



34th ANNUAL REPORT

OF

VJTF EDUSERVICES LIMITED

FOR

THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2019

34th ANNUAL REPORT

OF

VJTF EDUSERVICES LIMITED

FOR

THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2019

VISION:

Nurturing Today's Young People, Inspiring Tomorrow's Leaders.
Our vision is wide-ranging. It encompasses aspiration, educational excellence, system leadership, social mobility and cohesion.

CORPORATE SOCIAL RESPONSIBILITY :

We are committed to fulfilling our Social, environmental and economic responsibilities for sustainable development. Towards this, we shall:

Continue to ensure ethics and transparency in our engagements with stakeholders and advocate responsible business practices. Incorporate social and environmental considerations in our business practices. Foster a culture of trust and caring to enhance the well being of employees and communities. Promote social equity and partner with communities in welfare and skill building. Conserve natural resources, reduce the impact of climate change and enhance energy efficiency. Adopt sustainable and resource efficient processes and provide value added products and services.

BOARD OF DIRECTORS:

| | |
|--------------------------------|---|
| Dr. (Mr.) Vinay Jain | Managing Director & Chief Executive Officer |
| Dr. (Mrs.) Raina Vinay Jain | Whole Time Director |
| Mr. Vishal Punjabi | Non- Executive Independent Director |
| CA. Shivratn Santosh Agarwal | Non- Executive Independent Director |
| Mr. Hitesh Gunwantlal Vakharia | Non- Executive Independent Director |

KEY MANAGERIAL PERSONNEL:

| | |
|-----------------------------|---|
| Dr. (Mr.) Vinay Jain | Managing Director & Chief Executive Officer |
| Dr. (Mrs.) Raina Vinay Jain | Whole Time Director |
| CA Manoj Kumar Jain | Chief Financial Officer |
| CS. Shruti Sharma | Company Secretary & Compliance Officer |

STATUTORY AUDITORS:**J. Kala & Associates**

504, Rainbow Chamber, Near Telephone Exchange,
S.V. Road, Kandivali (West), Mumbai- 400067

REGISTERED OFFICE:

B-3, Witty International School, Pawan Baug Road,
Malad West, Mumbai -400064
Tel.: 022-61056800 / 01 / 02 Fax: 022-61056803
Email: vjtfho@vjtf.com

REGISTRAR & SHARE TRANSFER AGENT:**Skyline Financial Services Private Limited**

Add: D-153A, 1st Floor, Okhla Industrial Area,
Phase-1 , New Delhi- 110020
Tel No. 011-26812682/83 Fax No. 011-26812682
Email: atul@skylinerta.com/admin@skylinerta.com

BANKERS:

SBFC - Non - Banking Financial Institution
HDFC Bank Ltd.
Kotak Mahindra Bank Limited

| CONTENTS | PAGE NO. |
|---|-----------------|
| Notice of the Annual General Meeting | 5 |
| Directors' Report and Annexures | 12 |
| Auditors' Report on Corporate Governance | 42 |
| Management Discussion & Analysis | 43 |
| Corporate Governance Report | 48 |
| CFO Certificate | 63 |
| Standalone Financial Statement | |
| i) Independent Auditors' Report | 64 |
| ii) Balance Sheet | 73 |
| iii) Statement of Profit & Loss | 74 |
| iv) Cash Flow Statement | 76 |
| v) Notes to Accounts | 77 |
| Consolidated Financial Statements | |
| i) Independent Auditors' Report | 104 |
| ii) Balance Sheet | 113 |
| iii) Statement of Profit & Loss | 114 |
| iv) Cash Flow Statement | 116 |
| v) Notes to Accounts | 117 |
| Form AOC-1 relating to subsidiary companies | 144 |
| Attendance Slip | 145 |
| Proxy Form | 146 |

VJTF EDUSERVICES LIMITED

CIN No: L80301MH1984PLC033922

Registered Office: 4 th Floor, Witty World, Plot No: 165, Near Ayappa Temple, Bangur Nagar,
Goregaon (W), Mumbai - 400104

Tel.: 022-61056800 / 01 / 02 Fax: 022-61056803 Email: vjtfho@vjtf.com

Website: www.vjtf.com / www.wittykidsindia.com

NOTICE

NOTICE is hereby given that the 34th Annual General Meeting of **VJTF Eduservices Limited** will be held at 4th Floor, Witty World, Plot No: 165, Near Ayappa Temple, Bangur Nagar, Goregaon (W), Mumbai - 400104, on Monday, 30th September, 2019 at 2.30 p.m. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider, and adopt:

- (a) Audited Financial Statement of the Company for the financial year ended 31st March, 2019, the Reports of the Board of Directors and the Auditors thereon; and
- (b) Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2019.
- (c) To ratify the appointment of M/s. J. Kala & Associates, Chartered Accountants, (Firm Registration No. 118769W), for the financial year 2019-20, who were appointed as Statutory Auditor (In the capacity of Partnership Firm) of the Company for a period of five years from the conclusion of 33rd Annual General Meeting till the conclusion of 38th Annual General Meeting of the Company.

**By Order of the Board
For VJTF Eduservices Limited**

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

**Sd/-
Dr. Raina Jain
Whole Time Director
DIN: 01142103**

**Place: Mumbai
Dated: 30th August, 2019**

NOTES:

1. The Register of Members will be closed from 25th September, 2019 to 30th September, 2019 (both days inclusive), for the purpose of the 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 and such proxy / proxies need not be a member of the Company. 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.
3. Proxy forms in order to be effective must be received at Registered Office of the Company situated at 4th Floor, Witty World, Plot No: 165, Near Ayappa Temple, Bangur Nagar, Goregaon (W), Mumbai - 400104, 48 hours before the Annual General Meeting.
4. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
5. Members are requested to bring their copies of the Report and Accounts to the Meeting.
6. Members who hold shares in the Dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the 34th Annual General Meeting. Also they are required to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their depository participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrar and Share Transfer Agents, Skyline Financial Services Pvt. Ltd. to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to the RTA.
7. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
8. The route map showing directions to reach the venue of the 34th AGM is annexed to the Annual Report.
9. 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 public holidays between 11.00 a.m. to 1.00 p.m. up to the date of AGM.
10. 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.

11. 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.
12. 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.
13. Copies of Annual Report 2019 are being sent to the members in the permitted mode.
14. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form shall submit their PAN details to the Company / RTA.
15. Mr. Rajvirendra Singh Rajpurohit, Practicing Company Secretary (Membership No. ACS 40228) an Independent Professional has been appointed as the Scrutinizer to Scrutinize the E-voting process in a fair and transparent manner (including the Ballot Form received from the members who do not have access to the e-voting process) in a fair and transparent manner.
16. The Results of E-voting shall be declared at the AGM of the Company and the results along with Scrutinizer's report shall be placed on the website of the Company thereafter and shall also be communicated to the Stock Exchanges. The Resolutions shall be deemed to be passed, if approved, on or before the date of 03rd October, 2019.
17. **Important Communique 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 can be sent by e-mail to its Members. Our Company believes that this is a remarkable and environment friendly initiative by MCA and requests all members to support in this noble cause.

The Company has already embarked on this initiative and proposes to send documents 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.

18. 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 and Amendments thereto, the Company is pleased to provide members facility to exercise their right to vote at the 34th 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:-

- (i) The voting period begins on Friday 27th September, 2019 from 9.00 A.M. and ends on Sunday 29th September, 2019 at 5.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) i.e. Tuesday 24th September, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) 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.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) 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.
- (viii) If you are a first time user follow the steps given below:

| | For Members holding shares in Demat Form and 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> <ul style="list-style-type: none">• 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 8 digits of the sequence number in the PAN Field.• In case the sequence 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. E.g. If your |

| | |
|--|--|
| | name is Ramesh Kumar with sequence number 1 then enter RA000000001 in the PAN field. |
| Dividend Bank Details OR Date of Birth (DOB) | Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. <ul style="list-style-type: none"> If both the details are not recorded with the depository or Company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v). |

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant VJTF Eduservices Limited on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.