



Date: 06/09/2024

To,  
**Corporate Service Departments,**  
Bombay Stock Exchange Ltd.,  
P. J. Tower, Dalal Street, Fort  
Mumbai - 400001.

**Sub: - 39<sup>th</sup> Annual general Meeting, E-Voting, Book Closure.**

**Script Code: 509026**

**Dear Sir / Madam,**

We would to inform you about the subject matter, and draw your kind attention to the following:

**39<sup>th</sup> ANNUAL GENERAL MEETING (F.Y. 2023-24):**

NOTICE is hereby given that the 39<sup>th</sup> Annual General meeting of the members of the company will be held on Monday, 30<sup>th</sup> September, 2024 at 02:30 P.M. at Ground Floor, Witty International School, Chikoowadi, Borivali West, Mumbai - 400092, to transact the business set out in the notice issued in the Annual Report 2023-2024. [Copy of Notice Attached]

**E-VOTING:**

Notice is further hereby given that in compliance to the provision of section 108 of the Companies Act, 2013 and the Rules framed there under, the members are provided with facility to cast their vote electronically, through the e-voting services provided by CDSL, on all the resolutions set forth in the Notice of the AGM.

E-voting period will commence from Friday, 27<sup>th</sup> September, 2024 at 09:00 A.M. till Sunday, 29<sup>th</sup> September, 2024 at 05:00 P.M. as the voting portal would be blocked after the voting period is over. Once the vote on a resolution is cast by the member, he/she will not be allowed to change it subsequently.

Members may contact CDSL by e-mailing their queries / grievances at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or *Dhruvkumar Babulal Chaudhary* (E-voting Scrutinizer) [dhruvchaudhary1806@gmail.com](mailto:dhruvchaudhary1806@gmail.com)

**VJTF EDUSERVICES LIMITED**

CIN: - L80301MH1984PLC033922

Registered Office: - Witty Neelkanth Apartment, Opp Mumbai Bank, Ramchandra Lane,

Malad West, Mumbai - 400064 Tel: 022-46160493

Email id: - [vjtfho@vjtf.com](mailto:vjtfho@vjtf.com) Website: - [www.vjtf.com](http://www.vjtf.com)





**BOOK CLOSURE:**

Pursuant to applicable provisions of the Companies Act, 2013 and according to SEBI (Listing Obligations & Disclosure Requirements) Regulation, 2015 the Register of Member and Share Transfer Book of the Company shall remain closed from Tuesday, 24<sup>th</sup> September, 2024 to Monday, 30<sup>th</sup> September, 2024 (Both days inclusive) for the purpose of AGM.

In connection with the subject matter, we are enclosing herewith copy of notice issued for 39<sup>th</sup> Annual General Meeting and Book closure along copies of Newspapers in which the relevant notice has been appeared.

Kindly take note of the above and acknowledge the receipt of the same.

Thanking you,  
Yours Faithfully,

For VJTF Eduservices Limited

Dr. Vinay Jain  
(Managing Director)  
DIN: 00235276



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**NOTICE**

Notice is hereby given that the 39<sup>th</sup> Annual General Meeting of **VJTF Eduservices Limited** will be held at Ground Floor, Witty International School, Chikoowadi, Borivali West, Mumbai - 400092 on Monday, 30<sup>th</sup> September, 2024 at 02:30 P.M., to transact the following businesses:

**ORDINARY BUSINESS:**

To receive, consider, and adopt:

1. Audited Financial Statement of the Company for the financial year ended 31<sup>st</sup> March, 2024, the Reports of the Board of Directors and the Auditors thereon; and
2. Audited Consolidated Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2024, the Reports of the Board of Directors and the Auditors thereon;

**SPECIAL BUSINESS:**

**ITEM NO. 1: APPOINTMENT OF STATUTORY AUDITOR TO FILL CASUAL VACANCY:**

**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(8) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, (including any statutory modification(s), clarifications, exemptions or re-enactments thereof for the time being in force) **M/s. Chhajer & Doshi, Chartered Accountants (Firm Registration No. 101794W)**, be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of **M/s Nimesh Mehta & Associates, Chartered Accountants, (Firm Registration No. 117425W)**.

**“RESOLVED FURTHER THAT M/s. Chhajer & Doshi, Chartered Accountants (Firm Registration No. 101794W)**, be and are hereby appointed as Statutory Auditors of the Company to hold the office from 2<sup>nd</sup> September, 2024, until the conclusion of this Annual General Meeting (39<sup>th</sup>) of the Company, at such remuneration plus applicable taxes, and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Managing Director of the Company.”

**ITEM NO. 2: APPOINTMENT OF STATUTORY AUDITOR:**

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

“RESOLVED that pursuant to Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, (including any statutory modification(s), clarifications, exemptions or re-enactments thereof for the time being in force) **M/s. Chhaged & Doshi, Chartered Accountants (Firm Registration No. 101794W)**, be and are hereby appointed as Statutory Auditors of the Company to hold office for a period of five years, from the conclusion of the 39<sup>th</sup> Annual General Meeting till the conclusion of the 44<sup>th</sup> Annual General Meeting of the Company to be held in the year 2028-29 subject to ratification of the appointment by the Members at every Annual General Meeting held after the 39<sup>th</sup> Annual General Meeting of the Company, at such remuneration plus applicable taxes and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Managing Director of the Company.”

**ITEM NO. 3: TO TAKE APPROVAL FOR RELATED PARTY TRANSACTION FOR THE FINANCIAL YEAR 2024 -25:**

**To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:**

“RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 read with the rules framed thereunder {including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force, if any}, and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), as amended from time to time, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (‘Board’) for entering into a transactions with the below-mentioned related parties at arm’s length basis and ordinary course of business upto an aggregate amount of Rs. 500 crores (Rs. Five Hundred Crore Only) with related party, the copy of terms and condition which is laid before the meeting be and is hereby approved. The brief detail of transaction is given below:-

Sr. No.	Name of the Related Party	Nature of Transaction	Approx. Amount	Name of the Interested Directors
			(Rs. In Crores)	
1	VJTF Infrashool Services (Mumbai) Private Limited	The Operational and Management Fees Income, Income collected on our behalf by, Lease rent expenses, Rent Paid, Director’s remuneration,	500	Dr. Raina Jain and Dr. Vinay Jain
2	VJTF Buildcon Private Limited			Dr. Raina Jain and Dr. Vinay Jain
3	Happymongo Learning Solutions Private Limited			Dr. Raina Jain and Dr. Vinay Jain

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4	Witty Global Education Trust	Security cum Guarantee Given, Security cum Guarantee taken, Payable to associates, Investment in Shares of an subsidiary and associate, Other Current Liability, Reimbursement of expenses given, Loan given, Loan given received back, Payment made on behalf of, Payment made on behalf of received back, Payment received on behalf of, Payments received on behalf of - repaid, Investment in shares, slump sale of business undertaking, Advance given against share purchase.	Dr. Raina Jain and Dr. Vinay Jain
5	Pratiksha Foundation Charitable Trust		Dr. Raina Jain and Dr. Vinay Jain
6	VJTF Infraschool Services (Udaipur) Private Limited		Dr. Raina Jain and Dr. Vinay Jain
7	Witty Constructions Private Limited		Dr. Raina Jain and Dr. Vinay Jain
8	Witty Infratech Private Limited		Dr. Raina Jain and Dr. Vinay Jain
9	V J Projects Private Limited.		Dr. Raina Jain and Dr. Vinay Jain
10	Dr. Raina Jain		Key Managerial personal
11	Dr. Vinay Jain		Key Managerial personal
12	Dharamchand Shah		Key Managerial personal relatives
13	Bimladevi Shah		Key Managerial personal relatives
14	Preeti Sogani		Key Managerial personal relatives
15	Preksha Jain		Key Managerial personal relatives
16	Rishi Jain		Key Managerial personal relatives
17	Witty Laxmi Leela Home Creators LLP		Dr. Vinay Jain

**RESOLVED FURTHER THAT** pursuant to the provisions of section 188 & 189 of the Companies Act, 2013 and Rules made thereunder as amended time to time, all the directors of the Company be and is hereby authorized to do the necessary entries in the Register of contracts in which directors are interested and authenticate them.”

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**FURTHER RESOLVED THAT** the Board of Directors and/or the Board of the respective material subsidiaries of the Company be and are hereby authorised to do all such acts, deeds, matters and things including but not limited to authorizing signatories, deciding on the timing, manner and extent of carrying out the aforesaid activities and to negotiate, finalize and execute agreement(s), such other document(s), by whatever name called and to do all acts, matters and things as may be necessary and to settle any questions or difficulties that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members and to delegate all or any of the powers or authorities herein conferred to any director(s) or other officer(s) of the Company or the concerned material subsidiary (as the board of such material subsidiary may determine), or to engage any advisor, consultant, agent or intermediary, as may be deemed necessary.”

**ITEM NO. 4: TO TAKE APPROVAL FOR ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION OF THE COMPANY:**

**To consider, and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:**

“**RESOLVED THAT**, pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013, read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and subject to such other requisite approvals, if any, in this regard from appropriate authorities and terms(s), condition(s), amendment(s), modification(s), as may be required or suggested by any such appropriate authorities, and agreed to by the Board of Directors of the Company (hereinafter referred to as “Board” which term shall include any Committee), the consent of the members of the Company be and is hereby accorded to adopt new set of Article of Association as per Companies Act, 2013 in place of existing Articles of Association of the Company, copy of which is placed before the meeting.

“**RESOLVED FURTHER THAT**, the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**ITEM NO. 5: TO TAKE APPROVAL FOR ADOPTION OF NEW SET OF MEMORANDUM OF ASSOCIATION OF THE COMPANY:**

**To consider, and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:**

“**RESOLVED THAT**, pursuant to the provisions of Section 13 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), the draft clauses contained in the Memorandum of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the clauses

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contained in the existing Memorandum of Association of the Company with immediate effect.”

“RESOLVED FURTHER THAT, the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**ITEM NO. 6: CHANGE OF OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY:**

**To consider, and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:**

**a) SUBSTITUE / REPLACE THE MAIN OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION:**

“RESOLVED THAT pursuant to the provisions of Section 13 and all other applicable provisions, if any, of the Companies Act 2013 including any amendment thereto or re-enactment thereof), and subject to necessary approval(s) if any, from the competent authorities, the existing clauses of the Main Object Clause of Memorandum of Association of the Company be altered by replacing the same with the following new clauses:

1. To establish, run, manage, administer and maintain educational institutions including but not limited to schools, academies and colleges for imparting education to students in the field of science, commerce, arts, engineering, medical science, computer science and any other courses, both in India and outside India with the object of preparing them for various examinations of Boards, Institutions, Organisations, hostels, Bodies and Universities with the ultimate object of developing educated persons and popularizing education of students as general public utility & to promote, establish, run manage and maintain, educational institutions, colleges of arts, research, sciences, information technology and business administration; higher level schools, academics, technical training centers and such other educational institutions as may be considered appropriate for the promotion and advancement of education in the country with national and international affiliations to acquire the services of professors, associate professors, lecturers, teachers, managements skills and other professional from within the country and abroad as would be needed to run and promote university and related educational institutions set up by the Company subject however, to the permission of competent authority but not to operate itself as a university and not to act as a degree awarding institution.
2. To undertake the designing and development of software relating to Educational Institution and Coaching Classes and provide various EdTech related services either for its own use or for sale in India or for export outside India and to design and develop such systems and softwares for or on behalf of owners and users of computer systems and digital / electronic equipment in India or elsewhere in the world and providing software solutions and selling,

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purchasing, trading, production, distribution, customisation, development or otherwise deal in all types of applications, programs, mobile applications, web applications, products, portals, services , applications and other related services & to subscribe the shares of any company, any business takeovers in India or Outside India.

3. To establish, conduct, manage, business takeovers, construct, acquire, purchase, sell, lease, rent, promote, develop and run boarding and lodging houses, hotels, restaurants, Banquet halls, commercial and residential buildings, warehouses, shared workspaces, houses, motels, rest houses, guest houses, and other facilities, accommodations of all descriptions & to provide a leasing, financing and advisory/ counselling service to other entities and to deal in any shares, units, stocks, debentures, debenture-stock, bonds, mutual funds and other securities by original subscription & the business of builders, real estate-developers, contractors, sub-contractors, dealers and by advancing money to and enter into contracts and arrangements of all kinds with builders, tenants, occupiers and others, land development, service apartments, serviced plots, constructions of residential and commercial premises and to assist in financing of all and every kind and description of deferred payment or similar transaction and to subsidise, finance or assist in subsidising or financing the sale and maintenance of any goods, articles or commodities of all and every kind and description upon any terms whatsoever and to purchase or otherwise deal in all forms of immovable and movable property including land and building, plant and machinery, equipment, ships, aircraft, automobiles, computers and all consumers, commercial, to lend and advance money to any business, to take loan from any financial institution, any bank, NBFC, Directors, and industrial items and to lease or otherwise deal with them in any manner whatsoever including resale thereof, regardless of whether property purchased and leased by new and/or used.”
4. To carry on and undertake the business of finance and trading, purchasing, selling, hiring all kinds of plant and machinery and equipment that the Company may think fit and to assist in financing of all and every kind and description of deferred payment or similar transaction and to subsidise, finance or assist in subsidising or financing the sale and maintenance of any goods, articles or commodities of all and every kind and description upon any terms whatsoever and to purchase or otherwise deal in all forms of immovable and movable property including land and building, plant and machinery, equipment, ships, aircraft, automobiles, computers and all consumers, commercial and industrial items and to lease or otherwise deal with them in any manner whatsoever including resale thereof, regardless of whether property purchased and leased by new and/or used.
5. To carry on the business of buying and selling, exchanging, importing, exporting, stocking, distributing and dealing in all kinds of goods finished, semi-finished, raw material items, articles, merchandise, products such as agricultural, industrial, chemical or marine, stones, pieces of arts, antiques, handicrafts, machinery, equipment’s, capital goods and any other item capable of purchasing, selling, importing, exporting and trading and to be appointed as agents and / or distributors on commission, allowance, retainer ship, incentive basis

**b) DELETION OF THE OTHER OBJECTS CLAUSE OF THE MEMORANDUM OF ASSOCIATION:**



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**"RESOLVED THAT** pursuant to the provisions of section 13 and all other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereof or re-enactment thereof), and subject to necessary approval(s) if any, from the competent authorities, the other objects clause of Memorandum of Association of the Company be altered by completely deleting the clauses: (C) **OTHER OBJECTS**, Point No. 71 to 156.

**FURTHER RESOLVED THAT**, Managing Director or Whole Time Director of the Company or the Company Secretary be and are hereby severally authorised to do all such acts, matter, deeds and things necessary or desirable in connection with or incidental to giving effects to the aforementioned resolution, including but not limited to the filing of necessary forms with the Ministry of Corporate Affairs and to comply with all other requirements in this regards.”

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

**Dr. Vinay Jain**  
**Managing Director**  
**(DIN: 00235276)**

**Dr. Raina Jain**  
**Whole Time Director**  
**(DIN: 01142103)**

**Dated: 02/09/2024**  
**Place: Mumbai**

**NOTES:**

1. The Register of Members will be closed from 24<sup>th</sup> September, 2024 to 30<sup>th</sup> September, 2024 (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 Witty Neelkanth Apartment, Opp Mumbai Bank, Ramchandra Lane, Malad West, Mumbai - 400064, 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.

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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 39<sup>th</sup> 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 Private Limited 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 39<sup>th</sup> 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 2024 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. Dhruvkumar Babulal Chaudhary, (PAN: BZCPC5640L) an Independent Professional has been appointed as the Scrutinizer to Scrutinize the E-voting process in a fair and transparent

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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 30<sup>th</sup> September, 2024.

**17. Important Communication 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:**

CDSL e-Voting System - For Remote e-voting

**THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:**

Step 1: Access through Depositories CDSL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- a. The voting period begins on Friday, 27<sup>th</sup> September, 2024 at 09:00 AM and ends on Sunday, 29<sup>th</sup> September, 2024 at 05:00 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) of 23<sup>rd</sup> September, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- b. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

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- c. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- d. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
	<p>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</p> <p>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the</p>

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<p>Individual Shareholders Holding securities in Demat mode with CDSL</p>	<p>information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a>. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS" "Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company</p>

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	name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or eVoting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL.**

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 and 22-23058542-43
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

e. Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

1. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).

2. Click on “Shareholders” module

3. 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,

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c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

4. Next enter the Image Verification as displayed and Click on Login.
5. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
6. If you are a first-time user follow the steps given below:

<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)  Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
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.  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.

- f. After entering these details appropriately, click on "SUBMIT" tab.
- g. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- h. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- i. Click on the EVSN for the relevant on which you choose to vote.

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- j. 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.
- k. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- l. 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.
- m. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- n. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- o. 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.
- p. Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [dhruvchaudhary1806@gmail.com](mailto:dhruvchaudhary1806@gmail.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**



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1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For De-mat shareholders - please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022-23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

**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)

**Dated: 02/09/2024**  
**Place: Mumbai**

**Explanatory Statement**

**(Pursuant to Section 110 of the Companies Act, 2013)**

**ITEM NO 1:**

The Members of the Company at its 37<sup>th</sup> AGM held on Friday, 30<sup>th</sup> September, 2022 had appointed M/s. Nimesh Mehta & Associates, Chartered Accountants (Firm Registration No. 117425W), as the Statutory Auditors of the Company to hold office from the conclusion of 37<sup>th</sup> AGM till the conclusion of 42<sup>nd</sup> Annual General Meeting of the Company respectively subject to ratification of the appointment by the Members at every AGM held after the 37<sup>th</sup> AGM of the Company.

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M/s. Nimesh Mehta & Associates, Chartered Accountants (Firm Registration No. 117425W) vide their letter both dated 14<sup>th</sup> August, 2024 have resigned from the position of Statutory Auditors of the Company, resulting into a casual vacancy in the office of Statutory Auditors of the Company as envisaged by section 139(8) of the Companies Act, 2013.

The Board of Directors at its meeting held on 2<sup>nd</sup> September, 2024, as per the recommendation of the Audit Committee, and pursuant to the provisions of Section 139(8) of the Companies Act, 2013, have appointed M/s. Chhajed & Doshi, Chartered Accountants, (FRN: 101794W), to hold office as the Statutory Auditors of the Company till the conclusion of 39<sup>th</sup> AGM and to fill the casual vacancy caused by the resignation of M/s. Nimesh Mehta & Associates, Chartered Accountants (Firm Registration No. 117425W) subject to the approval by the members at the 39<sup>th</sup> Annual General Meeting of the Company, at such remuneration plus applicable taxes, and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Managing Director of the Company.

The Company has received consent letter and eligibility certificate from M/s. Chhajed & Doshi, Chartered Accountants, (FRN: 101794W), to act as Statutory Auditors of the Company in place of M/s. Nimesh Mehta & Associates, Chartered Accountants (Firm Registration No. 117425W) along with a confirmation that, their appointment, if made, would be within the limits prescribed under the Companies Act, 2013.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out in Item No. 1 of the Notice for appointment and payment of remuneration to the Statutory Auditors.

None of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the aforesaid Ordinary Resolution.

The Board recommends an Ordinary Resolution set out in the Notice for approval by the Members.

**ITEM NO 2:**

The Board of Directors at its meeting held on 2<sup>nd</sup> September, 2024, as per the recommendation of the Audit Committee and pursuant to Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions if any, recommended the appointment of M/s. Chhajed & Doshi, Chartered Accountants, (FRN: 101794W), as Statutory Auditors of the Company to hold office for a period of five years, from the conclusion of the 39<sup>th</sup> AGM, till the conclusion of the 44<sup>th</sup> AGM of the Company to be held in the year 2028-29 subject to ratification of the appointment by the Members at every AGM held after the 39<sup>th</sup> AGM, at such remuneration plus applicable taxes, and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Managing Director of the Company.

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The Company has received consent letter and eligibility certificate from M/s. Chhaged & Doshi, Chartered Accountants, (FRN: 101794W), to act as Statutory Auditors of the Company along with a confirmation that, their appointment, if made, would be within the limits prescribed under the Companies Act, 2013.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out in Item No. 2 of the Notice for appointment and payment of remuneration to the Statutory Auditors.

None of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the aforesaid Ordinary Resolution.

The Board recommends an Ordinary Resolution set out in the Notice for approval by the Members

**ITEM NO 3:**

The Company in its ordinary course of business and/or on arm's length basis sources for running schools in different location in India. Given that VJTF Buildcon Pvt. Ltd, VJTF Infrashool Services (Mumbai) Pvt. Ltd, Witty Constructions Pvt. Ltd, Pratiksha Foundation Charitable Trust, Witty Global Education Trust, Witty Infratech Private Limited, Dr. Raina Jain, Rishi Jain, Dr. Vinay Jain, Preksha Jain, HappyMongo Learning Solutions Private Limited, of Witty Laxmi Leela Home Creators LLP, all companies and trust either subsidiary company or associates company or trust with same management. The Operational and Management Fees Income, Income collected on our behalf by, Lease rent expenses, Director's remuneration, Security cum Guarantee Given, Security cum Guarantee taken, Payable to associates, Investment in Shares of an subsidiary and associate, Other Current Liability, Reimbursement of expenses given, Loan given, Loan given received back, Payment made on behalf of, Payment made on behalf of received back, Payment received on behalf of, Payments received on behalf of - repaid from these companies is dependent on the requirement of the Company for its requirement from time to time. During the course of its business the Company also sells its products to these companies / trust. The brief detail of transaction is given below:-

<b>Name of the Related Party</b>	<b>Name of the Director / KMP who is related and nature of their relationship</b>
VJTF Infrashool Services (Mumbai) Private Limited	Dr. Vinay Jain and Dr. Raina Jain, both are the director in the company so directors are Interested
VJTF Buildcon Private Limited	Company is the subsidiary company and Dr. Vinay Jain and Dr. Raina Jain, both are the director in the company so directors are Interested
HappyMongo Learning Solutions Private Limited	Company is the subsidiary company and Dr. Vinay Jain and Dr. Raina Jain, Preksha Jain are the director in the company so directors are Interested

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Witty Global Education Trust	Dr. Vinay Jain and Dr. Raina Jain, both are the trustee in the Trust so Directors are Interested
Pratiksha Foundation Charitable Trust	Dr. Vinay Jain and Dr. Raina Jain, both are the trustee in the Trust so Directors are Interested
VJTF Infraschool Services (Udaipur) Private Limited	Dr. Vinay Jain and Dr. Raina Jain, both are the director in the company so directors are Interested
Witty Construction Private Limited	Dr. Vinay Jain and Dr. Raina Jain, both are the director in the company so directors are Interested
Witty Infratech Private Limited	Dr. Vinay Jain and Dr. Raina Jain, both are the director in the company so directors are Interested
V J Projects Private Limited	Dr. Vinay Jain and Dr. Raina Jain, both are the director in the company so directors are Interested
Witty Laxmi Leela Home Creators LLP	Dr. Vinay Jain is the representative of their company VJTF Buildcon Private Limited in the company so directors are Interested
Dr. Raina Jain	Key Managerial personal
Dr. Vinay Jain	Key Managerial personal
Dharamchand Shah	Key Managerial personal relatives
Bimaladevi Shah	Key Managerial personal relatives
Preeti Sogani	Key Managerial personal relatives
Preksha Jain	Key Managerial personal relatives
Rishi Jain	Key Managerial personal relatives

Sr. No.	Name of the Related Party	Nature of Transaction	Approx. Amount (Rs. In Lakhs)	Name of the Interested Directors
1	VJTF Infraschool Services (Mumbai) Private Limited	The Operational and Management	500	Dr. Raina Jain and Dr. Vinay Jain

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2	VJTF Buildcon Private Limited	Fees Income, Income collected		Dr. Raina Jain and Dr. Vinay Jain
3	Witty Global Education Trust	on our behalf by, Lease rent		Dr. Raina Jain and Dr. Vinay Jain
4	HappyMongo Learning Solutions Private Limited	expenses, Director's remuneration,		Dr. Raina Jain and Dr. Vinay Jain , Preksha Jain
5	Pratiksha Foundation Charitable Trust	Security cum Guarantee Given,		Dr. Raina Jain and Dr. Vinay Jain
6	VJTF Infraschool Services (Udaipur) Private Limited	Security cum Guarantee taken, Payable to		Dr. Raina Jain and Dr. Vinay Jain
7	Witty Construction Private Limited	associates, Investment in		Dr. Raina Jain and Dr. Vinay Jain
8	Witty Infratech Private Limited	Shares of an subsidiary and associate, Other		Dr. Raina Jain and Dr. Vinay Jain
9	V J Projects Private Limited.	Current Liability, Reimbursement		Dr. Raina Jain and Dr. Vinay Jain
10	Dr. Raina Jain	of expenses given, Loan given,		Key Managerial personal
11	Dr. Vinay Jain	Loan given received		Key Managerial personal
12	Dharamchand Shah	back, Payment made on behalf		Key Managerial personal relatives
13	Bimaladevi Shah	of, Payment made on behalf		Key Managerial personal relatives
14	Preksha Jain	of received back, Payment		Key Managerial personal relatives
15	Rishi Jain	received on behalf of,		Key Managerial personal relatives
16	Witty Laxmi Leela Home Creators LLP	Payments received on behalf of - repaid		Dr. Vinay Jain
17	Preeti Sogani			Key Managerial personal relatives

**ITEM NO 4:**

The existing Articles of Association ("AoA") of the Company were adopted when the Company was incorporated under the Companies Act, 1956. With the enactment of the Companies Act, 2013, several provisions of the Companies Act, 1956 have been either modified or replaced. Consequently, it is considered desirable to replace the existing AoA with a new set of Articles that align with the provisions of the Companies Act, 2013, and the rules made thereunder, including Table F of the First Schedule to the Act.

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The new Articles of Association, which have been drafted in accordance with the Companies Act, 2013, are proposed to replace the existing AoA entirely. The new set of AoA is comprehensive and reflects the various provisions and requirements under the Companies Act, 2013. These changes include, but are not limited to, the provisions related to the issuance of securities, the role and responsibilities of the Board of Directors, the conduct of general meetings, and the rights and obligations of shareholders.

Pursuant to Section 14 of the Companies Act, 2013, the alteration of the Articles of Association of the Company requires the approval of the shareholders by way of a Special Resolution. Accordingly, the Board of Directors recommends the resolution as set out in the Notice for your approval as a Special Resolution.

A copy of the proposed set of new Articles of Association is available for inspection at the registered office of the Company during business hours on all working days, except Saturdays, Sundays, and public holidays, between [10:00 a.m. to 5:00 p.m.] until the date of the Annual General Meeting. Shareholders can also obtain a copy of the same from the Secretarial Department of the Company upon request.

None of the Directors or Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the said resolution.

The Board of Directors recommends the Special Resolution as set out in the Notice for the approval of the members.

**ITEM NO 5:**

The existing Memorandum of Association (“MOA”) of the Company was adopted at the time of its incorporation under the provisions of the Companies Act, 1956. With the introduction of the Companies Act, 2013, several clauses in the existing MOA have become outdated as they contain references to specific sections and provisions of the Companies Act, 1956, which are no longer in force.

In order to align the MOA with the provisions of the Companies Act, 2013, it is proposed to amend the existing MOA by replacing the clauses that refer to the Companies Act, 1956 with the corresponding provisions of the Companies Act, 2013. The modifications include changes to the Objects Clause, Liability Clause, and any other clauses that require updating in accordance with the new legislation.

The alteration of the MOA of the Company requires the approval of the shareholders by way of a Special Resolution as per Section 13 of the Companies Act, 2013. Accordingly, the Board of Directors recommends the resolution as set out in the Notice for your approval as a Special Resolution.

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A copy of the proposed amended Memorandum of Association is available for inspection at the registered office of the Company during business hours on all working days, except Saturdays, Sundays, and public holidays, between [10:00 a.m. to 5:00 p.m.] until the date of the Annual General Meeting. Shareholders can also obtain a copy of the same from the Secretarial Department of the Company upon request.

None of the Directors or Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the said resolution.

The Board of Directors recommends the Special Resolution as set out in the Notice for the approval of the members.

**ITEM NO. 6:**

The Companies Act, 2013, introduced significant changes in the governance and operation of companies. One such change pertains to the objects clause of the Memorandum of Association (MOA). Under the previous Companies Act, 1956, companies could engage in business activities beyond their principal business activities by invoking clauses contained in the "Other Objects" section of their MOA, through resolutions passed in the Board of Directors' meetings or Annual General Meetings (AGMs).

However, with the enactment of the Companies Act, 2013, a company is only allowed to engage in business activities explicitly mentioned in its "Main Objects" clause. The concept of "Other Objects" has been done away with under the new Act. Any activities beyond the company's main objects must be reflected within the main object clause of the Memorandum of Association. Failure to comply may render such activities ultra vires (beyond the powers) of the company.

Currently, the Company is engaged in the business of education and school management. To ensure compliance with the Companies Act, 2013, the Board proposes to amend the MOA by replacing the current clauses in the "Main Objects" with new clauses that reflect the company's business more appropriately. Additionally, in compliance with Section 4(1)(c), Section 13, and other applicable provisions of the Companies Act, 2013, the company will delete the entire: **(C) OTHER OBJECTS**, Point No. 71 to 156 as they no longer serve any legal purpose under the new legislative framework.

The alteration of the MOA is essential to ensure that the company operates in compliance with the provisions of the Companies Act, 2013, and to formalize the activities the company is already engaged in as part of its principal business. The proposed amendment will enable the company to lawfully carry out its business activities and any future expansions related to education and school management within the scope of the law.

None of the Directors, Key Managerial Personnel (KMP), or their relatives are in any way concerned or interested in this resolution, except to the extent of their shareholding in the company, if any.

**VJTF EDUSERVICES LIMITED**  
**(CIN: - L80301MH1984PLC033922)**

**Registered Office:** - Witty Neelkanth Apartment, Opp Mumbai Bank,  
Ramchandra Lane, Malad West, Mumbai - 400 064 Tel: 022-46160493

Email id: - [yjtfho@vjtf.com](mailto:yjtfho@vjtf.com) Website: - [www.vjtf.com](http://www.vjtf.com)

The Board of Directors recommends the resolution for the members' approval by way of a Special Resolution.

**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)

Dated: 02/09/2024  
Place: Mumbai

**POLLING PAPER**  
**FORM NO. MGT-12**

[Pursuant to section 109(5) of the Companies Act, 2013 and  
**Rule 21(1) (c) of the Companies (Management and Administration) Rules, 2014]**

39<sup>th</sup> ANNUAL GENERAL MEETING

<b>BALLOT PAPER / PROXY FORM</b>		
<b>SR .No.</b>	<b>Particulars</b>	<b>Details</b>
<b>1.</b>	Name of the First named Shareholder (in Block Letters)	
<b>2.</b>	Postal Address	
<b>3.</b>	Registered folio No. / *Client ID No. (*Applicable to investors holding shares in dematerialized form)	
<b>4.</b>	Class of Share	Equity Share of Rs. 10/- Each



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I/We hereby exercise my/ our vote in respect of the Ordinary/ Special Resolutions enumerated below and as set out in the Notice of Annual General Meeting (AGM) of the Company scheduled on **Monday, 30<sup>th</sup> September, 2024 at 02.30 PM** by recording my/our assent or dissent to the said resolutions by placing tick (✓) mark in the appropriate box below:-

Item No.	Items	No.of shares held by me*	I assent to the resolution ("For")	I dissent from the resolution ("Against")
<b>Ordinary Business</b>				
1.	Audited Financial Statement of the Company for the financial year ended 31 <sup>st</sup> March, 2024, the Reports of the Board of Directors and the Auditors thereon; and			
2.	Audited Consolidated Financial Statements of the Company for the financial year ended 31 <sup>st</sup> March, 2024, the Reports of the Board of Directors and the Auditors thereon;			
<b>Special Business</b>				
1.	Appointment of Statutory Auditor to Fill Casual Vacancy			
2.	Appointment of Statutory Auditor			
3.	To take the approval for Related Party Transaction for the Financial Year 2024 -25			
4.	To take approval for adoption of new set of Articles of Association of the Company			
5.	To take approval for adoption of new set of Memorandum of Association of the Company			
6.	Change of Object Clause of the Memorandum of Association of the company			

*\*Entitlement of shareholders to cast their vote at the 39<sup>th</sup> Annual General Meeting will be reckoned on the cut-off date i.e. 23<sup>rd</sup> September, 2024. Accordingly, the number of shares held by shareholders on such aforesaid date will only be considered.*

**Instructions:**

1. This Ballot Form is provided for the benefit of Members who do not have access to e-voting facility.
2. A Member can opt for only one mode of voting, i.e. either voting through e-voting or by Ballot. If a member cast votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.
3. For detailed instructions on e-voting, please refer to the notes appended to the Notice of the AGM.

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4. The Scrutinizer will collate the votes downloaded from the e-voting system and report to the Chairman who will check the votes received in the AGM and declare the final result for each of the Resolutions forming part of the Notice of the AGM.

Affix  
1 Rupee  
Revenue  
Stamp

**Process and Manner for Members opting to vote by using the Ballot Form:**

1. Please complete and sign the Ballot Form and put the same in the Ballot Box provided in the AGM Venue.
2. The Form should be signed by the Member or Authorized Signatory in case of Company as per the specimen registered with Company
3. In case of Company, trust, society etc. certified copy of Board Resolution authorizing representative must be registered or filed with us in advance to avoid any inconvenience
4. Votes must be cast in case of each resolution by marking (√) mark in the appropriate column provided in the Ballot
5. The voting rights of shareholders shall be in proportion of the shares held by them in the paid-up equity share capital of the company.
6. Unsigned, incomplete, improperly filled ballot forms will not be counted for voting.
7. The decision of the Chairman on the validity of the Ballot Form and other related matter shall be final.
8. The results shall be declared by the Chairman in the AGM based on report of scrutinizer and also the Ballot forms submitted up to the AGM of Company by the shareholders. It will also be communicated within 2 days to the Bombay Stock Exchange Limited, Central Depository Services India Limited and on the website of the Company for the information of the shareholders.

Place: Mumbai

Date: 02/09/2024

\_\_\_\_\_  
(Signature of the Shareholder / Proxy holder)

**ATTENDANCE SLIP**

I/We hereby record my presence at the 39<sup>th</sup> Annual General Meeting of the Company to be held at Ground Floor, Witty International School, Chikoowadi, Borivali West, Mumbai - 400092, on Monday, 30<sup>th</sup> September, 2024 at 02.30 PM.

<b>Name of the Member</b>	
<b>Registered Address</b>	
<b>E-mail Id</b>	
<b>Folio No./Client Id*</b>	
<b>DPID*</b>	

**\*Applicable for investors holding shares in electronic form**

.....  
**Name of attending Member / Proxy**

.....  
**Member's / Proxy's Signature**

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<b>EVSN</b> <b>(Electronic Voting Event Number)</b>	<b>USER ID</b>	<b>PASSWORD/PIN</b>

**Note:** E-voting period: 27<sup>th</sup> September, 2024 at 09.00 A.M. IST and ends on 29<sup>th</sup> September, 2024 at 05:00 P.M. IST.

If you have any query regarding e-voting Password/PIN, please contact at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

**(Member's /Proxy's Signature)**

**Route Map**

**Borivali Station, West to Ground Floor, Witty International School, Padma Nagar, Next to Garden Grove Complex, Opposite Mhada Layout, Phase 1, Chikoowadi, Borivali West, Mumbai, Maharashtra - 400092.**

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