



Date: 06/09/2022

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

**Sub: - 37th 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:

37th Annual General Meeting (F.Y. 2021-22):

Notice is hereby given that the 37th Annual General Meeting of **VJTF Eduservices Limited** will be held at Ground floor, Witty International School, Padma Nagar, Next to Garden Grove Complex, Opposite Mhada Layout, Phase 1, Chikoowadi, Borivali West, Mumbai, Maharashtra-400092 on Friday, 30th September, 2022 at 02:00 P.M., to transact the business set out in the notice issued in the Annual Report 2021-2022. [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 NSDL, on all the resolutions set forth in the Notice of the AGM.

E-voting period will commence from Tuesday, 27th September, 2022 at 09:00 AM and ends on Thursday, 29th September, 2022 at 05:00 PM. 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 NSDL by e-mailing their queries / grievances at evoting@nsdl.co.in or **CS. Rajvirendra Singh Rajpurohit** (E-voting Scrutinizer) to rsrajpurohitandco@gmail.com

VJTF EDUSERVICES LIMITED

CIN No:L80301MH1984PLC033922

Reg. Office: Witty International School, Pawan Baug Road, Malad West, Mumbai-400064

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

Website: www.vjtf.com / www.wittykidsindia.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 Saturday, 24th September, 2022 to Friday, 30th September, 2022 (Both days inclusive) for the purpose of AGM.

In connection with the subject matter, we are enclosing herewith copy of notice issued for 37th 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,

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

Dr. Vinay Jain
Managing Director
DIN: 00235276



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NOTICE

Notice is hereby given that the 37th Annual General Meeting of **VJTF EduserVICES Limited** will be held at Ground Floor, Witty International School, Padma Nagar, Next to Garden Grove Complex, Opposite Mhada Layout, Phase 1, Chikoowadi, Borivali West, Mumbai, Maharashtra - 400092 on Friday, 30th September, 2022 at 02:00 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 31st March, 2022, 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 31st March, 2022.
3. To appoint M/s Nimesh Mehta & Associates, Chartered Accountants as Statutory Auditors from the conclusion of this Annual General Meeting until the conclusion of the 42nd Annual General Meeting and to fix their remuneration:

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

“**RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, as may be applicable and pursuant to the recommendations of the Audit Committee, M/s. Nimesh Mehta & Associates, Chartered Accountants (Firm Registration No. 117425W), be appointed as statutory auditors of the Company, subject to approval of shareholders, in place of retiring auditor M/s J. Kala & Associates (Firm Registration No. 118769W), to hold office from the conclusion of this 37th AGM until the conclusion of the 42nd AGM held in the FY 2026-27, subject to ratification by members every year, as applicable, at such remuneration and out of pocket expenses, as may be decided by the Board of Directors of the Company.”

Special Business:

4. Approval under Section 186 of the Companies Act, 2013 for the subsidiary company **M/s VJTF Buildcon Private Limited**:

“**RESOLVED THAT** pursuant to the provisions of Section 186 of the Companies Act, 2013, read with The Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof for the time being in force), if any, consent of the shareholders of the Company be and is hereby accorded to (a) give any loan to any person(s) or other body corporate(s) ; (b) give any guarantee or provide security in connection with a loan to any person(s) or other body corporate(s) ; and (c) acquire by way of subscription, purchase or otherwise, securities of any other body corporate from time to time in one or more tranches as the Board of Directors as in their absolute discretion deem beneficial and in the interest of the Company, for an amount not exceeding Rs.500 Crore (Rupees Five Hundred Crores Only)

outstanding at any time, notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013 for its subsidiary company i.e. **M/s VJTF Buildcon Private Limited**.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, Executive Directors and Company Secretary of the Company, be and are hereby severally authorised to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and file returns with Registrar of Companies, that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

5. Approval under Section 180 of the Companies Act, 2013 for the subsidiary company **M/s VJTF Buildcon Private Limited**:

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

“**RESOLVED THAT** pursuant to the provisions of Section 180 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof, the consent of the shareholders of the Company be and is hereby accorded to the Board of Directors of the subsidiary company of the listed company to borrow money, as and when required, from, including without limitation, any Bank and/ or other Financial Institution and/or foreign lender and/or anybody corporate/ entity/ entities and/or authority/authorities, either in rupees or in such other foreign currencies as may be permitted by law from time to time, as may be deemed appropriate by the Board for an aggregate amount not exceeding a sum of Rs.500 Crore (Rupees Five Hundred Crores Only), notwithstanding that money so borrowed together with the monies already borrowed by the Company, if any (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital of the Company and its free reserves of **VJTF Buildcon Private Limited**.

RESOLVED FURTHER THAT pursuant to Section 180(1)(a) and other applicable provisions if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof, consent of the shareholders of the company be and is hereby accorded, to the Board of Directors of the Subsidiary Company to pledge, mortgage, hypothecate and/or charge all or any part of the moveable or immovable properties of the Company and the whole or part of the undertaking of the Company of every nature and kind whatsoever and/or creating a floating charge in all or any movable or immovable properties of the Company and the whole of the undertaking of the Company to or in favour of banks, financial institutions, investors and any other lenders to secure the amount borrowed by the Company or any third party from time to time for the due payment of the principal and/or together with interest, charges, costs, expenses and all other monies payable by the Company or any third party in respect of such borrowings provided that the aggregate indebtedness secured by the assets of the Company does not exceed a sum of Rs. 500 Crore (Rupees Five Hundred Crores Only).

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

6. Ratification/ Approval of Related Party Transactions:

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 Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements), 2015 (Listing Regulations) and other applicable provisions, if any of the Listing Regulations, Companies Act, 2013 and Rules made thereunder, including statutory modification(s) or re- enactment thereof for the time being in force and as may be notified from time to time, consent of the members of the company be and is hereby accorded to the Board of Directors of the company to enter into contract(s)/arrangement(s)/ transaction(s) with parties as detailed in the table forming part of the Explanatory Statement annexed to this notice with respect to Sale, purchase or supply of goods or materials, leasing of property of any kind, availing or rendering of any services, appointment of agent for purchase or sale of goods, materials, services or property or appointment of such parties to any office or place of profit in the company or any other transactions of whatever nature, at arm’s length basis and in the ordinary course of business, notwithstanding that such transactions may exceed 10% of the Consolidated Turnover of the Company in any financial year or such other threshold limits as may be specified by the Listing Regulations from time to time, up to such extent and on such terms and conditions as specified in the table forming part of the Explanatory Statement annexed to this notice.

FURTHER RESOLVED THAT the members hereby ratify the material related party transactions between the Company and its related Companies and trust, for the financial years 2020-21 & 2021-22, at arm’s length basis and in the ordinary course of business, under the existing related party arrangement as detailed in the Explanatory Statement to this Notice.

FURTHER RESOLVED THAT the terms and conditions of the transactions with the Related Parties shall be approved by the Audit & Risk Management Committee.”

**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: 06/09/2022
Place: Mumbai**

NOTES:

- **The Register of Members will be closed from 24th September, 2022 to 30th September, 2022 (both days inclusive), for the purpose of the Annual General Meeting.**
- 1. 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.
- 2. Proxy forms in order to be effective must be received at Registered Office of the Company situated at Witty International School, Pawan Baug Road, Malad West, Mumbai - 400064, 48 hours before the Annual General Meeting.
- 3. 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.
- 4. Members are requested to bring their copies of the Report and Accounts to the Meeting.
- 5. 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 37th 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.
- 6. 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.
- 7. The route map showing directions to reach the venue of the 37th AGM is annexed to the Annual Report.
- 8. 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.
- 9. 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.
- 10. 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.
- 11. 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.
- 12. Copies of Annual Report 2022 are being sent to the members in the permitted mode.
- 13. 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.
- 14. **Mr. Rajvirendra Singh Rajpurohit, Practicing Company Secretary (Membership No. FCS 11346)** 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.

15. 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 30th September, 2022.

16. 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.

17. 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.

- (i) The voting period begins on **Tuesday, 27th September, 2022 at 09:00 AM and ends on Thursday, 29th September, 2022 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 23rd September, 2022** 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) 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.

- (iv) 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>Individual Shareholders holding securities in Demat mode with CDSL</p>	<p>1) 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 https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.</p> <p>2) 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 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>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</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 www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & 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>1) 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: https://eservices.nsd.com 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>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS" "Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ 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 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.</p>

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 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.

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

Login type	Helpdesk details
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 helpdesk.evoting@cdslindia.com 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 evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

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

(v) 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.
- 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,
 - 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 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:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • 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. <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.
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- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <**VJTF EDUSERVICES LIMITED**> on which you choose to vote.
- (x) 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.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) 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.
- (xvi) **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 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.
 - 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 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; manoj@wittykidsindia.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.

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 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, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

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

**Place: Mumbai
Dated: 06/09/2022**

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

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

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 3 Though not mandatory, this statement is provided for understanding.

M/s J. Kala & Associates, Chartered Accountants (Firm Registration No. 118769W) were appointed as the Statutory Auditors of the Company for two-consecutive term of Five years each till the conclusion of Thirty Seventh Annual General Meeting (AGM) of the Company scheduled in 2022. Second proviso to Section 139(2) of the Companies Act, 2013 provides for the appointment of a new Auditor when the existing Auditor's Firm has completed two consecutive term of five years each. Accordingly, as per the said requirements of the Act, M/s Nimesh Mehta & Associates, Chartered Accountants, Mumbai (Firm Regn. No. 117425W) is proposed to be appointed as the Statutory Auditors of the Company, subject to approval of shareholders, for a period of 5 years, commencing from the conclusion of 37th AGM till the conclusion of the 42nd AGM to be held in the year 2027.

M/s Nimesh Mehta & Associates, Chartered Accountants, has consented to the said appointment and confirmed that their appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act. They have further confirmed that they are not disqualified to be appointed as Statutory Auditors in terms of the provisions of the proviso to Section 139(1), Section 141(2) and Section 141(3) of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014.

Memorandum of interest

None of the Directors / Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the Resolution set out at item No. 3 of the notice.

The Board recommends the Resolution at Item No. 3 to be passed as an Ordinary Resolution.

SPECIAL BUSINESS:

Item NO. 4

In order to make optimum use of funds available with the Subsidiary Company of the listed company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other body corporate as and when required.

Members may note that pursuant to Section 186 of the Companies Act, 2013 ("Act"), the Company can give loan or give any guarantee or provide security in connection with a loan to any other body corporate or person and acquire securities of any other body corporate, in excess of 60% of its paid up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more, with approval of Members by special resolution passed at the general meeting.

In view of the aforesaid, it is proposed to take approval under Section 186 of the Companies Act, 2013, by way of special resolution, up to a limit of Rs. 500 Crores, as proposed in the Notice.

The above proposal is in the interest of the Company and the Board recommends the Resolution as set out at Item No. 4 for approval by the members of the Company.

The Directors or Key Managerial Personnel are the directors and KMP in the subsidiary company so directors are concerned with or interested, financially or otherwise in the resolution at Item no. 4 of the accompanying notice.

The Board recommends the resolution at Item No. 4 to be passed as Special Resolution.

Item No 5

Keeping in view the Subsidiary Company's long term strategic and business objectives, the Company may need additional funds. For this purpose, the Company may, from time to time, raise finance from various Banks and/or Financial Institutions and/ or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in ordinary course of business) may exceed the aggregate of the paid-up capital and free reserves of the Company. Pursuant to Section 180(1)(c) of the Companies Act, 2013, the Board of Directors cannot borrow more than the aggregate amount of the paid-up capital of the Company and its free reserves at any one time except with the consent of the members of the Company in a general meeting. In order to facilitate securing the borrowing made by the Company, it would be necessary to create charge on the assets or whole or part of the undertaking of the Company. Further, Section 180(1)(a) of the Companies Act, 2013 provides for the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company subject to the approval of members in the General Meeting.

The above proposal is in the interest of the Company and the Board recommends the Resolution as set out at Item No.5 for approval by the members of the Company.

The Directors or Key Managerial Personnel are the directors and KMP in the subsidiary company so directors are concerned with or interested, financially or otherwise in the resolution at Item no. 5 of the accompanying notice.

The Board recommends the resolution at Item No. 5 to be passed as Special Resolution.

Item No. 6

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 Infraschool Services (Mumbai) Pvt. Ltd, VJTF Construction Pvt. Ltd, Pratiksha Foundation Charitable Trust, Witty Global Education Trust, Witty Education Pvt. Ltd., Witty Infratech Private Limited, Dr. Raina Jain and Dr. Vinay Jain 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:

Name of the Related Party	Name of the Director / KMP who is related and nature of their relationship
VJTF Infraschool 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
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
Witty Education Pvt. Ltd.	Dr. Vinay Jain and Dr. Raina Jain, both are the director in the company 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
VJTF Construction Private Limited	Dr. Vinay Jain and Dr. Raina Jain, both are the director in the company so directors are Interested
Witty Enterprises 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
Dr Raina Jain	Director herself
Dr Vinay Jain	Director himself

Transactions during the year

(Rs. in lakhs)

Particulars	YEAR ENDED 31 st MARCH, 2022			YEAR ENDED 31 st MARCH, 2021		
	Subsidiary	Associate / Others	Key Management Personnel	Subsidiary	Associate / Others	Key Management Personnel
<u>Interest Expenses</u>						
VJTF Infraschool Services (Udaipur) Private Limited	-	-	-	-	89.31	-
-						
<u>Director's Remuneration Expenses</u>						
Dr. Vinay Jain	-	-	60.00	-	-	60.00
Dr. Raina Jain	-	-	60.00	-	-	60.00
<u>Loans Given</u>						
VJTF Infraschool Services (Mumbai) Private Limited	-	880.86	-	-	5.68	-
<u>Loans Given Received Back</u>						
VJTF Buildcon Private Limited	-	-	-	809.70	-	-
<u>Operation & Managment Deposits Received Back</u>		1,400.14				
<u>Lease Deposit Received Back</u>						
Witty Global Education Trust	-	449.19	-	-	-	-

<u>Payments made on behalf of:</u>						
Pratiksha Foundation Charitable Trust	-	-	-	-	541.85	-
Witty Global Education Trust	-	-	-	-	159.28	-
Witty Education Pvt. Ltd.					50.09	
-						
<u>Payments made on behalf of - received back:</u>						
Pratiksha Foundation Charitable Trust	-	-	-	-	541.85	-
Witty Global Education Trust	-	-	-	-	159.28	-
Witty Education Pvt. Ltd.					50.09	-
<u>Payments received on behalf of:</u>						
Pratiksha Foundation Charitable Trust	-	2,666.94	-	-	1,613.16	-
Witty Education Private Limited	-	112.29	-	-	352.97	-
Witty Global Education Trust	-	981.93	-	-	33.04	-
<u>Payments received on behalf of - repaid:</u>						
Pratiksha Foundation Charitable Trust	-	2,855.57	-	-	1,517.84	-
Witty Education Private Limited	-	112.29	-	-	970.70	-
Witty Global Education Trust	-	986.35	-	-	28.63	-
VJTF Infraschool Services (Udaipur) Private Limited	-	242.05	-	-	8.32	-
<u>Security cum Guarantee Given</u>						
Witty Enterprises Private Limited	-	-	-	-	10,000.00	-
Witty Infratech Private Limited	-	-	-	-	1,100.00	-
VJTF Infraschool Services (Mumbai) Private Limited	-	-	-	-	1,000.00	-
Dr Raina Jain	-	-	-	-	-	500.00

Material terms of the transactions include the:

1) All the transactions were on continuing basis and were undertaken on arm's length basis and in the ordinary course of business.

Any other information relevant or important for the Members to take decision on the proposed resolution: None

In view of compliance with Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of members for the above Related Party Transactions is being sought by way of Ordinary Resolution. The proposal outlined above will contribute to continuous growth & profits of your Company and is in the interest of the Company. Hence, the Audit & Risk Management Committee / Board recommends the resolution set out in the Item as an Ordinary resolution. None of the Related Parties shall vote in the resolution. None of Director, key managerial personnel and their relatives, is concerned or interested in the said resolution except to the extent of their directorship and shareholding in the Company.

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]

VJTF EDUSERVICES LIMITED

CIN NO: L80301MH1984PLC033922

Regd. Off: Witty International School, Pawan Baug Road,
Malad West, Mumbai – 400 064.

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

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

37th ANNUAL GENERAL MEETING

BALLOT PAPER

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

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 Friday, 30th September, 2022 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")
Ordinary Business				
1.	Adoption of Financial statements for the year ended 31st March, 2022, the Reports of the Board of Directors and the Auditor's thereon; and			
2.	Adoption of the Consolidated Financial Statements of the Company for the financial year ended 31st March, 2022			
3.	To appoint M/s Nimesh Mehta & Associates, Chartered Accountants as Statutory Auditors from the conclusion of this Annual General Meeting until the conclusion of the 42nd Annual General Meeting and to fix their remuneration			
Special Business				
4.	Approval under Section 186 of the Companies Act, 2013 for the subsidiary company M/s VJTF Buildcon Private Limited			
5.	Approval under Section 180 of the Companies Act, 2013 for the subsidiary company M/s VJTF Buildcon Private Limited			

6.	Ratification/ Approval of Related Party Transactions.			
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**Entitlement of shareholders to cast their vote at the 37th Annual General Meeting will be reckoned on the cut-off date i.e. 23rd September, 2022. Accordingly, the number of shares held by shareholder 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.
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.

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:

(Signature of the Shareholder / Proxy holder)

VJTF EDUSERVICES LIMITED

CIN: L80301MH1984PLC033922

Reg. Off.: Witty International School, Pawan Baug Road, Malad West, Mumbai-400064.

Ph- 022-61056800/01/02, Email: vjtfho@vjtf.com, Website: www.vjtf.com

ATTENDANCE SLIP

(Please complete this Attendance slip and hand it over at the entrance of the Meeting Hall)

DPID _____

CLIENT ID _____

Regd. Folio No. _____

I hereby record my presence at the 37th ANNUAL GENERAL MEETING of the Company held on Friday, 30th September, 2022 at 2.00 P.M. at Ground Floor, Witty International School, Padma Nagar, Next to Garden Grove Complex, Opposite Mhada Layout, Phase 1, Chikoowadi, Borivali West, Mumbai, Maharashtra - 400092.

Name of Shareholder/Proxy _____

Signature of Shareholder/Proxy _____

-----Cut here-----

NOTE: You are requested to sign and handover this slip at the entrance of the meeting venue.

VJTF EDUSERVICES LIMITED

CIN: L80301MH1984PLC033922

Reg. Off.: Witty International School, PawanBaug Road, Malad West, Mumbai-400064.

Ph- 022-61056800/01/02, Email: vjtfho@vjtf.com, Website: www.vjtf.com

PROXY FORM/ BALLOT PAPER

Name of the member(s):
Registered Address:
E-mail Id:
Folio No/ Client Id:
DP ID:

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

1. Name:-----

Address: -----

E-mail Id: ----- Signature: ----- or failing him/her

2. Name:-----

Address: -----

E-mail Id: ----- Signature: ----- or failing him/her

3. Name:-----

Address: -----

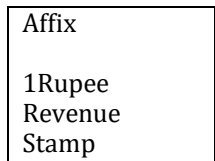
E-mail Id: ----- Signature: ----- or failing him/her

as my/our proxy to attend and vote for me/us and on my/our behalf at the 37th Annual General Meeting of the Company to be held on Friday, 30th September, 2022 at 02:00 P.M. at Ground Floor, Witty International School, Padma Nagar, Next to Garden Grove Complex, Opposite Mhada Layout, Phase 1, Chikoo wadi, Borivali West, Mumbai, Maharashtra - 400092 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	Vote	
		For	Against
Ordinary Business			
1.	Adoption of Financial statements for the year ended 31 st March, 2022, the Reports of the Board of Directors and the Auditor's thereon; and		
2.	Adoption of the Consolidated Financial Statements of the Company for the financial year ended 31 st March, 2022		
3.	To appoint M/s Nimesh Mehta & Associates, Chartered Accountants as Statutory Auditors from the conclusion of this Annual General Meeting until the conclusion of the 42 nd Annual General Meeting and to fix their remuneration		

Special Business			
4.	Approval under Section 186 of the Companies Act, 2013 for the subsidiary company M/s VJTF Buildcon Private Limited		
5.	Approval under Section 180 of the Companies Act, 2013 for the subsidiary company M/s VJTF Buildcon Private Limited:		
6.	Ratification/ Approval of Related Party Transactions		

As witness my / our hand(s) this _____ day of _____ 2022



Signature of Shareholder:

Signature of Proxy:

Note:

The proxy form duly stamped, completed and signed must be deposited at the Registered Office of the Company not less than 48 hours before the time for holding of the aforesaid meeting. The Proxy need not be a member of the Company.

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.

