

VJTF EDUSERVICES LIMITED
(CIN: - L80301MH1984PLC033922)

Registered Office: - 1st Floor, Neelkanth Apartment, Ramchandra Lane, Malad (West), Mumbai – 400 064
Tel: 022-61056800/01/02 Fax: 022- 61056803 Email id: - 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 pursuant to the provisions of Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and other applicable laws and regulations, that the resolution appended below for the appointment of M/s J Kala & Associates, Chartered Accountants, (Firm Registration Number: 118769W) as Statutory Auditors of the Company to fill the casual vacancy caused by resignation of M/s Nimesh Mehta & Associate, Chartered Accountants, (Firm Registration No. 117425W) is proposed to be passed by the Members through postal ballot / electronic voting (e-voting).

The explanatory statement pertaining to the aforesaid item setting out the material facts and reasons thereto is annexed with the Postal Ballot Notice for your consideration.

The Board of Directors of the Company has appointed Mr. Rajvirendra Singh Rajpurohit, Practicing Company Secretary from M/s R S Rajpurohit & Co., Company Secretaries, as the Scrutinizer for conducting the postal ballot and e-voting process in a fair and transparent manner. 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. The duly completed Postal Ballot Form(s) should reach the Scrutinizer not later than 5.00 P.M. on Friday, 28th July, 2017.

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' in this Notice. The Scrutinizer will submit his report to the Chairman or any other Director of the Company authorized by the Board of Directors after the completion of the scrutiny of the postal ballots (including e-voting). The result of postal ballot (including e-voting) shall be declared on or before 5.00 P.M. on Monday, 31st July, 2017 and the same will be placed on the website of the Company i.e. www.vjtf.com, website of e-voting agency i.e. www.evotingindia.com and will be communicated to the Stock Exchanges.

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 and 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.

SPECIAL BUSINESS

Resolution:

Item No. 1: Appointment of Statutory Auditors to fill Casual Vacancy:

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

"RESOLVED THAT pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors)

Rules, 2014, as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or reenactment thereof for the time being in force), M/s J. Kala & Associates, Chartered Accountants (Firm Registration Number: 118769W) 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. J. Kala & Associates, Chartered Accountants, shall be entitled to hold the office of the Statutory Auditors of the Company up to the conclusion of ensuing Annual General Meeting on such remuneration as may be fixed by the Board of Directors in consultation with them.”

Item No. 2: Powers to the Board of Directors to Borrow Moneys in Excess of Paid up Capital and Free Reserves of the Company

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

“**RESOLVED THAT** subject to the provisions of Section 180 (1) (c) of the Companies Act, 2013 including any statutory modifications or re-enactments thereof and in supersession of all the earlier resolutions passed in this regard, the Board of Directors (hereinafter referred to as the Board), including any committee thereof for the time being exercising the powers conferred on them by this resolution, be and are hereby authorized to borrow money, as and when required, from, including without limitation, any Bank and/or Public Financial Institution as defined under Section 2 (72) of the Companies Act, 2013 and/or eligible foreign lender and/or any entity/entities and/or authority/authorities and/ or through suppliers credit, any other securities or instruments, such as floating rate notes, fixed rate notes, syndicated loans, debentures, commercial papers, short term loans, Inter Corporate Deposits or any other instruments etc. and/or through credit from official agencies and/or by way of commercial borrowings from the private sector window of multilateral financial institution, 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 Rs. 100 Crores (Rupees One Hundred Crores), may exceed the aggregate of the paid-up share capital of the Company and its free reserves, that is to say, reserves not set apart for any specified purpose.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, 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.”

By Order of the Board of Directors
For: VJTF Eduservices Limited

Registered Office:
1st Floor, Neelkanth Apartment,
Ramchandra Lane, Malad (W), Mumbai -64

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

Place: Mumbai
Date: 23/06/2017

Notes:

1. An Explanatory Statement and reasons for the proposed special business pursuant to Section 102 of the Companies Act, 2013 & instructions for e-voting as per rules/regulations as may be applicable are given hereunder.
2. This Postal Ballot Notice is being sent to the members, whose names appear in the Register of Members / Record of Depositories as on 16th June, 2017. Accordingly, the members whose name appears in the Register of Members /Record of Depositories as on 16th June, 2017, will be considered for purpose of voting by means of Postal Ballot.
3. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Members as on 16th June, 2017.
4. The dispatch of the Postal Ballot Notice and the Explanatory Statement shall be announced through an advertisement in at least 1 (one) English newspaper and at least 1 (one) Hindi newspaper, each with wide circulation in Mumbai, where the registered office of the Company is situated, and published on the Company website www.vjtf.com
5. The Board of Directors in their meeting held on 23rd June, 2017 appointed Mr. Rajvirendra Singh Rajpurohit, Practicing Company Secretary, Mumbai of M/s R S Rajpurohit & Co., as Scrutinizer for conducting Postal Ballot process in a fair and transparent manner.
6. The members are requested to carefully read the instructions printed in the attached Postal ballot form. If you are voting through physical form, the Postal Ballot Form, duly completed and signed, should be returned in the enclosed self-addressed postage pre-paid envelop directly to the Scrutinizer so as to reach the Scrutinizer before 5.00 p.m. on Friday, 28th July, 2017. Any Postal Ballot Form received after Friday, 28th July, 2017 shall be treated as if reply from the member has not been received.
7. E-VOTING: In compliance with the provisions of Section 108, 110 of the Companies Act, 2013 and Rules 20, 22 of the companies (Management & Administration) rules, 2014 and clause 35B of the Equity Listing Agreement, the Company is pleased to provide e-voting facility for the members to enable them to cast their votes electronically. Members have option to vote either through e-voting or through the Postal Ballot Form. If a member has opted for e-voting, then he/she should not vote Postal Ballot and vice-versa.
8. A Member cannot exercise his vote by proxy on postal ballot.
9. 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 31st July, 2017 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.
10. The Date of declaration of results of the postal ballot, i.e. on or before 31st July, 2017 shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.
11. 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 28th July, 2017

Voting through electronic means:

In compliance with Clause 35B of the Listing Agreement and Section 108, 110 and other applicable provision of the Companies Act, 2013, read with related Rules, the Company is pleased to provided 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 e-voting are as under:

- i. The voting period begins on Thursday, 29th June, 2017 and ends on Friday, 28th July, 2017. 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 16th June, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. The shareholders should log on to the e-voting website www.evotingindia.com
- iii. Click on Shareholders.
- iv. 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.
- v. Next enter the Image Verification as displayed and Click on Login.
- vi. 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.
- vii. If you are a first time user follow the steps given below:

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

	the Dividend Bank details field as mentioned in instruction (iv).
--	---

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

xix. 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.

In case of members receiving the physical copy of Notice (for members whose e-mail IDs are not registered with the company/ depository participant(s) or requesting physical copy):

- a. Please follow all steps from sl.no. (ii) to sl.no. (xii) above, to cast vote.
 - b. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves, link their account which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution in PDF format in the system for the scrutinizer to verify the vote.
 - c. The voting period begins on 29th June, 2017 at 09.00A.M. and will end on 28th July, 2017 at 05.00P.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 16th June, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
 - d. 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, <http://www.vjtf.com>
12. A member can opt for only one mode of voting i.e. either through e-voting facility or by Postal Ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and Postal Ballot sent by the member shall be treated as invalid.
 13. The results of the Postal Ballot will be announced on or before, 31st July, 2017 at the registered office of the company at 1st Floor, Neelkanth Apartment, Ramchandra Lane, Malad (West), Mumbai - 400 064 India and will also be informed to BSE Limited and posted on the Company's website <http://www.vjtf.com>

By Order of the Board of Directors
For: VJTF Eduservices Limited

Registered Office:
1st Floor, Neelkanth Appartment,
Ramchandra Lane, Mald (W), Mumbai -64

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

Place: Mumbai
Date: 23/06/2017

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

Item No -1

M/s Nimesh Mehta & Associates, Chartered Accountants, (Firm Registration No. 117425W), have tendered their resignation from the position of Statutory Auditors, 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 ("Act"). Casual vacancy caused by the resignation of Auditors can be filled by the Board subject to the approval of the members. As per the recommendation of the Audit Committee, the Board proposes and recommends that M/s J. Kala & Associates, Chartered Accountants, (Firm Registration No. 118769W) be appointed as the 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) who shall hold office up to the conclusion of the ensuing Annual General Meeting of the Company.

M/s J. Kala & Associates, Chartered Accountants, have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.

The Board of Directors recommends the passing of the Ordinary Resolution contained in Item No. 1 of the accompanying Notice.

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

Item No -2

As per Section 180 (1) (c) of the Companies Act, 2013, borrowings (apart from temporary loans obtained from the Company's bankers in ordinary course of business) by the Company beyond the aggregate of the paid up capital of the company and its free reserve requires approval from the shareholders of the Company.

The Company is in need of funds to develop existing properties as well as give security deposit for commencing new schools. With a view to meet the funds requirements of the Company for both short term as well as long term, the Company may require to borrow from time to time by way of loans from banks & another financial institutions and/or issue of Bonds, Debentures, Inter Corporate Deposits or other securities and the existing approved limit may likely to be exhausted in near future and it is therefore recommended to enhance the borrowing limits of the Company up to Rs.100 Crores (Rupees One Hundred Crores).

The Directors recommends the resolution for members' approval as a Special Resolution. None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in this resolution.

By Order of the Board of Directors
For: VJTF Eduservices Limited

Registered Office:
1st Floor, Neelkanth Appartment,
Ramchandra Lane, Mald (W), Mumbai -64

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

Place: Mumbai
Date: 23/06/2017

VJTF EDUSERVICES LIMITED

CIN No. **L80301MH1984PLC033922**

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

POSTAL BALLOT FORM

Name of the Member(s)/Beneficial Owner :
(Including Joint Holders, if any in Block Letters)

Registered Address of the sole/first named Member/Beneficial Owner :

Registered Folio Number/ DP ID No/Client ID* :
(*Applicable to investors holding shares in dematerialized form)

Number of Share(s) held :

I/We, hereby exercise my/our vote in respect of the Special Resolution to be passed through Postal Ballot for the Special Business stated in the Notice dated 23rd June, 2017 of VJTF Eduservices Limited by sending my/our assent (FOR) or dissent (AGAINST) to the said resolution by placing the tick mark (√) at the appropriate column below :

Item (Resolution No.)	Description	No. of equity shares(s) held	I/We assent to the Special Resolution (FOR)	I/We dissent to the Special Resolution (AGAINST)
1.	Appointment of Statutory Auditors to fill Casual Vacancy			
2.	Powers to the Board of Directors to Borrow Moneys in Excess of Paid up Capital and Free Reserves of the Company			

Place:

Date :

(Signature of the Member)

Electronic Voting Particulars

EVSN (Electronic Voting Sequence number)	User Id	Password/Pin

- Note :**
1. Please read the instructions carefully before exercising your vote.
 2. Last date for receipt of Postal Ballot Forms by Scrutinizer is 28th July, 2017.

INSTRUCTIONS

- 1) A Member desiring to exercise vote by postal ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached postage prepaid self addressed Business Reply Envelope. Postage will be borne and paid by the Company. However, envelopes containing postal ballots, if deposited in person or sent by courier / speed post at the expense of the Member will also be accepted.
- 2) Alternatively, a Member may vote through electronic mode as per the instructions for voting through electronic means provided in the Postal Ballot Notice sent herewith.
- 3) The self addressed envelope bears the name of the Scrutinizer appointed by the Board of Directors of the Company.
- 4) This form should be completed and signed by the Member. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named Member and in his / her absence, by the next named Member.
- 5) Consent must be accorded by placing a tick mark [✓] in the column 'I assent to the resolution' or dissent must be accorded by placing a tick mark [✓] in the column 'I dissent to the resolution'.
- 6) The votes of a Member will be considered invalid on any of the following grounds:
 - a. if the Postal Ballot Forms are unsigned, incomplete or incorrectly filled;
 - b. if the Member's signature does not tally;
 - c. if the Member has marked his / her / its vote both for 'Assent' and also for 'Dissent' to the 'Resolution' in such a manner that the aggregate shares voted for 'Assent' and 'Dissent' exceed the total number of shares held;
 - d. if the Postal Ballot Form is received torn or defaced or mutilated such that it is difficult for the Scrutinizer to identify either the Member, or the number of votes, or whether the votes are for 'Assent' or 'Dissent', or it is difficult to verify the signature, or one or more of the above grounds.
- 7) Duly completed Postal Ballot Forms should reach the Scrutinizer on or before July 28, 2017. If any Postal Ballot Form is received after this date, it will be considered that no reply from the concerned Member has been received.
- 8) A Member may request for a duplicate Postal Ballot Form, if so required. However, the duly filled in duplicate Postal Ballot Forms should reach the Scrutinizer not later than the date specified in Item (7) above.
- 9) In case of shares held by Companies, Trusts, Societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution / Power of Attorney / attested specimen signatures etc.
- 10) Members are requested NOT to send any other paper along with the Postal Ballot Form in the enclosed self addressed postage prepaid envelopes in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelopes would be destroyed by the Scrutinizer and the Company would not be able to act on the same.
- 11) A Member need not use all his / her votes nor do he / she need to cast his / her votes in the same way.
- 12) Voting rights shall be reckoned on the paid up value of the shares registered in the name of the Member on the relevant date, i.e. 16th June, 2017.
- 13) The Scrutinizer's decision on the validity of the postal ballot shall be final.
- 14) Only a Member entitled to vote is entitled to fill in the Postal Ballot Form and send it to the Scrutinizer, and any recipient of the Notice who has no voting right should treat the Notice as intimation only.