

CIN: U72300UP2011PLC044942

Regd. Off.: 53B, Geeta Enclave, Nr. Dr. V.K. Garg, Krishna Nagar, Mathura, U.P. - 281004

NOTICE

Notice is hereby given that the 07th Annual General Meeting of the Members of Jointeca Education Solutions Limited will be held at the Registered Office of the Company at 53B, Geeta Enclave, Nr. Dr. V. K. Garg, Krishna Nagar, Mathura, Uttar Pradesh India 281 004, on Friday 28h September 2018 at 11 a.m. to transact the following business:

ORDINARY BUSINESS:

- To receive, consider and adopt the Audited Balance Sheet as at 31st March 2018 and the statement of Profit & Loss for the year ended on that date together with the reports of the Directors and Auditors thereon.
- 2. To appoint a director in place of Mr. Abhay Gautam (holding DIN: 03562892) who retires by rotation and being eligible, offers himself for re-appointment.
- 3. 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 Section 139 and 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit & Auditors) Rules, 2014, the appointment of M/s. S. B. Gupta & Co., Chartered Accountants, (Firm Registration No. 000992C), as Statutory Auditors of the Company be and is hereby ratified by the members of the Company in this meeting till the conclusion of the next Annual General Meeting (AGM) of the Company at such remuneration as may be agreed between the Board of Directors of the Company and the Auditors of the Company."

Place: Mathura Date: 30.05.2018 By Order of the Board

(Vishal Mishra) Managing Director DIN: 03363363

Notes:

- A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER.
- The instrument appointing a proxy must be deposited with the Company at its Registered Office not less than 48 hours before the meeting.
- 3. A person can act as proxy on behalf of Members not exceeding fifty in number and holding in aggregate not more than ten per cent of the total share capital of the Company carrying voting rights. In case of a Member holding more than ten per cent of the total share capital of the Company carrying voting rights, such a Member may appoint a single person as proxy, who however shall not act as proxy for any other person or shareholder.
- 4. Members / Proxies should bring the Attendance Slip duly filled in and signed for attending the meeting. Corporate Members intending to send their authorized representatives are requested to send duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the Annual General Meeting.
- In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- Shareholders seeking any information with regard to accounts are requested to write to the Company at least seven days in advance so as to enable the Company to keep the information ready.



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- The Register of Members and Share Transfer Books of the Company will remain closed from 23.09.2018 to 28.09.2018 (both days inclusive).
- Members are requested to send all communications concerning shares, change of address etc. to the Company's Registrar Beetal Financial and Computer Services Pvt. Ltd. quoting their Client ID and reference no. Members are also requested to send their email address to the company's Registrar.
- 9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts.
- Shareholders who are still holding physical share certificate(s) are advised to dematerialize their shareholding to avail the benefits of dematerialization.
- 11. Members may also note that the Notice of the 07th Annual General Meeting and the Annual Report for 2017-18 will also be available on the Company's website www.jointeca.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Mathura for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: info@jointeca.com.

By Order of the Board

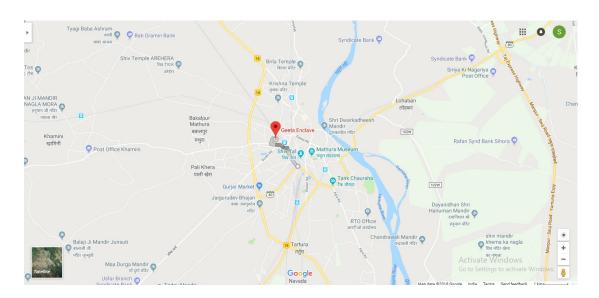
Place: Mathura Date: 30.05.2018

(Vishal Mishra) Managing Director DIN: 03363363

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Route map to reach at the Venue of AGM.



Attendance Slip

(To be handed over at the entrance of the Meeting Hall)

Folio No. / DP ID & Client ID: _	
No. of Shares held:	

I certify that I am a registered Share holder / Proxy for the registered Share holder of the Jointeca Education Solutions Limited, I hereby record my presence at the 07th Annual General Meeting of the Company being held at 53B, Geeta Enclave, Near Dr. V.K. Garg Krishna Nagar, Mathura, Uttar Pradesh 281004, on Friday 28th September, 2018 at 11:00am.



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Form No. MGT-11 PROXY FORM

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

CIN: L7230	00UP2011PLC044942				
Name of the	he company: JOINTECA EDUCATION SOLUTIONS LIMITED				
	l office: 53B, Geeta Enclave, Nr. Dr. V.K. Garg,		Mathura,	U.P 281004	
Name of S	hareholder:				
	l address:				
Email ID:_					
	DPID & Client ID			_	
I/We, bein	g the member(s) of shares of the above named compa	ny, hereby appoint			
1)	of having	e-mail id	or failin	g him	
	of having			g him	
3)	of having	e-mail id			
my/our be 2018 at 1	e and whose signatures are appended below as my/our proxy half at the 07 Annual General Meeting of the Company, to b 1 am 53B, Geeta Enclave, Near Dr. V.K. Garg Krishna Nag ent thereof in respect of such resolutions as are indicated belo	e held on the Frida ar, Mathura, Uttar	y, the 28th o	lay of September,	
Sr. No.	Description		For	Against	
	Ordinary Business:				
1.	To receive, consider and adopt the audited financial statem	ents of the Compar	ıy		
	for the financial year ended 31st March, 2018 together wi	th the reports of th	ie		
	Director and Auditors thereon.				
2.	To appoint a director in place of Mr. Abhay Gautam (holding	g DIN 03562892) wh	0		
	retires by rotation and being eligible, offers himself for re-ap				
3.	Ratification of the appointment of Statutory Auditors for fixing of remuneration thereof.	the FY 2018-19 an	d		
Signed this	sday of2018				
Signature				Affix ₹ 1/-	
J				evenue	
Signature of shareholder:				Stamp	
Signature of proxy holder(s):					
Signature of proxy notaer(a)					

Notes:

- 1) This form of proxy in order to be effective should be duly stamped, competed and signed and must be deposited at the Registered Office of the Company, not less than 48 hours before the meeting.
- 2) The proxy form should be signed across the Revenue Stamp as per signature(s) registered with the Company/Depository participant.
- 3) A Proxy need not be a member.



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DIRECTORS' REPORT

To

The Members,

Your Directors have great pleasure in presenting the Seventh Annual Report and the Audited Accounts of your Company for the year ended 31st March 2018.

FINANCIAL RESULTS

Particulars	Year Ended	Year Ended
Particulars	31.03.2018 (Amount in Rs.)	31.03.2017 (Amount in Rs.)
Income from Operations and Other Income	96,85,648.58	1,25,07,385.00
Profit before Interest & Depreciation	49,94,528.52	77,09,034.00
Less: Interest & Bank charges	548,603.00	-
Less: Depreciation	16,763,545.30	1,32,34,008.63
Profit before Tax	(12,317,619.78)	(55,24,974.63)
Less: Provision for Taxation	(1,500,947.75)	36,73,904.65
Profit after Tax	(10,816,672.03)	(91,98,879.28)
Add: Surplus brought forward	(1,78,00,345.07)	(61,32,843.82)
Balance carried to Balance Sheet	(28,617,017.09)	(1,78,00,345.07)

OPERATIONS

The operations of the Company for the year under review have resulted in the Loss of Rs. (12,317,619.78) as against Rs (5,524,974.63) in the previous year. After providing for interest, depreciation and taxes, the Company has recorded a net loss of Rs. (10,816,672.03) as against Rs (9,198,879.28) in the previous year. The gross revenue stood at Rs 96,85,648.58 as against Rs. 12,507,385.00 during the previous year.

DIVIDEND

In view of Loss 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 2017-18, 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

During the year under review, the Company has not made any Loans, Guarantees or Investments within the meaning of the provisions of Section 186 of the Companies Act, 2013.

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.

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MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN 31st MARCH, 2018 AND THE DATE OF THIS REPORT.

There were no material changes and commitments affecting the financial position of the Company between the end of financial year (31st March, 2018) and the date of this Report.

DISCLOSURE RELATING TO REMUNERATION OF DIRECTORS, KEY MANAGERIAL PERSONNEL

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

PARTICULARS OF EMPLOYEES & RELATED DISCLOSURES

The information required Pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5(2) & 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and forming part of the Directors Report for the year ended 31st March, 2018.

Disclosure relating to remuneration and other details as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as provided in the Annual Report.

Having regard to the provision of the first proviso to section 136 (1) of the Act and as advised the Annual Report excluding the aforesaid information is being sent to the Members of the Company. The said information is available for inspection by the Members at the Registered Office of the Company during business hours and any Member interested in obtaining such information may write to the Company Secretary and same will be furnished.

DIRECTORS AND KEY MANAGERIAL PEROSNNEL

In accordance with the provisions of Companies Act, 2013 Mr. Abhay Gautam (holding DIN: 03562892, Director retires by rotation and being eligible has offered himself for re-appointment.

Mr. Vishal Mishra, Managing Director & CEO and Mr. Alok Mittal, Chief Financial Officer 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, and Stakeholder Relationship Committee.

The directors expressed their satisfaction with the evaluation process.

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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.

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 compliant 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 were held. 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:

JOINTECA EDUCATION SOLUTIONS LTD. CIN: U72300UP2011PLC044942

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- a) that in the preparation of the annual financial statements for the year ended March 31, 2018, 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, 2018 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.

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, 2018.

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' report is self exclamatory. However, as regards the contingent liability of Rs. 2,39,10,160 on account of Income tax demand for A.Y.2013-14, your Directors would like to state that the same has been appealed by the Company, as the said assessment was done u/s 144, without giving an opportunity to the Company for being heard. The case has since been remanded back to the assessing officer for assessment and the Company does not expect any tax liability on re-assessment. As regards the other unpaid liabilities of small amounts, in Company's opinion, the same are not payable.



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SECRETARIAL AUDIT REPORT

As regards the Secretarial Auditor' Report to the members, you are aware that after the resignation of the previous Company Secretary, 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 in time. However, your Company is trying to streamline everything and will be a fully complaint 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.

EXTRACT OF ANNUAL RETURN The details forming part of the extract of the Annual Return in form MGT-9 is annexed herewith as "Annexure -B".

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 hereunder.

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.

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.

For and on behalf of the Board

Place: Mathura Date: 30.05.2018

> Vishal Mishra Managing Director DIN: 03363363

DIN: 03562892



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Annexure - A to the Board Report Form No. MR.3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2018

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To, The Members, JOINTECA EDUCATION SOLUTIONS LIMITED 53B, GEETA ENCLAVE, NR. V.K. GARG, KRISHNA NAGAR, MATHURA, UTTAR PRADESH, INDIA 281 004.

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s JOINTECA EDUCATION SOLUTIONS LIMITED (hereinafter referred to as the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the JOINTECA EDUCATION SOLUTIONS LIMITED books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March 2018 complied with the statutory provisions listed hereunder except with the following

- 1) There are some delays in filling of returns with stock exchanges under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- 2) There is delay in filling of Balance sheet and Annual Return to the ROC for the financial year 2014-2015, 2015- 2016, 2016-2017. However during the year the same has been duly filed by the Company to the ROC along with payment of prescribed additional fees.

We have examined the books, papers, minute books, forms and returns filed and other records maintained with JOINTECA EDUCATION SOLUTIONS LIMITED for the financial year ended on 31st March 2018 according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;