



JOINTECA EDUCATION SOLUTIONS LTD.

CIN: L72300UP2011PLC044942

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

CORPORATE INFORMATION

Board of directors

- ❖ Pradeep K. Saxena -Chairman (Independent Director)
- ❖ Vishal Mishra-Managing Director
- ❖ Alok Mittal- CFO
- ❖ Hariom Prasad Agrawal- Non- Executive Director
- ❖ Mrs. Madhu Sharma- Independent Director

AUDITORS

M/s. S. B. Gupta & Co.,
Chartered Accountants
Mathura (U.P.)

Chief Financial Officer (CFO)

Mr. Alok Mittal

Company Secretary (CS)

Mr. Deep Shah

Bankers

- ❖ State Bank of India
- ❖ Bank of Baroda
- ❖ Bank of India
- ❖ Punjab National Bank

Demat ISIN No. : INE131N01018

CIN : L72300UP2011PLC044942

Investor Grievance
Email : info@jointeca.com

Web sites : www.jointeca.com

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: beetalrta@gmail.com

RegisteRed & CoRpoRate offiCe

53B, Geeta Enclave,
Near Dr. V. K. Garg,
Krishna Nagar,
Mathura – 281 004. Uttar Pradesh
Tel: 0565 – 242 5114
Email: info@jointeca.com



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NOTICE

Notice is hereby given that the 09th 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 Wednesday 30th December 2020 at 11:00 a.m. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2020 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. Hariom Prasad Agrawal (holding DIN: 03562889) who retires by rotation and being eligible, offers himself for re-appointment.

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 pursuant to the provisions of Sections 196 and 197 and any other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Rules made there under read with Schedule V of the Companies Act, 2013 Act, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and such other approvals, permissions and sanctions, as may be required, consent of the Company be and is hereby accorded for the re appointment of Mr. Vishal Mishra (DIN: 03363363) as Managing Director of the Company for a further period of five years w.e.f. 16th December, 2019 to 15th December, 2024, without remuneration.

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to take such steps as it may consider necessary, proper or expedient to give effects to the Resolution."

Place: Mathura
Date: 05.12.2020

By Order of the Board

(Vishal Mishra)
Managing Director
DIN: 03363363

Notes:

1. 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.
2. 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.



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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.
5. 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.
6. 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.
7. The Register of Members and Share Transfer Books of the Company will remain closed from 26.12.2020 to 30.12.2020 (both days inclusive).
8. 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.
10. Members may also note that the Notice of the 09th Annual General Meeting and the Annual Report for 2019-20 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.

Place: Mathura

Date: 05.12.2020

By Order of the Board

(Vishal Mishra)
Managing Director
DIN: 03363363



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EXPLANATORY STATEMENT

Statement pursuant to Section 102 of the Companies Act, 2013

ITEM No. 3

The tenure of Mr. Vishal Mishra was expired on December 15, 2019. The Directors are of opinion that Mr. Vishal Mishra vast knowledge and experience in the IT field will be immense beneficial for the growth and overall development of the Company, therefore based on the recommendation of Nomination and Remuneration Committee, the Board of Directors, at its meeting held on 14th November 2019, re-appointed Mr. Vishal Mishra as a Managing Director of the Company for a period of 5 (Five) years commencing from December 16, 2019 to December 15, 2024, subject to the approval of members at the ensuing Annual General Meeting. The principal terms and conditions of re- appointment as follows:

- (a) Remuneration: Nil
- (b) The Managing Director shall have the right to manage the day-to-day business and affairs of the Company subject to the superintendence, guidance, control and direction of the Board of Directors of the Company
- (c) The Managing Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors.
- (d) The Managing Director shall adhere to the Company's Code of Business Conduct & Ethics for Directors and Management Personnel.
- (e) The office of the Managing Director may be terminated by the Company or the concerned Director by giving the other 3 (three) months' prior notice in writing.
- (f) Mr. Vishal Mishra satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his re-appointment. He is not disqualified from being appointed as Directors in terms of Section 164 of the Act.
- (g) Mr. Vishal Mishra is liable to retire by rotation

The above may be treated as a written memorandum setting out the terms of re-appointment of Mr. Vishal Mishra under Section 190 of the Act.

The Board commends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the Members.

Mr. Vishal Mishra is interested in the Resolution mentioned at Item No. 3 of the Notice with regard to his appointment. Other than Mr. Vishal Mishra, no other Director, Key Managerial Personnel or their respective relatives are concerned or interested, financial or otherwise in the Resolution mentioned at Item No. 3 of the Notice.

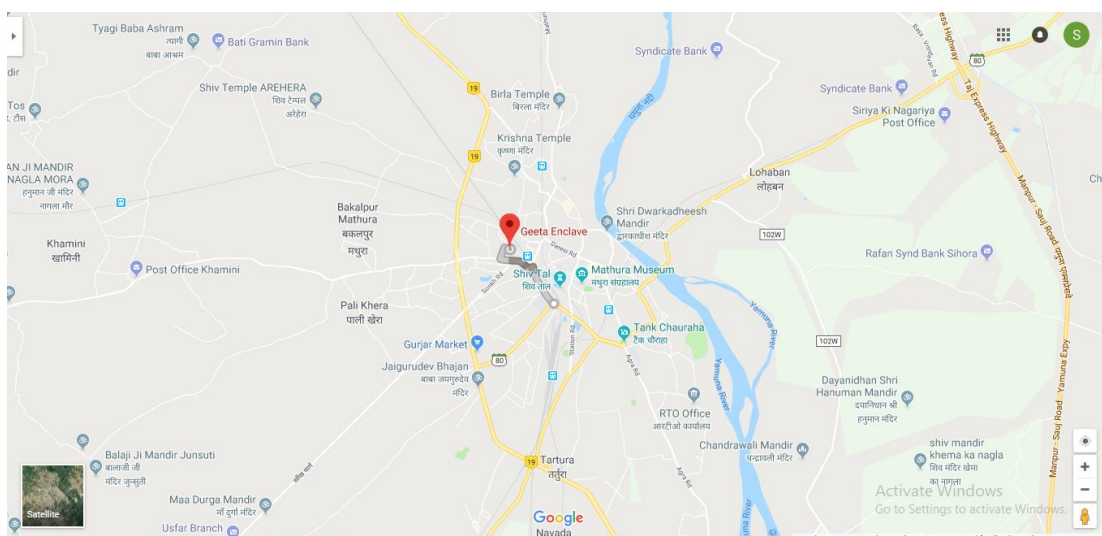


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Route map to reach at the Venue of AGM.



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 09th Annual General Meeting of the Company being held at 53B, Geeta Enclave, Near Dr. V.K. Garg Krishna Nagar, Mathura, Uttar Pradesh 281004, on Wednesday 30th December, 2020 at 11:00 a.m.

I Member's /Proxy's name in Block Letters

I Member's /Proxy's Signature

**JOINTECA EDUCATION SOLUTIONS LTD.**

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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: L72300UP2011PLC044942

Name of the company: JOINTECA EDUCATION SOLUTIONS LIMITED

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

Name of Shareholder: _____

Registered address: _____

Email ID: _____

Folio/No./DPID & Client ID _____

I/We, being the member(s) of shares of the above-named company, hereby appoint

1) _____ of _____ having e-mail id _____ or failing him

2) _____ of _____ having e-mail id _____ or failing him

3) _____ of _____ having e-mail id _____

and whose and whose signatures are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 08 Annual General Meeting of the Company, to be held on the Wednesday, the 30th day of December, 2020 at 11:00 am 53B, Geeta Enclave, Near Dr. V.K. Garg Krishna Nagar, Mathura, Uttar Pradesh 281004 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Description	For	Against
	Ordinary Business:		
1.	To receive, consider and adopt the audited financial statements of the Company for the financial year ended 31st March, 2020 together with the reports of the Director and Auditors thereon.		
2.	To appoint a director in place of Mr. Hariom Prasad Agarwal (holding DIN 03363363) who retires by rotation and being eligible, offers himself for re-appointment.		
	Special Business:		
3.	Re-appointment of Mr. Vishal Mishra as a Managing Director for term of Five years.		

Signed this _____ day of _____ 2020

Signature

Signature of shareholder: _____

Signature of proxy holder(s): _____

Affix ` 1/-
Revenue
Stamp

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 Ninth Annual Report and the Audited Accounts of your Company for the year ended 31st March 2020.

FINANCIAL RESULTS

Particulars	Year Ended 31.03.2020 (Amount in Rs.)	Year Ended 31.03.2019 (Amount in Rs.)
Income from Operations and Other Income	12,38,927.36	70,12,267.00
Profit / (Loss) before Interest & Depreciation	(18,23,894.99)	36,20,232.40
Less: Interest & Bank charges	0.00	5,61,973.00
Less: Depreciation	81,08,408.00	89,82,884.33
Profit / (Loss) before Tax	(99,32,302.99)	(59,24,624.93)
Less: Provision for Taxation	(1,19,951.90)	(6,33,186.00)
Profit / (Loss) after Tax	(98,12,351.09)	(52,91,438.93)
Add: Surplus brought forward	(3,39,08,456.02)	(2,86,17,017.09)
Balance carried to Balance Sheet	(4,37,20,807.11)	(3,39,08,456.02)

OPERATIONS

The operations of the Company for the year under review have resulted in the Gross Loss of Rs.18,23,894.99 as against profit of Rs 36,20,232.40 in the previous year. After providing for interest, depreciation and taxes, the Company has recorded a net loss of Rs. 98,12,351.09 as against loss of Rs 52,91,438.93 in the previous year. The gross revenue stood at Rs 12,38,927.36 as against Rs. 70,12,267.00 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 2019-20, 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, 2020 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, 2020) 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, 2020

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 PERSONNEL

In accordance with the provisions of Companies Act, 2013 Mr. Hariom Prasad Agarwal (holding DIN: 03562889) , 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 and Mr. Deep Shah, Company Secretary & Compliance 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

The Board of Directors of the Company at their meeting held on 14th November, 2019, re-appointed Mr. Vishal Mishra (DIN: 03363363) as Managing Director of the Company for a period of Five years commencing from December 16, 2019 to December 15, 2024, subject to the approval of members at the ensuing Annual General Meeting.

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



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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.

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 five 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.



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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, 2020, 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, 2020 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 significant and material 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, 2020.

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

COVID-19

Towards the end of the financial year, the World Health Organization (WHO) declared Covid-19 a pandemic and the outbreak, which infected millions, has resulted in deaths of a significant number of people globally. Covid-19 is seen having an unprecedented impact on people and economies worldwide. The Company is taking all necessary measures in terms of mitigating the impact of the challenges being faced in the business. It is focused on controlling costs, maintaining liquidity and closely monitoring to the operations.

The Ministry of Home Affairs, Government of India on March 24, 2020 notified the first ever nationwide lockdown in India to contain the outbreak of Covid-19 pandemic. The Company operates its business in conformity with the highest ethical standards and employee centricity. In view of the outbreak of the pandemic, The Company undertook timely measures to ensure the safety and wellbeing of its employees at