



**ANNUAL REPORT 2015-2016**



### **OUR VISION**

Our vision rests firmly on the belief that as a professional organization our primary duty is to contribute to the external world. And to achieve this, we work towards leveraging our expertise in software technology based education solutions across the economic spectrum of society, thereby becoming a key contributor to the knowledge economy. Guided by relentless focus on our imperatives, we constantly strive to implement the critical initiatives required to achieve our vision. Till “We are done.”

### **OUR MISSION**

Our mission at STG is actually a Purpose, a purpose to become an absolute “Knowledge Provider” with products and solutions that are effective, inspirational and something that strikes a basic chord and pushes us to continuously identify, seek, assimilate and deliver innovative solutions for skills upgrade of the youth of our country.

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### **Registered Office**

108, Himalaya Palace 65,  
Vijay Block, Laxmi Nagar,  
NEW DELHI -110092.

### **Registrar & Transfer Agent**

Sharex Dynamic (I) Pvt. Ltd  
Unit no 1, Luthra Ind. Premises,  
Safed pool, Andheri Kurla Road,  
Andheri (East) Mumbai 400 072

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### **Bankers**

#### **IDBI Bank**

UG -5&6, OMAXE Mall, Sohna Road,  
Gurgaon, Haryana -122001

#### **HDFC Bank**

C-5/32, SDA,  
New Delhi-110 016

**CORPORATE INFORMATION****Board of Directors**

Mr. Yogesh Vaidya	(Whole Time Director)
Dr. Surya Mani Pathak	(Director)
Mrs. Prasanna Vaidya	(Director)
Mr. Mahesh Chander Shrivastava	(Director)

**Statutory Auditors**

M/s H.K.Batra & Associates  
Chartered Accountants  
8/33,3rd Floor, Sat Bhawan School Marg,  
W.E.A. Karol Bagh, New Delhi – 110025

<b>Committee</b>	<b>Name of members</b>
Audit Committee	Mr. Surya Mani Pathak Mrs. Prasanna Vaidya Mr. Mahesh Chander Shrivastava
Nomination and Remuneration Committee	Mr. Surya Mani Pathak Mr M. C. Shrivastava Mrs. Prasanna Vaidya
Stakeholders Grievance Committee/Stakeholder Relationship Committee	Mrs. Prasanna Vaidya Mr. Surya Mani Pathak Mr. Yogesh Chandra Vaidya
Share Transfer Committee	Mr. Yogesh Chandra Vaidya Mrs. Prasanna Vaidya
Investment Committee	Mr. Yogesh Vaidya Mr M. C. Shrivastava
Corporate Governance and Social Responsibility Committee	Mrs Prasanna Vaidya Mr M.C. Srivastava Mr S. M. Pathak

**NOTICE TO MEMBERS**

Notice is hereby given that the Twenty Third Annual General Meeting of the members of the Company will be held on Tuesday, the 23rd day of August, 2016 at 11:30 AM at Lok Kala Manch, 20, Lodhi Institutional Area, Lodhi Road, New Delhi-110 003. to transact the following businesses:

**AS ORDINARY BUSINESS:****Item no. 1 –**

To receive, consider and adopt the audited financial statements (including the consolidated financial statements) of the Company for the financial year ended March 31, 2016, the reports of the Board of Directors and Auditors thereon.

**Item no. 2 –**

To appoint a Director in place of Mrs. Prasanna Vadiya [DIN: 01256268] who retires by rotation and being eligible, offers himself for re-appointment.

**Item no. 3 –**

To ratify the appointment of the auditors of the Company, and to fix their remuneration and to pass the following resolution as an ordinary resolution:

**“RESOLVED THAT** pursuant to Section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, pursuant to the recommendations of the audit committee of the Board of Directors, and pursuant to the resolution passed by the members at the AGM held on 28th day of September, 2015, the appointment of M/s H.K. Batra & Associates, Chartered Accountants, (Firm Registration Number: 009889N) as the auditors of the Company, to hold office till the conclusion of the next AGM be and is hereby ratified and that the Board of Directors be and is hereby authorized to fix the remuneration payable to them for the financial year ending March 31, 2017, as may be determined by the audit committee in consultation with the auditors.”

**By Order of the Board of  
STG Lifecare Limited**

**(Yogesh Vaidya)  
(Whole Time Director)  
(DIN: 01185242)**

**Date: 27.05.2016  
Place: Gurgaon**

**NOTES:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES, IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY AT ITS REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE TIME OF THE MEETING.**
2. **PURSUANT TO PROVISIONS OF SECTION 105 OF THE COMPANIES ACT, 2013, READ WITH THE APPLICABLE RULES THEREON, A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS, MAY APPOINT A SINGLE PERSON AS PROXY, WHO SHALL NOT ACT AS A PROXY FOR ANY OTHER MEMBER.**
3. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the meeting.
4. Only bonafide members of the Company whose names appear on the Register of Members/Proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.
5. Members/ proxies are requested to bring their copies of Annual Report to the Meeting.
6. Members are requested to tender their attendance slips at the registration counters at the venue of the AGM and seek registration before entering the meeting hall.
7. Relevant documents referred to in the accompanying Notice and the Statements are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.
8. The Register of Members and Share Transfer Books of the Company will remained closed from August 09, 2016 and August 10, 2016 (both days inclusive).
9. Members/ Proxies should bring the attendance slips duly filled in for attending the meeting. Members who hold shares in dematerialised form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the meeting.
10. 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
11. Facility for making nominations is now available for shareholders in respect of shares held by them. Nomination forms can be obtained from Registrar of the Company namely Sharex Dynamic (India) Pvt. Limited.
12. Members are requested to inform the Company's Registrar and Share transfer agent i.e. Sharex Dynamic (India) Pvt. Ltd., Unit no 1, Luthra Ind. Premises, Safed Pool, Andheri Kurla Road, Andheri (East) Mumbai 400 072 about the changes, if any in their registered addresses along with the Pin Code number, quoting their Folio number and DP ID number. All correspondence relating to transfer of shares may be sent directly to the aforesaid Registrar and Share transfer Agent of the Company.
13. Member, who are holding shares in identical names in more than one folio are hereby requested to write to the Company or the Registrar, enclosing their Share Certificates to enable the Company to consolidate their holdings.
14. The Company has joined hands with MCA in its Green initiative as per its circular nos. 17/2011 dated April 21, 2011 and 18/2011 dated April 29, 2011 for electronic delivery of notices/documents and Annual Accounts to the members of the Company. Members holding shares in electronic mode are therefore requested to ensure to keep their email addresses updated with the Depository Participants. Members holding shares in physical mode are also requested to update their email addresses by writing to the Registrar and Transfer Agent of the Company quoting their folio number(s).
15. Mr Krishna Kumar Sharma of M/s. Krishna Kumar Sharma and Co, Practicing Company Secretary (CP 7747), have been appointed as the scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The scrutinizer shall within a period of three working days from the conclusion of e-voting period, unblock the votes in presence of at least two witnesses not in employment of the Company and make a report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

16. Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided a facility to the members to exercise their votes electronically through the electronic voting system facility arranged by National Securities Depository Limited (NSDL). The facility for voting through ballot paper will also be made available at the AGM and members attending the AGM, who have not cast their votes by remote e-voting shall be able to exercise their right at the AGM through ballot paper. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their vote again. The instructions for e-voting are annexed to the notice.
17. The Annual Report 2015-16, the Notice of the 23rd AGM and instructions for e-voting, along with the Attendance Slip and Proxy Form, are being sent by electronic mode to all members whose email addresses are registered with the Company/ Depository Participant(s), unless a member has requested for a physical copy of the documents. For members who have not registered their email addresses, physical copies of the documents are being sent by the permitted mode.
18. The Notice of the Annual General Meeting (AGM) of the Company inter alia indicating the process and manner of e-Voting process along with printed Attendance Slip and Proxy Form can be downloaded from the link <https://www.evoting.nsdl.com>.

The e-voting period commences on August 19, 2016 (9:00 am) and ends on August 22, 2016 (5:00 pm). During this period shareholders' of the Company, may cast their vote electronically. The e-voting module shall also be disabled for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company. The cut-off date for the purpose of e-voting is 16th August, 2016.

The procedure to login to e-Voting website is given below:

1. Open the attached PDF file "e-Voting.pdf" giving your Client ID (in case you are holding shares in demat mode) or Folio No. (In case you are holding shares in physical mode) as password, which contains your "User ID" and "Password for e-voting". Please note that the password is an initial password. You will not receive this PDF file if you are already registered with NSDL for e-voting
2. Launch internet browser by typing the URL <https://www.evoting.nsdl.com/>
3. Click on "Shareholder - Login".
4. Put User ID and password as initial password noted in step (1) above and Click Login. If you are already registered with NSDL for e-voting then you can use your existing user ID and password. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
5. Password Change Menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof.
6. Home page of remote "e-Voting" opens. Click on e-Voting: Active Voting Cycles.
7. Select "EVEN" of STG Lifecare Limited. Members can cast their vote online from August 19, 2016 (9:00 am) and ends on August 22, 2016 (5:00 pm).  
Note: e-Voting shall not be allowed beyond said time.
8. Now you are ready for "e-Voting" as "Cast Vote" page opens.
9. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm", when prompted.
10. Institutional shareholders (i.e., other than Individuals, HUF, NRI etc.) are also required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority Letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail [kksharmacs@gmail.com](mailto:kksharmacs@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
19. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Companies (Management and Administration Rules), 2014, companies can serve Annual Reports and other communications through electronic mode to those members who have registered their e-mail address either with the Company or with the Depository. Members who have not registered their e-mail address with the Company are requested to submit their request with their valid e-mail address to M/s Sharex Dynamic (India) Pvt. Ltd. Members holding shares in Demat form are requested to register/update their e-mail address with their Depository Participant(s) directly. Members of the Company, who have registered their email-address, are entitled to receive such communication in physical form upon request.
20. No gifts shall be distributed at the Meeting.
21. Additional information, pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of the directors seeking appointment/re-appointment at the AGM, is furnished as annexure to the Notice. The directors have furnished consent/declaration for their appointment/re-appointment as required under the Companies Act, 2013 and the Rules thereunder.

Mrs. Prasanna Vadiya [DIN: 01256268], aged about 66 years, is M.A., B.Ed. She has worked with professional organizations of repute and played a pivotal role in planning, and execution of various projects. She holds wide and varied experience of over

four decades in planning, advising and execution of various projects.

Mrs. Prasanna Vadiya knowledge and rich experience in industry will be immense benefit of the company.

Mrs. Prasanna Vadiya is member of Audit Committee, Stakeholders Relationship Committee, Corporate Governance and Social Responsibility Committee, and share transfer committee.

In the opinion of the Board, Mrs. Prasanna Vadiya fulfills the conditions specified in the Companies Act, 2013 and rules made there under for his appointment

Your Directors considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mrs. Prasanna Vadiya as director.

Thus the Board recommends the ordinary resolution in relation to appointment of Mrs. Prasanna Vadiya as director, for the approval of shareholders of the Company.

Except Mrs. Prasanna Vadiya, being an appointee and Mr. Yogesh Vaidya, who happens to be her husband, none of the directors and Key Managerial Personnel or the company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item 2.

Details about Mrs. Prasanna Vadiya seeking re-appointment in the forthcoming annual general meeting is given below:

PARTICULARS	
DIN	01256268
Date of Birth	26/12/1949
Date of Appointment	21/09/2005
Years of Experience	40 years approx
Qualification	Post Graduate
Number of Shares held as on 31.03.2016	508010
Relationship with Directors	Relative (Wife) of Mr. Yogesh Vaidya

The relatives of Mrs. Prasanna Vadiya may be deemed to be interested in the resolutions, to the extent of their shareholding interest, if any, in the Company.



**STG Lifecare Limited**  
**108, Himalaya Palace 65, Vijay Block, Laxmi Nagar New Delhi -110092**  
**E-mail: [companysecretary@stg.in](mailto:companysecretary@stg.in)**  
**visit us at <http://www.stgglobal.com>**

### **DIRECTOR'S REPORT**

Your Directors are pleased to present the Twenty Third Annual Report of the company together with the Audited Statements of Accounts for the year ended March 31, 2016.

#### **Financial Results:**

<b>Particulars</b>	<b>Year Ended 31st March, 2016</b>	<b>Year Ended 31st March, 2015</b>
Total Revenue	5,42,995/-	11,587/-
Total Expenditure	1,97,27,432/-	1,27,37,098/-
Profit/(Loss) for the year	(97,11,874)/-	(1,26,16,970)/-

#### **STATE OF COMPANY'S AFFAIRS AND FUTURE OUTLOOK**

Due to steep global economic slowdown with sluggishness and recession in the domestic economy as well as due to restructuring, your company had suffered loss of Rs. 97.11 Lacs as against the loss of last year amounting Rs. 126.16 Lacs. Your Directors are hopeful of better performance in the coming year.

#### **DIVIDEND**

In view of the current year loss, your Board has decided not to recommend dividend this year.

#### **AMOUNTS TRANSFERRED TO RESERVES**

The Board of the company has decided/proposed not to transfer any fund to its reserves.

#### **CHANGE IN NATURE OF BUSINESS, IF ANY**

There is no change in nature of business of the company.

#### **CHANGES IN SHARE CAPITAL, IF ANY**

During the Financial Year 2015-16, there is no change in Share Capital.

#### **DISCLOSURE REGARDING ISSUE OF EQUITY SHARES WITH DIFFERENTIAL RIGHTS**

According to Rule 4(4) of Companies (Share Capital and Debenture Rules, 2014) it is required to provide disclosure regarding issue of equity shares with differential voting rights. For the Financial Year 2015-16 there is no Issue of Equity Shares with Differential Rights.

#### **DISCLOSURE REGARDING ISSUE OF EMPLOYEE STOCK OPTIONS**

According to Rule 12 (9) of Companies (Share Capital and Debenture) Rules, 2014 it is required to provide disclosure regarding issue of employee stock option. This disclosure is not applicable as Company has not issue Employee Stock Options.

#### **DISCLOSURE REGARDING ISSUE OF SWEAT EQUITY SHARES**

According to Rule 8 (13) of Companies (Share Capital and Debenture) Rules, 2014 it is required to provide disclosure regarding issue of sweat equity shares. This disclosure is not applicable as Company has not issued Sweat Equity Shares.

#### **PARTICULARS OF LOAN, GUARANTEES AND INVESTMENTS UNDER SECTION 186**

There was no loans, guarantees or investments made by the Company under Section 186 of the Companies Act, 2013 during the year under review and hence the said provision is not applicable.

#### **MATERIAL CHANGES AFFECTING THE FINANCIAL POSITION OF THE COMPANY**

There are No material changes / event.

#### **CONSERVATION OF ENERGY, TECHNOLOGY, ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO**

The details of Energy, Technology, Absorption, Foreign Exchange Earnings and Outgo are as under:

**A. Conservation of Energy**

The operations of company are not energy intensive, however, energy conservation has always been given focus from point of view of cost control. Adequate measures have been taken to conserve and optimize the use of energy by using energy efficient computers and equipment with latest technologies.

**B. Technology Absorption, Research and Development (R&D)**

In its endeavors to obtain and deliver the best, your company continuously develops and adopts new technologies to aid efficient management of its resources.

**C. Foreign Exchange Earning and Outgo**

Efforts continue to enlarge the product range and geographical reach on export market in order to maximize foreign exchange inflow and every effort is being made to minimize the foreign exchange outflow.

Total Foreign Exchange Earnings on accrual basis during the period is Nil against Rs. NIL of previous period.

Total Foreign exchange Outgo on actual basis during the year amounted to NIL against Rs. NIL of previous period.

**Deposits**

No Deposit is accepted during the F.Y. 2015-16.

**RECEIPT OF ANY COMMISSION BY MD / WTD FROM A COMPANY OR FOR RECEIPT OF COMMISSION / REMUNERATION FROM IT HOLDING OR SUBSIDIARY**

There is No receipt of any commission by MD / WTD from a Company and/or receipt of commission / remuneration from it holding or Subsidiary to be provided.

**SHARES**

No shares were issued during the year.

**CHANGE IN NATURE OF BUSINESS:**

During the year there was no change in nature of Business of the Company.

**CORPORATE GOVERNANCE**

The Company is committed to maintain the standards of corporate governance and adhere to the corporate governance requirements set out by SEBI. The report on Corporate Governance as stipulated under the SEBI (LODR) Regulations, 2015 forms an integral part of this Report. The requisite certificate from the Auditors of the Company confirming compliance with the conditions of corporate governance is attached to the report on Corporate Governance.

Declaration by WTD/CFO that the Board Members and SMPs have complied with the Code of Conduct [Regulation 26(3) SEBI (LODR) Regulations, 2015]

**COMPLIANCE CERTIFICATE**

Necessary Compliance Certificate on Corporate Governance from Practicing Company Secretary as stipulated in Clause 49 of the Listing Agreement ('Listing Agreement') of the Company with the stock exchanges for the period 1st April 2015 to 30th November 2015 and as per the relevant provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') as referred to in Regulation 15(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the period 1st December 2015 to 31st March 2016 is annexed herewith [Annexure 1].

**MANAGERIAL REMUNERATION**

Disclosures pertaining to remuneration and other details as required under Section 197 (12) of the Companies Act, 2013 read with Rule 5 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are annexed to this report [Annexure 2].

**DISCLOSURES UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013**

No cases filed, during the Financial Year and their disposal under the Act

**FRAUD REPORTING**

No frauds which have been reported to the Audit Committee / Board but not to CG have to be disclosed.