

THIRTY FIRST ANNUAL REPORT

2013-14

EMERGENT GLOBAL EDU AND SERVICES LIMITED

(formerly Emergent Energy and Services Limited)

CIN L40105DL1983PLC209722

Regd. Office: 8-B, 'Sagar', 6, Tilak Marg, New Delhi – 110 001;

Phones: (91) (11) 2378 2022 ; Fax: (91) (11) 2378 2806, ;

Email: sotl@soanigroup.com; Website: www.eesl.in

EMERGENT GLOBAL EDU AND SERVICES LIMITED

(formerly Emergent Energy and Services Limited)

CIN L40105DL1983PLC209722

Regd. Office: 8-B, 'Sagar', 6, Tilak Marg, New Delhi – 110 001;

Phones: (91) (11) 2378 2022 ; Fax: (91) (11) 2378 2806, ;

Email: sotl@soanigroup.com; Website: www.eesl.in

BOARD OF DIRECTORS - MR.TARUN SOMANI-CHAIRMAN

MR.R.C.KHANDURI

MR.ARVIND MISHRA

MR.H.P.SOHN

AUDITORS - RAJENDRA K. GOEL & CO.
CHARTERED ACCOUNTANTS
NEW DELHI

BANKERS - CANARA BANK

REGISTERED - 8B, 'SAGAR'
OFFICE 6, TILAK MARG
NEW DELHI – 110 001
(INDIA)

**EMERGENT GLOBAL EDU AND SERVICES LIMITED
(FORMERLY EMERGENT ENERGY AND SERVICES LIMITED)**

CIN L80902DL1983PLC209722

Regd. Office: 8-B, 'Sagar', 6, Tilak Marg, New Delhi – 110 001;

Phones: (91) (11) 2378 2022 ; Fax: (91) (11) 2378 2806, ;

Email: sotl@somanigroup.com; Website: www.eesl.in

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 31st Annual General Meeting of the Members of Emergent Global Edu and Services Limited will be held on Tuesday, the 30th September, 2014 at 9.30 A.M. at ¼, Second Floor, East Patel Nagar, (Above Rice Bowl restaurant) New Delhi-110 008 to transact the following business:-

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2014 and the Profit & Loss Account for the period ended on that date and the Reports of the Directors and Auditors thereon.
2. To elect a director in place of Mr. Tarun Somani, who retires by rotation, and being eligible, offers himself for re-election.
3. To appoint Auditors and to fix their remuneration and for that matter 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 of the Companies Act, 2013 and the Rules made there under, M/s Rajendra K. Goel & Co, Chartered Accountants, New Delhi, (Registration No.: FRN No.-1457N), be and are hereby appointed as the Auditors of the Company, for a period of three years i.e. from the conclusion of this 31st Annual General Meeting till the conclusion of 34th Annual General Meeting of the Company, subject to annual ratification by the members at every Annual General Meeting on a remuneration as may be fixed by the Board of Directors of the Company on the recommendation of the Audit Committee.

SPECIAL BUSINESS

4. To appoint Mr. Rakesh Chandra Khanduri (DIN: 3084392) as an Independent Director and in this regard 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 149 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013, Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, of Mr. Rakesh Chandra Khanduri (DIN: 3084392), who was appointed as a Director liable to retire by rotation and whose term expires at this Annual General Meeting and in respect of whom the Company has received notice under Section 160 of the Companies Act, 2013, from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 3 (three) consecutive years for a term up to the conclusion of the 34th Annual General Meeting of the Company.”

By Order of the Board
For Emergent Global Edu and Services Limited

(Sabina Nagpal)
Company Secretary and Law Officer

Place : New Delhi.
Dated: 14.5.2014 .

NOTES :

- (1) The statement pursuant to Section 102(1) of the Companies Act, 2013 relating to Special Business is annexed hereto.
- (2) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORM, SIGNED ACROSS RE.1 REVENUE STAMP, SHOULD REACH THE COMPANY'S REGISTERED OFFICE AT LEAST 48 HOURS BEFORE THE SCHEDULED TIME OF THE MEETING. A PROXY FORM IS ATTACHED.**
- (3) The Register of Members of the Company will remain closed from Tuesday, the 23rd September, 2014 to Tuesday, the 30th September, 2014 (both days inclusive).
- (4) Shareholders are requested to notify the change in address, if any, to the Company.
- (5) The notice of Annual General Meeting will be sent to those members/beneficial owners whose name will appear in the register of members/list of beneficiaries received from the depositories as on Friday, August 29, 2014.
- (6) In compliance with the Provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, the Company is pleased to provide e-voting facility to its members in respect of the business (es) to be transacted at the 31st Annual General Meeting (AGM) of the Company scheduled to be held on Tuesday, September 30, 2014 at 9:30 am.
- (7) Electronic copy of the Notice of the 31st Annual General Meeting of the Company, notice of e-voting interalia indicating the process and manner of e-voting alongwith Attendance Slip and Proxy Form is being sent to all the members whose email Ids are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copy of the Notice of the 31st Annual General Meeting of the Company, notice of e-voting interalia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
- (8) The Board has appointed Mr.P.C.Jain, of M/S P.C.Jain & Co., Company Secretaries, Faridabad (CP No. 3349) as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (9) In terms of provisions of Section 107 of the Companies Act, 2013 since the Company is providing the facility of e-voting to the shareholders. There shall be no voting by show of hands at the Annual General Meeting. The shareholders who will be physically present at the Annual General Meeting shall be provided with polling papers to cast their vote at the meeting.
- (10) The voting rights of members for e-voting and for physical voting shall be in proportion to their shares of the paid up capital of the Company as on Friday, August 29, 2014.
- (11) The results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be available for inspection and also placed on the website of the Company with the prescribed period.
- (12) The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
- (13) The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
- (14) The members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communications from the Company electronically.
- (15) The Securities and Exchange Board of India (SEBI) has mandated the submission of copy of PAN card to the Company/Depository Participants as the case may be. Members holding shares in physical form should submit their PAN details to the Company/RTA.

(16)As per the provisions of Clause 49 of the Listing Agreement, particulars of the Directors to be appointed/re-appointed at the 31st Annual General Meeting are given separately in the notice.

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

ITEM NO.4

Mr.R.C.Khanduri is an Independent Director of the Company pursuant to Clause 49 of the Listing Agreement. He joined the Board of Directors of your Company in the year 2010. Besides, he is also the Chairman of the Audit Committee and of Shareholders Grievance Committee.

Mr.R.C.Khanduri does not hold any equity shares of the Company.

Mr.R.C.Khanduri retires by rotation at the ensuing Annual General Meeting under the erstwhile applicable provisions of Companies Act, 1956. The Company has also received declaration from Mr.R.C.Khanduri that he meets with the criteria of independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013. The Board of Directors of your Company after reviewing the declaration submitted Mr.R.C.Khanduri, are of the opinion that Mr.R.C.Khanduri meets the criteria of independence as per the provisions of Section 149(6) of the Companies Act, 2013 and rules made thereunder and also meets with the requirements of Clause 49 of the Listing Agreement with the Stock Exchanges, for his appointment as an Independent Director of the Company and is independent of the management.

Hence, in terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Mr.R.C.Khanduri being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director of the Company for 3 (three) consecutive years for a term up to the conclusion of the 34th Annual General Meeting of the Company. The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Companies Act 2013, proposing Mr.R.C.Khanduri as a candidate for the office of Director of the Company. The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr.R.C.Khanduri as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr.R.C.Khanduri as an Independent Director, for the approval by the members of the Company.

Except Mr.R.C.Khanduri, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.4. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

By Order of the Board
For Emergent Global Edu and Services Limited

(Sabina Nagpal)
Company Secretary and Law Officer

Place : New Delhi.
Dated: 14.5.2014 .

**EMERGENT GLOBAL EDU AND SERVICES LIMITED
(FORMERLY EMERGENT ENERGY AND SERVICES LIMITED)**

CIN L80902DL1983PLC209722

Regd. Office: 8-B, 'Sagar', 6, Tilak Marg, New Delhi – 110 001;

Phones: (91) (11) 2378 2022 ; Fax: (91) (11) 2378 2806, ;

Email: sotl@soanigroup.com; Website: www.eesl.in

ATTENDANCE SLIP

Members or their proxies are requested to present this form for admission, duly signed in accordance with their specimen signatures registered with the Company.

DP ID & Client ID/Regd.folio No.*		No. of shares	

Name (s) and address of the member in full

.....
.....
.....

I/we hereby record my/our presence at the 31st Annual General Meeting of the Company being held on Tuesday, the 30th September, 2014 at 9.30 A.M. at ¼, Second Floor, East Patel Nagar, (Above Rice Bowl restaurant) New Delhi-110 008

I record my presence at the
Thirty First Annual General Meeting

Name of the proxy in BLOCK LETTERS

Signature of member/Proxy
Member's Name & Address

* For persons holding shares in Physical form

Particulars of the Directors to be appointed/re-appointed at the 31st Annual General Meeting

Mr.Tarun Somani

Mr.Tarun Somani (DIN:00011233) has done his Masters in Commerce from Kanpur University and has cumulative experience of over 35 years in various industries such as Steel, Power, Engineering & Technology, Oil & Energy and in Education. He has been instrumental in setting up various Joint Ventures with big foreign companies in Germany, Switzerland and Australia.

He is currently involved in expanding the activities of the Company and of its subsidiary in education sector in collaboration with a World Renowned Australian Education Company.

The original date of appointment of Mr.Somani is 31.3.2010.

He is the Promoter of the company and holds 92750 equity shares in the company.

He has directorships in 2 other Public Limited Companies.

Mr.Rakesh Chandra Khanduri

Mr.Rakesh Chandra Khanduri (DIN: 3084392) is a law graduate with diverse experience of more than 25 years in the commercial and legal field.

He has very good understanding of the legal matters. He has rich experience of liasioning with various Government authorities.

The original date of appointment of Mr.Khanduri is 27.4.2010.

Mr.Khanduri does not hold any shares of the Company.

Mr.Khanduri does not have directorship in any other Public Limited Company.

**EMERGENT GLOBAL EDU AND SERVICES LIMITED
(FORMERLY EMERGENT ENERGY AND SERVICES LIMITED)**

CIN L80902DL1983PLC209722

Regd. Office: 8-B, 'Sagar', 6, Tilak Marg, New Delhi – 110 001;

Phones: (91) (11) 2378 2022 ; Fax: (91) (11) 2378 2806, ;

Email: sotl@soanigroup.com; Website: www.eesl.in

DIRECTORS' REPORT

TO THE MEMBERS OF EMERGENT GLOBAL EDU AND SERVICES LIMITED

Your directors have pleasure in presenting their Thirty First annual report together with audited statement of accounts of the Company for the year ended 31st March, 2014.

Financial Performance

The highlights of your Company's financial results for the financial year April 1, 2013 to March 31, 2014 are as follows:

	<i>(Rs. In Lacs)</i>	
	2013-14	2012-13
Turnover	104.69	100.08
Profit for the year before tax	23.75	54.59
Less: Provision for Taxation	7.51	18.49
	-----	-----
Profit after tax	16.24	36.10
Balance of profit brought forward	86.88	50.78
	-----	-----
Balance Carried forward	103.12	86.88
	-----	-----

Management Discussion and Analysis

In the financial year 2013-14, India's economy continued to face trouble times with high interest rates and sticky inflation. The impending general elections added to increased uncertainty and slowed down customer decision making. As a result economic growth has remained tepid with second successive year of less than 5% growth in GDP.

Your management is focusing its attention on the Education Sector, for which a competent team of professionals has been built up. The Company also is exploring avenues to provide Education Support Services to various Companies in education sector.

To expand the business of the Company, the Company's subsidiary which is already in the education sector has entered into a long term agreement with a World renowned Education Company in terms of which the students would complete their Foundation courses in India and on successful completion of the foundation courses, the students will be offered admissions to their choice of programmes in the various Universities abroad.

DIRECTORS

In terms of the provisions of Section 149, 152(6) and other applicable provisions of the Companies Act, 2013, an independent director shall hold office upto a term of five consecutive years on the Board of the Company and shall not be liable to retire by rotation.

In view of the same, your Directors are seeking appointment of Mr.Rakesh Chandra Khanduri, (DIN 3084392), (whose office is liable to retire by rotation at this AGM) as Independent Director for a period of three consecutive years upto March 31, 2017. The Company has received declaration from Mr.Rakesh Chandra Khanduri confirming that he meets with the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 and Clause 49 of the Listing Agreement. The details of the proposal for appointment of independent director is mentioned in the statement under Section 102 of the Companies Act, 2013, annexed to the Notice of the 31st Annual General Meeting of the Company.

As per the provisions of Section 152(6) of the Companies Act, 2013, Mr.Tarun Somani (DIN 00011233) will retire in the ensuing Annual General Meeting and being eligible, offer himself for re-appointment.

CORPORATE GOVERNANCE

The Company is committed to maintain the highest standards of Corporate Governance and adhere to the Corporate Governance requirements set out by SEBI. The Company has also implemented several best corporate governance practices as prevalent globally. The Report on Corporate Governance as stipulated under Clause 49 of Listing Agreement forms part of the Annual Report.

The Requisite Certificate from Kumar Wadhwa & CO., Practising Company Secretaries, confirming compliance with the conditions of Corporate Governance as stipulated under the aforesaid Clause 49 is attached to this report.

DIVIDEND

Given the growth requirements of the business and the inadequacy of profits in the Company, the Directors have not recommended any dividend for the financial year 2013-14.

FIXED DEPOSITS

In terms of the provisions of Section 58A of the Companies Act, 1956 read with the Companies (Acceptance of Deposits Rules), 1975, your Company has not accepted any fixed deposits from public and, as such, no amount of principal or interest was outstanding on the date of the Balance Sheet.

INFORMATION REQUIRED U/s 217(1) (e) OF THE COMPANIES ACT 1956 REGARDING TECHNOLOGY ABSORPTION, ADAPTION AND FOREIGN EARNINGS AND OUTGO:

As the Company's operations do not involve any manufacturing or processing activities, the particulars as per the Companies (Disclosure of particulars in the report of the Board of Directors) Rules, 1988, regarding conservation of energy and technology absorption are not reportable.

However the Company's Information as per Section 217 (1) (e) read with Companies (Disclosure of Particulars in the Report of Board of Directors) Rule, 1988 regarding the Foreign Exchange Inflow and Foreign Exchange Outflow is as under :-

	2013-14	(Rs. In Lacs) 2012-13
Foreign Exchange Inflow	NIL	NIL
Foreign Exchange Outflow	0.87	0.73

AUDITORS

M/s Rajendra K.Goel & Co., Auditors of the Company retire at the ensuing General Meeting and being eligible offer themselves for re-appointment.

The Company has received letters from them to the effect that their appointment, if made, would be within the prescribed limits under Section 141 (3)(g) of the Companies Act, 2013 and that they are not disqualified for re-appointment.

AUDITORS REPORT

The Notes on Financial Statements referred to in the Auditors' report are self explanatory and do not call for any further explanation.

PARTICULARS OF EMPLOYEES

The Company had no employee in receipt of remuneration of more than Rs.60.00 Lakh per annum or Rs. 5.00 Lakh per month in respect of whom disclosure is required to be made pursuant to Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of employees) Amendments Rules, 2011.

DIRECTORS' RESPONSIBILITY STATEMENT

In terms of section 217(2AA) of the Companies Act 1956, the Board of Directors hereby confirm that-

- (a) In the preparation of the annual accounts, the applicable accounting standards read with requirements set out under Schedule VI to the Companies Act, 1956, have been followed and there is no material departures from the same;