

THIRTY THIRD ANNUAL REPORT

2015-16

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

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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

MRS.SHOBHA SAHNI

MR.RAKESH SURI

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

BANKERS - CANARA BANK

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

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

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NOTICE

Notice is hereby given that the 33rd Annual General Meeting of the members of Emergent Global Edu and Services Limited will be held on Friday, 30th September, 2016 at 10:30 A.M at 'Eminent', C-56, Neeti Bagh, New Delhi-110049 to transact the following business:

I. ORDINARY BUSINESS:

1. To receive, consider and adopt :
 - a. the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2016 together with reports of the Directors and Auditors thereon.
 - b. the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2016 together with reports of the Auditors thereon.
2. To appoint a Director in place of Mr. Tarun Kumar Somani (DIN 00011233) who retires by rotation and being eligible offers himself for re-appointment.
3. To ratify the appointment of Statutory Auditor and to authorize the Board of Directors 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, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made there under, the appointment of M/s Rajendra K. Goel & Co, Chartered Accountants, New Delhi, (Registration No.: FRN No.-1457N), who were appointed as Statutory Auditors of the Company for 3 years in the 31st Annual General Meeting, be and is hereby ratified by the members from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting at a remuneration as may be determined by the Board of Directors of the Company."

II. SPECIAL BUSINESS:

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

"RESOLVED THAT pursuant to provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification (s) or the re-enactment thereof, for the time being in force), Mr. Rakesh Suri (holding DIN 00155648) who was appointed as an Additional Director of the Company with effect from 20th February, 2016, and who holds the office up to the date of this Annual general Meeting of the Company in terms of Section 161 of the Act and Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of Act from a Member proposing his candidature for the office of Director and who

has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years up to September 30, 2021."

5. To consider and, if thought fit, to pass with or without modifications the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to provisions of Sections 149 and 152 and other applicable provisions of the Companies Act, 2013 ("Act") and the Rules made thereunder (including any statutory modification (s) or the re-enactment thereof, for the time being in force), Ms. Shobha Sahni (holding DIN 07478373) who was appointed as an Additional Director of the Company with effect from 30th March, 2016, and who holds the office up to the date of this Annual General Meeting of the Company in terms of Section 161 of the Act and being eligible for appointment has consented to act as a Director of the company and in respect of whom the Company has received a notice in writing under Section 160 of Act from a Member proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company and who will be liable to be retire by rotation as per provisions of the Act."

By and on behalf of Board of Directors
For EMERGENT GLOBAL EDU AND SERVICES LIMITED

Date: 31ST August, 2016
Place: New Delhi

(Sabina Nagpal)
Company Secretary and Law Officer

Notes

- a. **A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy/ proxies to attend and vote instead of himself/herself. Such a 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 the aggregate not more than ten percent of the total share capital of the Company. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the Meeting.**
- b. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, with respect to item No.4 and 5 which sets out details relating to Special Business at the Meeting is annexed hereto and forms part of this notice.
- c. Pursuant to Section 91 of the Companies Act 2013 the Register of Members and the Share Transfer books of the Company will be closed from Friday, 23rd September, 2016 to Friday, 30th September, 2016 (both days inclusive) for the Purpose of the Annual General Meeting.
- d. 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.
- e. 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.
- f. 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. Members holding shares in physical form can submit their PAN details to the Company/RTA.

- g. Details under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.
- h. Electronic copy of the notice of the 33rd Annual General Meeting of the Company, notice of e-voting inter alia indicating the process and manner of e-Voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(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 33rd Annual General Meeting of the Company, notice of e-voting inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
- i. 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.
- j. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.eesl.in and on the website of NSDL. The results shall also be immediately forwarded to the Bombay Stock Exchange Limited, Mumbai.
- k. Members may note that the Notice of the 33rd Annual General Meeting and the Annual Report for 2016 will also be available on the Company's website www.eesl.in. 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 Company's investor email id: sotl@soanigroup.com.
- l. 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 (9.00 am to 6.00 pm) on all working days except Saturday, up to and including the date of the Annual General Meeting of the Company.

By and on behalf of Board of Directors
For EMERGENT GLOBAL EDU AND SERVICES LIMITED

DATE: 31ST August, 2016
PLACE: New Delhi

Sabina Nagpal
Company Secretary and Law Officer

Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 ("ACT")

The following Statement set out all material facts relating to Item Nos. 4 and 5 mentioned in the accompanying Notice.

ITEM NO.4

The Board, at its meeting held on 20th February, 2016, appointed Mr. Rakesh Suri (DIN 00155648) as an Additional Director of the Company with effect from 20th February, 2016.

Pursuant to the provisions of Section 161 of the Act, being an Additional Director, Mr. Rakesh Suri will hold office up to the date of the ensuing Annual General Meeting ("AGM") and is eligible to be appointed a Director of the Company. The Company has received notice in writing under Section 160 of the Act from a member along with the requisite deposit of 1,00,000/- proposing the candidature of Mr. Rakesh Suri for the office of Director.

The resolution seeks the approval of the members in terms of Section 149 and other applicable provisions of the Act, read with Schedule IV of the Act and the Rules made there under, for appointment of Mr. Rakesh Suri as an Independent Director of the Company for a period five years i.e. upto September 30,2021. Mr. Rakesh Suri is not liable to retire by rotation.

The profile and specific areas of expertise of Mr. Rakesh Suri is provided in annexure to this notice.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, except Mr. Rakesh Suri, to whom the resolution relates, is concerned or interested in the Resolution mentioned at Item No. 4 of the Notice.

The Board recommends the resolution set forth in Item No. 4 for the approval of the Members.

ITEM NO.5

The Board, at its meeting held on 30th March, 2016, appointed Ms. Shobha Sahni (DIN 07478373) as an Additional Director of the Company, with effect from 30th March, 2016.

Pursuant to the provisions of Section 161 of the Act, being an Additional Director, Ms. Shobha Sahni will hold office up to the date of the ensuing Annual General Meeting ("AGM") and is eligible to be appointed a Director of the Company. The Company has received notice in writing under Section 160 of the Act from a member along with the requisite deposit of 1,00,000/- proposing the candidature of Ms. Shobha Sahni for the office of Director.

The resolution seeks the approval of the members in terms of Section 152 and other applicable provisions of the Act, read and the Rules made there under, for appointment of Ms. Shobha Sahni as a Director of the Company. Ms. Shobha Sahni is a Director liable to retire by rotation.

The profile and specific areas of expertise of Ms. Shobha Sahni is provided in annexure to this notice.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, except Ms. Shobha Sahni, to whom the resolution relates, is concerned or interested in the Resolution mentioned at Item No. 5 of the Notice.

The Board recommends the resolution set forth in Item No. 5 for the approval of the Members

By and on behalf of Board of Directors
For EMERGENT GLOBAL EDU AND SERVICES LIMITED

DATE: 31ST August, 2016
PLACE: New Delhi

Sabina Nagpal
Company Secretary and Law Officer

Annexure to the Notice

Details of the Directors seeking appointment/re-appointment in the forthcoming Annual General Meeting

Mr. Tarun Kumar Somani

Mr. Tarun Kumar 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 has been associated with the Company since March 31, 2010.

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

The Board feels that presence of Mr. Tarun Kumar Somani on the Board would be beneficial to the Company.

Mr. Rakesh Suri

Mr. Rakesh Suri (DIN 00155648) has vast experience in industrial matters and he is renowned industrialist based at Kanpur. He was appointed as an Additional Director of the Company by the Board of Directors in accordance with the provisions of the Section 161 of the Companies Act, 2013 on February 20, 2016.

Mr. Rakesh Suri does not hold any shares in the Company and is not related to any Director of the Company

The Board feels that presence of Mr. Rakesh Suri on the Board would be beneficial to the Company.

Ms. Shobha Sahni

Ms. Shobha Sahni (holding DIN 07478373) is a graduate and has vast experience in the matters relating to administration and human resource development. She has served the various Companies across India. She was appointed as an Additional Director of the Company by the Board of Directors in accordance with the provisions of the Section 161 of the Companies Act, 2013 on March 30, 2016.

Ms. Shobha Sahni does not hold any shares in the Company and is not related to any Director of the Company.

The Board feels that presence of Ms. Shobha Sahni on the Board would be beneficial to the Company.

INSTRUCTIONS FOR E-VOTING

Members are requested to follow the instructions below to cast their vote through e-voting:

- a. User ID and Password for e-voting is provided in the table overleaf in this annexure to AGM Notice. Please note that the Password is an Initial Password.
- b. Launch the internet browser by typing the following <https://www.evoting.nsdl.com..>
- c. Click on “Shareholder-Login:
- d. Put user ID and Password noted in step (a) above as the initial password. Click login. If you are already registered with NSDL for e-voting then you can use your existing User ID and Password for Login.
- e. If you are logging in for the first time, Password Change Menu appears. Change the Password of your choice with minimum 8 digits / characters or a combination thereof. Please note the new Password for all the future e-voting cycles offered on NSDL e-voting Platform. It is strongly recommended not to share your Password with any other person and take utmost care to keep your Password confidential.
- f. Home page of “e-voting” opens. Click on “e-voting”: Active Voting Cycles.
- g. Select “EVEN (105027)” of **EMERGENT GLOBAL EDU AND SERVICES LIMITED** as mentioned above, you can login any number of times on e-voting platform of NSDL till you have voted on the resolution during the voting period.
- h. Now you are ready for “e-voting” as “Cast Vote” Page opens. Cast your vote by selecting appropriate option and click “Submit” and also “Confirm” when prompted. Kindly note that vote once cast cannot be modified.
- i. Institutional members (i.e. members other than individuals, HUF, NRIs, etc.) are also required to send scanned copy (PDF/JPG format) of the relevant board resolution / authority letter, etc. together with the attested specimen signature(s) of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through email at info@cspcjain.com with a copy marked to evoting@nsdl.co.in. You can also forward the documents at the Company’s email ID: cs@somanigroup.com.
- j. Once the vote on a resolution is cast by the shareholder she/he shall not be allowed to change it subsequently.
- k. The voting period begins on Tuesday, 27.09.2016 at 9.00 a.m. and ends on Thursday, 29.09.2016 at 5.00 p.m. During this period shareholders of the Company, holding shares in demat or physical form may cast their vote electronically.
- l. The scrutinizer shall within a period of not exceeding three working days from the conclusion of e-voting period, unblock the votes in the presence of atleast two witnesses not in the employment of the Company.
- m. In case of any queries you may refer the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the “downloads” section of <https://www.evoting.nsdl.com> or contact NSDL by email at evoting@nsdl.co.in

Share Transfer Agents: M/s. RCMC Share Registry Pvt. Ltd.

Unit: **EMERGENT GLOBAL EDU AND SERVICES LIMITED**

B-25/1, First Floor, Okhla Industrial Area Phase – II,
New Delhi – 110 020

Phone: 011-26387320, 21

Fax: 011-26387322, Email: evoting.services@rcmcdelhi.com

Voting through electronic means

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on 27th September, 2016 (9:00 am) and ends on 29th September, 2016 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 23rd September, 2016, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VI. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- VII. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 23rd September, 2016.
- VIII. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 23rd September, 2016, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or company at sotl@soanigroup.com.

However, if you are already registered with NSDL for remote e-voting then you can use your 015existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

- IX. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- X. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XI. 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.
- XII. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of “Ballot Paper” for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XIII. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XIV. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.eesl.in and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.
