this meeting with a liberty to the Board of directors (hereinafter referred to as Board which term shall deemed to include Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment and/or remuneration as it may deem fit and as may be acceptable to **Shri Ashish Mahendrakar** subject to the same not exceeding the limits specified under schedule V to the Companies Act 2013 or any statutory modification(s) or re-enactment thereof.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to take such steps and actions and to do all such acts, deeds, matters and things as may be necessary, expedient or desirable to give effect to the above resolution.”

5. To appoint Shri Ramprakash Murlidhar Mishra (DIN: 00228438) as an Independent Director. (**Ordinary Resolution**)

“RESOLVED THAT pursuant to Section 149,152 and any other applicable provisions of the Companies Act,2013 and the rules made there under (including any statutory modification (s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act,2013, (the Act) **Shri Ramprakash Murlidhar Mishra (DIN 00228438)** who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Act and who holds office up to the date of this Annual General Meeting and has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and in respect of whom the company has received a notice in writing under section 160 of the Act from a member proposing his candidature for the Office of director, be and is hereby appointed as an Independent director of the Company and shall hold office for a term of **5 years w.e.f 27.09.2014.”**

6. To appoint Shri Mohandas Shenoy Adige (DIN 00280925) as an Independent Director.
(Ordinary Resolution)

RESOLVED THAT pursuant to Section 149,152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, **Shri Mohandas Shenoy Adige (DIN 00280925)**, non executive director of the Company, has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and is eligible for appointment be and is hereby appointed as an Independent director of the Company and shall hold office for a term of 5 years **w.e.f 27.09.2014.**

Place: Mumbai
Date: 25-08-2014

By Order of the Board
For BIRLA SHLOKA EDUTECH LIMITED
Sd/-
VINEET TRIPATHI
Company Secretary

Notes:

1. A member entitled to attend and vote at the annual general meeting (the meeting) is entitled to appoint proxy/proxies to attend and vote instead of himself and the proxy/proxies need not be a member of the company. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in aggregate not more than 10% of the total share capital of the company. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
The instrument appointing a proxy duly completed and signed should, however, be deposited at the registered office of the company not less than forty-eight hours before the commencement of the meeting. PROXIES SUBMITTED ON BEHALF OF THE COMPANIES, SOCIETIES ETC., MUST BE SUPPORTED BY AN APPROPRIATE RESOLUTION/AUTHORITY, AS APPLICABLE. A proxy form is sent herewith.
2. The Statement setting out material facts pursuant to section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the Meeting, is annexed hereto.
3. The ISIN of the Equity Shares of 10/- each is INE 814E01018
4. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
5. Members are requested to bring their Attendance Slip along with their copy of Annual Report to the Meeting.

6. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID Numbers and those who hold shares in physical form are requested to write their Folio Number in the Attendance Slip for attending the Meeting.
7. Members desirous of making nomination as permitted under Section 72 of the Companies Act, 2013 in respect of the physical shares held by them in the Company, can make nominations in Form SH-13, which can be procured from the Registrar and Share Transfer Agent M/s Big Share Private Limited (RTA). The Members holding shares in demat form may contact their respective depository participants for such nominations.
8. Members who hold shares in physical form in multiple folios in identical names or joint accounts in the same order of names are requested to send the share certificates to the Company's Registrars and Transfer Agents, M/s Big Share Private Limited (RTA), for consolidation into a single folio.
9. The Register of Members and Share Transfer Books of the Company will remain closed from **Saturday, September 20th, 2014 to Saturday, September 27th, 2014 (both days inclusive)**, in connection with the Annual General Meeting of the company.
10. As per the General Exemption granted by the Central Government vide the General Circular No. 2/2011 dated 8.2.2011, copy of Balance Sheet, Statement of Profit and Loss, and Report of the Board of Directors and the Report of the Auditors of the Subsidiary Company is not attached with the Annual Report of the Company. However, the Annual Reports of the Subsidiary Company is available for inspection at the Registered Office of the Company to any Member of the Company. Further the Company will make available these documents to any Member upon request.
11. The Notice of the AGM along with the Annual Report 2013-14 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
12. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide the Members the facility to exercise their right to vote at the 22nd Annual General Meeting(AGM) by electronic means and the business may be transacted through e-Voting Services provided by CDSL. Details and Instructions for E-voting are enclosed along with the Notice.

13. Voting through electronic means:

In accordance with provisions of section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 the business may be transacted through electronic voting system, the Company is pleased to provide facility for voting by electronic means ("e-voting") to its members. The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") to

provide e-voting facilities and for security and enabling the members to cast their vote in a secure manner. It may be noted that this e-voting facility is compulsory as directed by the Securities and Exchange Board of India (SEBI). The e-voting facility will be available at the link www.evotingindia.com during the following voting period:

Commencement of e-voting: From 9.00 A.M. on Sunday, September 21st, 2014

End of e-voting: Upto 6.00 P.M. on Tuesday, September 23rd, 2014

E Voting shall not be allowed beyond 6.00 P.M. on Tuesday, September 23rd, 2014.

During the e-voting period, Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the Cut-off-date (record date) may cast their vote electronically.

Cut-off-date (Record date): The cut-off-date (record date) for the purpose of e-voting is **22nd August, 2014**. The complete process, manner and instructions for e-voting is being sent to the members along with copy of the notice.

The Company has appointed Shri Praful Sanghani, of M/s. P. Sanghani & Co., Practicing Chartered Accountant, Mumbai, as 'scrutinizer' (the "Scrutinizer"), for conducting the e-voting process for the Annual General Meeting of the company in a fair and transparent manner. The Scrutinizer shall within a period not exceeding Three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company. The Results shall be declared at the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.birlashloka.com and on the website of CDSL within two (2) Days of passing of the resolutions at the AGM of the Company and communicated to the respective Stock Exchanges. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.

Company's website www.birlashloka.com will be uploaded with the above documents well before the mandatory period and the copies of the aforesaid documents will be available for inspection at the Registered Office of the Company also.

Place: Mumbai
Date: 25-08-2014

By Order of the Board
For BIRLA SHLOKA EDUTECH LIMITED
Sd/-
VINEET TRIPATHI
Company Secretary

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

Item no. 3 & 4:

The Board of Directors of the Company in their meeting held on **24.06 2014** appointed Shri Ashish Mahendrakar as an additional Director pursuant to the provisions of Section 161 of the Companies Act, 2013 and as per the provisions of Articles of Association of the Company.

Being an Additional Director of the Company, he holds office up to the date of this Annual General Meeting. The Company has received a notice along with a deposit in terms of Section 160 of the Companies Act, 1956, from a member, proposing the candidature of Shri Ashish Mahendrakar for the office of Director of the Company.

Further, in the Board Meeting held on 08.08.2014 and as per the resolution passed by the remuneration Committee in their meeting held on 08.08.2014, Mr. Ashish Mahendrakar was appointed as Managing Director of the Company, with effect from 07.08.2014 for a period of 3 years, subject to the approval of shareholders.

In terms of provisions of the Articles of Association, Shri Ashish Mahendrakar shall not be liable to retirement by rotation till he continues to hold such office. The terms and conditions of the appointment are as under:

Shri Ashish Mahendrakar : Managing Director

Period 3 (three) years i.e. 07.08.2014 to 06.08.2017

As Managing Director, Shri Ashish Mahendrakar shall be responsible for the company's business affair as entrusted to him subject to the direction, supervision and control of the Board of Directors.

- I. Remuneration:** Shri Ashish Mahendrakar shall be entitled to a salary, perquisites, allowances & benefits not exceeding Rs. 1310424/- per annum.

Minimum Remuneration: Notwithstanding anything herein contained, where in any financial year, during the currency of the tenure of Mr. Ashish Mahendrakar as Managing Director of the Company, if the Company has no profits or its profits are inadequate, the company will pay remuneration by way of salary and perquisites as specified above accordance with Schedule V of the Companies Act, 2013 or any other law or enactment for the time being or from time to time in force.

- II. Leave:** The Managing Director shall be eligible for leave as per Rules of the Company.

The Company's contribution to the Provident Fund, Superannuation Fund (or other benefit permissible in lieu thereof) or annuity fund will be as per the rules of the Company.

Gratuity payable in accordance with the gratuity Scheme of the Company.

Note: For the purpose of perquisites stated above, family means the spouse, the dependent children and dependent parents of the appointee.

The perquisites indicated in **Category-II** shall not be included in computation of the ceiling on remuneration specified in **Category-I** of this section.

Disentitlements: The Managing Director shall not be entitled for sitting fees for attending meetings of the Board of Directors or Committees thereof.

Shri Ashish Mahendrakar as long as continues to be Managing Director of the Company shall not be liable to retire by rotation. The Board recommends the resolution as set out in Item No. 3 and 4 of the Notice for Members' approval. Shri Ashish Mahendrakar is concerned or interested in the Resolution of the accompanying Notice relating to his own appointment. No other director is concerned and interested in the said resolution.

Additional General Information: Additional Information as required in accordance with the provisions of Schedule V is given hereunder –

- A. Nature of industry – Educational
- B. Date of commencement commercial production – The Company was incorporated on 25th May, 1992 as a private company and is in operation since then. However, the present activities were commenced in the year 2008-2009.
- C. Financial performance of last 3 years based on given indicators - As per the audited financial results for the year ended 31-03-2014:

PARTICULARS	AS ON 31.03.2014	AS ON 31.03.2013	AS ON 31.03.2012
	Rupees in Lakhs	Rupees in Lakhs	Rupees in Lakhs
Total Income	6507.37	22,520.04	22,392.09
Total Expenditure	6016.30	21,059.53	21,068.11
Interest & Financial Charges	415.51	404.86	281.62
Profit/(Loss) before Tax and Depreciation	75.56	1,055.65	1,042.35

Less: Depreciation	817.46	540.15	408.21
Profit/(Loss) Before Tax	(741.90)	515.50	634.14
Less: Provision for Taxation			
Current MAT	-	105.00	127.49
Less: MAT Credit Entitlement	-	(33.30)	3.51
Deferred Tax	(394.30)	(61.68)	77.27
Earlier year Expenses	-	0.21	-
Profit/(Loss) After Tax	(328.38)	505.28	425.87
Add:- Balance brought forward from last Year	1951.91	1,446.63	1,020.76
Add:- Transfer from Amalgamation Reserve Account	-		
Balance Carried to Balance Sheet	1623.53	1,951.91	1,446.63
Earnings Per Share	(1.57)	2.41	2.03

D. Net foreign exchange earnings of the company during the past 3 years:

Particulars	2013-2014	2012-2013	2011-2012
Total foreign Exchange earnings	—	—	—
Total Foreign Exchange outgo	—	—	—

E. Background Details:

Shri Ashish Mahendrakar has done his MASTER IN MANAGEMENT STUDIES (1997) (MMS) also he is having DIPLOMA IN BUSINESS MANAGEMENT. Shri Ashish Mahendrakar has vast experience and expertise over 22 years in finance, banking, Accounts and corporate management. He is presently a Director on the Boards of Yes Birla Group Companies.