

THIRTY FIFTH ANNUAL REPORT

2017 -18

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, 2338 2592 ; Fax: (91) (11) 2378 2806, 23381914 ;

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

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BOARD OF DIRECTORS - MR. TARUN SOMANI- CHAIRMAN

- **MR. RAKESH CHAND KHANDURI**

- **MRS. SHOBHA SAHNI**

- **MR. RAKESH SURI**

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

BANKERS - CANARA BANK

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

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NOTICE

Notice is hereby given that the 35th Annual General Meeting of the members of Emergent Global Edu and Services Limited will be held on Saturday, 29th September, 2018 at 10:30 A.M at GH Arbitration Centre, A-8, Pamposh Enclave, New Delhi-110048 to transact the following business:

I. ORDINARY BUSINESS:

1. To receive, consider and adopt :
 - i. The Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2018 including the Audited Balance Sheet as at March 31, 2018, the Statement of Profit and Loss and Cash Flow for the year ended on that date together with reports of Directors and Statutory Auditors thereon.
 - ii. The Consolidated Audited Financial Statements of the Company for the Financial Year ended 31st March, 2018 including the Audited Balance Sheet as at March 31, 2018, the Statement of Profit and Loss and Cash Flow for the year ended on that date together with reports of the Statutory Auditors thereon.
2. To appoint a Director in place of Mrs. Shobha Sahni, (DIN 07478373) who retires by rotation and being eligible offers herself for re-appointment.

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

Date: 30.5.2018
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. 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 Saturday, 22nd September, 2018 to Saturday, 29th September, 2018 (both days inclusive) for the purpose of Annual General Meeting.
- c. 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.
- d. 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.
- e. 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.

- f. 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.
- g. Electronic copy of the notice of the 35th 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 35th 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. 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 21st September, 2018.
- h. The Board has appointed Mr. Naveen Gupta, of M/s Naveen Gupta & Associates, Company Secretaries, New Delhi (CP No. 2795) as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- i. The Scrutinizer shall after 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.
- j. Members may note that the Notice of the 35th Annual General Meeting and the Annual Report for Financial Year ended March 31, 2018 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.
- k. 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: 30.5.2018
Place: New Delhi

(Sabina Nagpal)
Company Secretary and Law Officer

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

Mrs. Shobha Sahni

Mrs. Shobha Sahni (DIN 07478373) (Age: 69 years) is a graduate and has vast experience in the matters relating to administration and human resource development. She has served in various Companies across India. She was first appointed in the Board as a Director liable to retire by rotation on March 30, 2016.

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

Presently Mrs.Sahni is not holding any other directorship.

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

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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, 2015]

CIN: L80902DL1983PLC209722

Name of the Company: **EMERGENT GLOBAL EDU AND SERVICES LIMITED (formerly Emergent Energy and Services Limited)**

Registered office: 8B, SAGAR APARTMENTS, 6, TILAK MARG, NEW DELHI-110001

Name of Member(s) :

Registered address :

E-mail Id :

Folio No/ Client Id:

DP ID :

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

1. Name :

Address :

E-mail Id :

Signature :

or failing him

2. Name :

Address :

E-mail Id :

Signature :

or failing him

3. Name :

Address :

E-mail Id :

Signature :

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 34th Annual General Meeting of the Company, to be held on Saturday, the 29th day of September, 2018 at 10:30 A.M. at GH Arbitration Centre, A-8, Pamposh Enclave, New Delhi-110048 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	RESOLUTIONS	Optional	
Ordinary Business		For	Against
1.	1. Ordinary Resolution for adoption of :		
	i. The Audited Standalone Financial Statements of the		

	Company for the Financial Year ended 31st March, 2018 together with reports of the Directors and Auditors thereon.		
	ii. The Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2018 together with reports of the Auditors thereon.		
2.	Ordinary Resolution to appoint Mrs. Shobha Sahni who retires by rotation and being eligible offers herself for re-appointment.		

Signed this..... day of..... 2018

Affix Revenue
Stamp

Signature of shareholder

Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

Attendance Slip

(To be presented at the entrance)

35th Annual General Meeting on Saturday, 29th September, 2018 at 10:30 A.M. at GH Arbitration Centre, A-8, Pamposh Enclave, New Delhi-110048

Folio No.

DP ID No.

Client ID No.

Name of the Member:

Signature:

Name of the Proxy holder:

Signature:

I hereby record my presence at the 35th Annual General Meeting of the Company held on Saturday, 29th September, 2018 at 10:30 A.M. at GH Arbitration Centre, A-8, Pamposh Enclave, New Delhi-110048.

1. Only Member/Proxy holder can attend the Meeting.

2. Member/Proxy holder should bring his/her copy of the Annual Report for reference at the Meeting.

DIRECTORS' REPORT

To,
The Members,
Emergent Global Edu and Services Limited

1. INTRODUCTION

The Directors have pleasure in presenting their 35th Annual Report on the Business and Operations along with the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2018.

2. FINANCIAL RESULTS

The Financial Results for the Financial Year ended 31st March, 2018 are summarized below:

(Amount in Rs.)

		<u>Standalone for</u> <u>Current Year</u>	<u>Standalone for</u> <u>Previous Year</u>	<u>Consolidated</u> <u>for Current</u> <u>Year</u>	<u>Consolidated</u> <u>for Previous</u> <u>Year</u>
<u>S. NO.</u>	<u>PARTICULARS</u>	<u>2017 - 2018</u>	<u>2016 - 2017</u>	<u>2017 – 2018</u>	<u>2016 – 2017</u>
1	Sales and other Income	13,387,657	12,507,578	9,901,648	10,253,556
2	Expenditure	9,587,303	8,941,289	5,656,571	5,177,730
3	Profit Before Tax	3,800,354	3,566,289	4,245,077	5,075,826
4	Provision for Taxation (1)Current Tax (2)Earlier Year Tax (3)Deferred Tax	1,114,300 15,913 (22,736)	1,383,980 2,943 (17,652)	1,114,300 15,913 266,338	1,383,980 2,943 2,52,477
5	Profit after Tax	2,692,877	21,97,018	2,848,526	3,436,426
6.	Other Comprehensive Income	(8,866)	(127,933)	(8,866)	(127,933)
7.	Total Comprehensive Income	2,684,011	2,069,085	2,839,660	3,308,493
8.	Earning Per Equity Share: (1)Basic (2) Diluted	0.59 0.59	0.48 0.48	0.62 0.62	0.75 0.75
9.	Equity Share Capital	45,690,000	45,690,000	45,690,000	45,690,000
10	Other Equity	103,622,780	100,938,769	97,895,559	95,055,899

The Company has adopted Indian Accounting Standard ("Ind AS") notified by the Ministry of Corporate Affairs with effect from April 01, 2017 and accordingly these Financial Statements have been prepared in accordance with the recognition and measurement principles laid down in the "Ind AS" prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder. The date of transition is April 01, 2016. The impact of transition has been accounted for in opening reserves and the comparative period Financial Statement has been restated accordingly.

Figures for the Financial Year 2016-17 have been restated as per Indian Accounting Standards (Ind-AS) and, therefore, may not be comparable with financials of Financial Year 2016-17 as approved by the Board of Directors and disclosed in the Financial Statements of Previous Year.

3. CHANGE IN NATURE OF BUSINESS, IF ANY

There is no change in the nature of Business of the Company during the Financial Year under review.

4. ANNUAL RETURN

The extracts of the Annual Return pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and Administration) Rules, 2014 in Form MGT – 9 is enclosed herewith.

5. DIRECTORS RESPONSIBILITY STATEMENT

In accordance with the provisions of Section 134(5) of the Companies Act, 2013, the Board hereby submits that:

- a. In the preparation of the annual accounts, the applicable Accounting Standards have been followed along with proper explanation relating to material departures,
- b. The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of Financial Year and of the Profit and Loss of the Company for that period,
- c. The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities,
- d. The Directors have prepared the Annual Accounts on a going concern basis,
- e. The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

6. DECLARATION OF INDEPENDENT DIRECTORS

The Company has received necessary declarations from the Independent Director (s) under Section 149(7) of the Companies Act, 2013 that they meet the criteria of independence laid down in Section 149(6) of the Companies Act, 2013.

7. Consolidated Financial Statements

The Audited Consolidated Financial Statements in accordance with Indian Accounting Standard (IND AS) - 110 are provided in the annual report.

8. EXPLANATIONS OR COMMENTS BY THE BOARD ON

a. Auditors report:

There were no qualifications, reservations or adverse remarks made by the Auditors in their Report.

b. Secretarial Audit Report:

There were no qualifications, reservations or adverse remarks made by the Practising Company Secretary in his Secretarial Audit Report.

9. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013

The Company has not made any investments, nor provided any Guarantees under the provisions of Section 186 of the Companies Act 2013. The particulars of loans provided by the Company have been given in the notes to accounts to the Financial Statements.

10. PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES

All related party transactions are placed before the Audit Committee for review and approval. All related party transactions entered into during the year were in ordinary course of business and at an arm's length basis. No material Related Party Transactions i.e. transactions exceeding 10% of the annual consolidated turnover as per the last Audited Financial Statements, were entered during the year by your Company. Accordingly, the disclosure of Related Party Transactions as required in terms of Section 134(3) (h) of the Companies Act, 2013 in Form AOC-2 is not applicable. Further the Company has in place, a policy on related party transactions, which is uploaded on Company's website at www.eesl.in.

11. RESERVES

An amount of Rs.26,92,877/- available for appropriation is retained in Profit & Loss account.

12. DIVIDEND

In absence of adequate profits, the Board of Directors have not recommended any dividend for the year under review.

13. MATERIAL CHANGES AND COMMITMENTS IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR TO WHICH THIS FINANCIAL STATEMENTS RELATES AND THE DATE OF THE REPORT

No material changes and commitments affecting the financial position of the Company occurred between the Financial Year to which this Financial Statements relates and the date of this report.

14. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

As the Company's Operations do not involve any manufacturing or processing activities the particulars as per the Companies (Accounts) Rules, 2014 regarding conservation of energy, technology absorption are not reportable.

The foreign exchange earnings and outgo as required under Section 134(3) (m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 are:

a) Foreign Exchange Earnings and outgo-

1. Foreign exchange earnings in terms of actual inflows were NIL during the Year.
2. Foreign exchange outgo in terms of actual outflows was Rs. 72,175/- during the Year.