

29TH ANNUAL REPORT

OF

VJTF EDUSERVICES LIMITED

(Formerly known as Artheon Finance Ltd.)

FOR

EIGHTEEN MONTHS PERIOD ENDED ON 31ST MARCH, 2014

VJTF EDUSERVICES LIMITED
(formerly known as Artheon Finance Ltd.)

BOARD OF DIRECTORS:

Dr. (Mr.) Vinay Jain
Dr. (Mrs) Raina Vinay Jain
Mr. Anil Prakash Chhabra
Mr. Shivratn Santosh agarwal
Mr. Hitesh Gunwantilal Vakhria

STATUTORY AUDITORS:

M/s. J. Kala & Associates
504, Rainbow Towers,
Near Telephone Exchange,
S.V. Road, Kandivali (West),
Mumbai- 400067

REGISTERED OFFICE:

Ist Floor, Neelkanth Apartment,
Ramachandra Lane, Malad(W),
Mumbai-400064

REGISTRAR & TRANSFER AGENT:

Skyline Financial Services Limited
Add: D-153A, 1st Floor,
Okhla Industrial Area,
Phase-1 , New Delhi- 110020

BANKERS:

Greater Bombay Co-operative Bank Ltd.
Central Bank of India
HDFC Bank Ltd.

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VJTF EDUSERVICES LIMITED

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CIN: L80301MH1984PLC033922

NOTICE

NOTICE is hereby given that 29th Annual General Meeting of VJTF Eduservices Limited (formerly known as Artheon Finance Limited) will be held at the registered office of the Company at East Banquet Hall, Goregaon Sports Club, Near Toyota Showroom, Malad Link Road, Malad (W), Mumbai-400064, on Tuesday, 30th September, 2014 at 10.00 A.M. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider, and adopt the Audited Accounts for the Eighteen months period ended on 31st March, 2014, along with the Reports of the Directors and Auditors thereon.
2. To re-appoint the Auditors and to fix their remuneration and in this regards pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under, as amended from time to time M/s. J. Kala & Associates, Chartered Accountants (Firm Registration No. 118769W), Mumbai, be and is hereby re-appointed as the Statutory Auditors of the Company to hold office for four(4) years i.e. from the conclusion of this Annual General Meeting till the conclusion of the 5th consecutive Annual General Meeting (after commencement of the Companies Act 2013), subject to ratification by the shareholders at every Annual General meeting held after this Annual General Meeting, at a remuneration to be decided by the Board of Directors in consultation with the Auditors.”

SPECIAL BUSINESS:

3. **Appointment of Mr. Shivratn Santosh Agarwal (DIN:06547346) as an Independent Director of the company for a term of 5 years.**

To consider and if thought fit, to pass, with or without modification(s), the following Resolutions as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the 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, **Mr. Shivratn Santosh Agarwal (DIN:06547346)**, who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. 04/04/2013, as per the provisions of Articles of Association of the Company and Section 260 of the Companies Act, 1956 and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing, proposing his candidature for the office of Director, pursuant to provisions of the Companies Act, 2013, being eligible for appointment to the office of Director, be and is hereby appointed as an “Independent Director” of the

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Company, not liable to retire by rotation at the AGM of the Company, to hold office for a term of 5 (Five) consecutive years up to the conclusion of the 34th AGM of the Company.

4. Appointment of Mr. Hitesh Gunwantilal Vakharia (DIN: 06547354) as an Independent Director of the company for a term of 5 years.

To consider and if thought fit, to pass, with or without modification(s), the following Resolutions as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the 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, **Mr. Hitesh Gunwantilal Vakharia (DIN: 06547354)**, who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. 04/04/2013, as per the provisions of the Articles of Association of the Company and Section 260 of the Companies Act, 1956 and who holds Office up to the date of this Annual General Meeting and in respect of whom the Company has received a Notice in writing, proposing his candidature for the office of Director, pursuant to provisions of the Companies Act, 2013, being eligible for appointment to the office of Director, be and is hereby appointed as an “Independent Director” of the Company, not liable to retire by rotation at the AGM of the Company, to hold office for a term of 5 (Five) consecutive years up to the conclusion of the 34th AGM of the Company.

5. Appointment of Mr. Anil Prakash Chhabra (DIN: 06512889) as an Independent Director

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, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the 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, **Mr. Anil Prakash Chhabra (DIN: 06512889)**, who was appointed as a Director liable to retire by rotation at the AGM, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation at the AGM of the Company, to hold office for a term of 5 (five) consecutive years upto the conclusion of the 34th AGM of the Company.

By Order of the Board
For VJTF Eduservices Limited
(Formerly known as Artheon Finance Limited)

Place: Mumbai
Dated:05.09.2014

Sd/-
Dr. Vinay Jain
Managing Director
(DIN: 00235276)

Sd/-
Dr. Raina Vinay Jain
Whole Time Director
(DIN: 01142103)

NOTES

1. The Register of Members will remain closed from 24th September, 2014 to 30th September, 2014 (both days inclusive), for the purpose of Annual General Meeting.
2. A Member entitled to attend and vote at the meeting is entitled to appoint a Proxy to attend and vote on his behalf. A Proxy need not be a Member of the Company. Proxy forms in order to be effective must be received at Registered Office of the Company situated at 1st Floor, Neelkanth Apartments, Ramachandra Lane, Malad(W), Mumbai-400064, atleast 48 hours before the Annual General Meeting.
3. Members are requested to bring their copies of the Annual Report and Accounts to the Meeting.
4. The Members are requested to intimate the Company regarding any change of their address immediately to the Registered Office quoting their Folio Number.
5. A copy of all the documents referred to in the accompanying explanatory statement are open to inspection at the Registered Office of the Company on all working days (except holidays) between 11.00 a.m. to 5.00 p.m. up to the date of AGM.
6. Members are requested to affix their signatures at the space provided on the Attendance Slip annexed to the Proxy Form and hand over the Slip at the entrance to the place of the Meeting.
7. Corporate Members intending to send their authorized representatives are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the AGM.
8. Brief Profile of the Directors who are proposed to be appointed / re-appointed is given as Additional Information on Directors, which also forms part of this Notice.
9. The Company has made necessary arrangements for the Members to hold their shares in dematerialized form. Those members who are holding shares in physical form are requested to dematerialize the same by approaching any of the Depository Participants (DPs). In case, any member wishes to dematerialize his/her shares and needs any assistance, he/she may write to the Director at the registered office of the Company.

10. Important Communiqué to Members-Green Initiative in Corporate Governance :

The Ministry of Corporate Affairs (MCA) has taken a Green Initiative in Corporate Governance by allowing paperless compliances by the companies and has issued a Circular stating that service of all documents including Annual Reports can be sent by e-mail to its Members. Your Company believes that this is a remarkable and environment friendly initiative by MCA and requests all members to support in this noble cause.

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The Company has already embarked on this initiative and proposes to send documents including Annual Reports in electronic form to the Members on the email address provided by them to the RTA/Depositories.

The Members who hold shares in physical form are requested to intimate/update their email address to the Company / RTA while Members holding shares in demat form can intimate / update their email address to their respective Depository Participants.

Members are requested to further note that they will be entitled to be furnished, free of cost, the physical copy of the documents sent by e-mail, upon receipt of a requisition from them, any time, as a Member of the Company.

11. PROCEDURE FOR E-VOTING:

Voting through Electronic Means

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 29th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) limited (CDSL). The Company has signed an agreement with CDSL for facilitating such e-Voting by the Members.

The instructions for members for voting electronically are as under:-

In case of members receiving e-mail:

Log on to the e-voting website www.evotingindia.com

- (i) Click on “Shareholders” tab.
- (ii) Now, select the “COMPANY NAME” from the drop down menu and click on “SUBMIT”
- (iii) Now Enter your User ID
 - (a) For CDSL: 16 digits beneficiary ID,
 - (b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - (c) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.

If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

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IF YOU ARE A FIRST TIME USER FOLLOW THE STEPS GIVEN BELOW:

	FOR MEMBERS HOLDING SHARES IN DEMAT / PHYSICAL FORM
PAN*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat Shareholders as well as Physical Shareholders.)</p> <p>Members who have not updated their PAN with the Company/Depository, Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field.</p> <p>In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.</p>
DOB#	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details#	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <p>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of Shares held by you as on the cutoff date in the Dividend Bank details field.</p>

- (v) After entering these details appropriately, click on “SUBMIT” tab.
- (vi) Members holding shares in physical form will then reach directly to the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for the relevant VJTF Eduservices Limited to vote.

- (ix) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xi) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xiv) If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporatism.

They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk. evoting@cdslindia.com.

After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.

The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- (B) The voting period begins on 23.09.2014, 9.00 AM and ends on 25.09.2014, 6.00 PM. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 05-09-2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.co.in.