

VJTF EDUSERVICES LIMITED

(Formerly known as Artheon Finance Limited)

CIN No. L65990MH1984PLC033922

Registered Office: 1st Floor, Neelkanth Apartment, Ramchandra lane, Malad (West), Mumbai – 400 064.

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

www.wittykidsindia.com



Notice of Postal Ballot to the Equity Shareholders

Dear Member (s)

Notice is hereby given that pursuant to Section 110 and other applicable provisions of the Companies Act, 2013 (the "Act"), if any, read together with Rule 22 of the Companies (Management and Administration) Rules, 2014 (the "Rules"), including any statutory modifications or re-enactments thereof for the time being in force, the Resolution appended below is proposed to be passed as a special resolution by way of postal ballot / electronic voting ("e-voting"). The Explanatory Statement, pursuant to Section 102 of the Act, pertaining to the said Resolution, setting out the material facts concerning the item and the reasons thereof is annexed hereto along with a Postal Ballot Form (the "Form") for your consideration.

The Board of Directors at their meeting held on October 8, 2015 has, subject to the approval of the members of the company by way of Special Resolution and subject to such necessary approval as may be required from the concerned authority, approved the transfer of equity shares of the Company held in its subsidiary companies ie. VJTF Infrastructure Private Limited, VJTF Buildcon Private Limited and Rishi Reality Leasing Services Private Limited in the proportion as set out below.

However, consequently, the Board of Directors decided to reconsider the transfer of its shareholding in VJTF Buildcon Private Limited and therefore has placed the resolution before the members for their approval pertaining only to the transfer of its shareholding in VJTF Infrastructure Private Limited and Rishi Reality Leasing Services Private Limited.

The Board of Directors in the same meeting held on October 8, 2015 has appointed Mrs. Poonam Somani, Practicing Company Secretary, as the Scrutinizer for conducting the postal ballot/ e-voting process in a fair and transparent manner.

Therefore, pursuant to the provisions of Section 110 of the Act read with the Rules and Clause 49 V(F) of the Listing Agreement, the consent of the members for the aforesaid proposal is sought to be obtained by Postal Ballot / E-Voting ("Postal Ballot"). An explanatory statement pursuant to Section 102 of the Act pertaining to the resolution setting out all material facts and the reasons therefore, along with the postal ballot form, is enclosed for your consideration.

The members desiring to exercise their vote by postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed in the enclosed self-addressed Business Reply Envelope. Postage will be borne and paid by the Company. Postal Ballot Form(s), if sent by courier or by registered post/ speed post at the expense of the Member(s) will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given on the self-addressed Business Reply Envelope. The duly completed Postal Ballot Form (s) should reach the Scrutinizer not later than 5.00 P.M on November 14 2015, to be eligible for being considered, failing which it will be strictly considered that no reply has been received from the Member.

In accordance with Clause 35B of the Listing Agreement entered into by the Company with Bombay Stock Exchange Limited ("BSE") on which the equity shares of the Company are listed, and the provisions of Section 108 and 110 of the Act read with the Rules, the Company is pleased to provide e-voting facility to its members to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Forms by post. The Company has engaged

Central Depository Services (India) Limited (CDSL) to provide e-voting facility. The e-voting facility is available from Friday, October 16, 2015 at 9.00 A.M. till Saturday, November 14, 2015 at 5.00 P.M. Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions in the Notes under the section 'Voting through electronic means'. References to postal ballot(s) in this Postal Ballot Notice include votes received electronically.

It may be noted that e-voting is optional. If a Member has voted through e-voting facility, he is not required to send the Postal Ballot Form. If a Member votes through e-voting facility as well as sends his vote through the Postal Ballot Form, the votes cast through e-voting shall only be considered by the Scrutinizer and voting done through Postal Ballot Form will be treated as invalid.

Resolution:

Item No. 1: Transfer of shares held in VJTF Infrastructure Private Limited and Rishi Reality Leasing Services Private Limited to Cerestra Advisors Limited

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT in accordance with the applicable provisions of Companies Act, 2013, Memorandum of Association and Articles of Association of the Company and subject to compliance of clause 49 of the Listing Agreement, consent of the Members of the Company be and is hereby accorded for transfer of 17,05,083 shares constituting 51% of the shareholding of the Company in VJTF Infrastructure Private Limited, for a consideration of INR 51,152,490 and 2,49,900 shares constituting 51% of the shareholding of the Company in Rishi Reality Leasing Services Private Limited for a consideration of INR 41,983,200 (hereinafter referred to as the **“Prop Companies”**) to Cerestra Advisors Limited.

RESOLVED FURTHER THAT Dr. Vinay Jain and Dr. Raina Vinay Jain, Directors of the Company, be and are hereby jointly and severally authorised, for and on behalf of the Company, to execute, sign, and verify including, amongst others, the said draft share purchase agreement, share transfer form and do all such acts, deeds and things that may be necessary to complete the aforesaid transaction of the transfer of shares.”

By the order of Board of Directors

**For VJTF Eduservices Limited
(Formerly known as Artheon Finance Limited)**

Registered Office:

1st Floor, Neelkanth Apartment,
Ramchandra Lane, Malad (West), Mumbai – 400064

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

Place: Mumbai

Date: October 8, 2015

Notes:

1. The statement pursuant to Section 102 of the Act stating all material facts and the reasons for the proposal is annexed herewith.
2. The Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members / List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on October 9, 2015. The Postal Ballot Notice is being sent to Members in electronic form to the email addresses registered with their Depository Participants (in case of electronic shareholding) / the Company's Registrar and Share Transfer Agents (in case of physical shareholding). For Members whose email IDs are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode along with a postage prepaid self addressed Business Reply Envelope.
3. Members whose names appear on the Register of Members / List of Beneficial Owners as on October 9, 2015 will be considered for the purpose of voting.
4. Resolutions passed by the Members through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
5. The Members can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Forms will be treated as invalid.
6. In case a Member is desirous of obtaining a duplicate Postal Ballot Form, he or she may send an e-mail to vjtfho@vjtf.com. The Registrar and Transfer Agent / Company shall forward the same along with postage prepaid self addressed Business Reply Envelope to the Member.
7. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Members as on October 9, 2015.
8. In compliance with Sections 108 and 110 of the Companies Act, 2013 and the Rules made thereunder, the Company has provided the facility to the Members to exercise their votes electronically and vote on all the resolutions through the e-voting service facility arranged by CDSL. The instructions for electronic voting are annexed to this Notice.
9. A Member cannot exercise his vote by proxy on postal ballot.
10. Members desiring to exercise their vote by physical postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed, in the enclosed self addressed Business Reply Envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than close of working hours on or before 5.00 P.M on November 14, 2015. The postage will be borne by the Company. However, envelopes containing postal ballots, if sent by courier or registered / speed post at the expense of the Members will also be accepted. If any postal ballot is received after 5.00 P.M on November 14, 2015, it will be considered that no reply from the Member has been received.
11. The Scrutinizer will submit his report to the Chairman after the completion of scrutiny, and the result of the voting by postal ballot will be announced by the Chairman or any Director of the Company duly authorized, on or before November 17, 2015 at 5.00 P.M at the registered office and will also be displayed on the website of the Company (www.vjtf.com), besides being communicated to the Stock Exchanges, Depository, Registrar and Share Transfer Agent on the said date.
12. The date of declaration of results of the postal ballot, i.e. on or before, November 17, 2015 shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.
13. All the material documents referred to in the explanatory statement will be available for inspection at the registered office of the Company during office hours on all working days from the date of dispatch of the Notice till

November 14, 2015.

Voting through electronic means:

In compliance with Clause 35B of the Listing Agreement and Sections 108, 110 and other applicable provisions of the Companies Act, 2013, read with related Rules, the Company is pleased to provide e-voting facility to all its Members, to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Form by post. The Company has engaged the services of Central Depository Services (India) limited (CDSL) for the purpose of providing e-voting facility to all its Members.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Friday, October 16, 2015 at 9.00 A.M. till Saturday, November 14, 2015 at 5.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of October may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha -numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none">• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant VJTF Eduservices Limited on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - 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.
- In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

EXPLANATORY STATEMENT
(Pursuant to Section 102(1) and Section 110 of the Companies Act, 2013)

Item No. 1:

The Company holds 100% of the shareholding of VJTF Infrastructure Private Limited ("VIPL") and 60% of the shareholding of Rishi Reality Leasing Services Private Limited ("RRLS"), hereinafter collectively referred to as the Prop Companies. The Prop Companies are the subsidiaries of the Company.

Cerestra Advisors Limited ("Cerestra") is purporting to invest for a 51% stake in the Prop Companies individually, to the extent of 17,05,083 shares constituting 51% of the shareholding of the Company in VIPL, for a consideration of INR 51,152,490 and 2,49,900 shares constituting 51% of the shareholding of the Company in RRLS for a consideration of INR 41,983,200.

The Company would be entering into an agreement with the Cerestra and Prop Companies for the purchase and sale of shares.

The Board of Directors of the Company upon completion of their meeting held on October 8, 2015 has intimated the BSE on October 8, 2015 about approval of the transfer of equity shares of the Company held in VJTF Infrastructure Private Limited, VJTF Buildcon Private Limited and Rishi Reality Leasing Services Private Limited in the proportion specified in the resolution, subject to the necessary approval from the shareholders.

Consequently, the Board of Directors decided to reconsider the transfer of its shareholding in VJTF Buildcon Private Limited and therefore has placed the resolution before the members for their approval pertaining only to the transfer of its shareholding in VJTF Infrastructure Private Limited and Rishi Reality Leasing Services Private Limited.

Pursuant to the clause 49(V)(F) of the Equity Listing Agreement, "No company shall dispose of shares in its material subsidiary which would reduce its shareholding (either on its own or together with other subsidiaries) to less than 50% or cease the exercise of control over the subsidiary without passing a special resolution in its General Meeting", and in terms of section 180 of the Companies Act, 2013, selling, disposing and leasing of the whole or substantially the whole of the undertaking amounting to more than twenty percent of the material subsidiary, that is Prop Companies, shall require prior approval of shareholders by way of Special Resolution hence the Board recommends the Special Resolution for approval of members.

Accordingly, in the Item No. 1 of the Postal Ballot Notice seek Members' approval for transfer of shares of the Company held in Prop Companies to Cerestra in the proportion set in the resolution.

No Director, Key Managerial Personnel or their relatives are in any way concerned or interested in the Resolution set out at Item No.1. of the Notice except to the extent of their shareholding in the Company.

The Board recommends the resolution set forth in Item No. 1 for the approval of the Members by way of special resolution.

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

Registered Office:
1st Floor, Neelkanth Apartment,
Ramchandra Lane, Malad (West),
Mumbai – 400064

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

Place: Mumbai
Date: October 8, 2015