

**VJTF EDUSERVICES LIMITED**  
**(CIN: - L65990MH1984PLC033922)**

**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 Section 110 and other applicable provisions of the Companies Act, 2013, (hereinafter referred to as “**the Act**”), read together with rule 22 the Companies (Management and Administration) Rules, 2014 (“**Rules**”) including any statutory modification or re-enactment 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 pertaining to the said resolution setting out the material facts concerning each item and the reasons thereof are annexed hereto along with a postal ballot form (hereinafter referred to as “**the Postal Ballot Form**”) for your consideration.

The Board of Directors at their meeting held on April 5, 2017 has, subject to 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 the remaining 9% equity shares of the Company held in its subsidiary company i.e. Rishi Reality Leasing Services Private Limited in the proportion as set out below.

The Board of Director’s in the same meeting held on April 5, 2017 has appointed **Mr. Rajvirendra Singh Rajpurohit, Practicing Company Secretary**, as the Scrutinizer for conducting the postal ballot/e-voting process in 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 give 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 13<sup>th</sup> May, 2017 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 BSE 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 14<sup>th</sup> April, 2017 at 9.00 A.M. till 13<sup>th</sup> May, 2017 at 5.00 P.M. Members desiring to opt for e-voting as per the facilities arranged 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, 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 Rishi Reality Leasing Services Private Limited to Cerestra Infrastructure Trust**

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

**“RESOLVED THAT** in accordance with the applicable provisions of the 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 44,100 Shares constituting the remaining 9% of the shareholding of the Company in Rishi Reality Leasing Services Private Limited for a consideration of Rs. 74,08,800 (hereinafter referred to as the “Prop Companies”) to Cerestra Infrastructure Trust.

**“RESOLVED FURTHER THAT** Dr. Vinay Jain and Dr. Raina Vinay Jain, Director’s of the Company, for the purpose of giving effect to the above, be and are hereby authorized on behalf of the Company, to execute, sign and verify including, amongst others, the said share purchase agreement, share transfer form and other transaction documents and do all such acts, deeds and things that may be necessary to complete the aforesaid transaction of the transfer of shares.”

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

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

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

**Place: Mumbai**  
**Date: April 05, 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 7<sup>th</sup> April, 2017. Accordingly, the members whose name appears in the Register of Members /Record of Depositories as on 7<sup>th</sup> April, 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 7<sup>th</sup> April, 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](http://www.vjtf.com)
5. The Board of Directors in their meeting held on 5<sup>th</sup> April, 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 Saturday, 13<sup>th</sup> May, 2017. Any Postal Ballot Form received after Saturday, 13<sup>th</sup> May, 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 17<sup>th</sup> May, 2017 at 5.00 P.M. at the registered office and will also be displayed on the website of the Company ([www.vjtf.com](http://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 17<sup>th</sup> May, 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 13<sup>th</sup> May, 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 Friday, 14<sup>th</sup> April, 2017 and ends on Saturday, 13<sup>th</sup> May, 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 7<sup>th</sup> April, 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](http://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](http://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:

	<b>For Members holding shares in Demat Form and Physical Form</b>
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"> <li>• 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.</li> <li>• 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.</li> </ul>
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 the Dividend Bank details field as mentioned in instruction (iv).</p>

- 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](http://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](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- 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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto: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 14<sup>th</sup> April, 2017 at 09.00A.M. and will end on 13<sup>th</sup> May, 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 7<sup>th</sup> April, 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](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto: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 Wednesday, 17<sup>th</sup> May, 2017 at the registered office of the company at 1<sup>st</sup> 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:  
1<sup>st</sup> Floor, Neelkanth Appartment,  
Ramchandra Lane, Mald (W), Mumbai -64

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

**Place: Mumbai**  
**Date: April 05, 2017**

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

**Item No -1**

Cerestra Infrastructure Trust ("Cerestra") managed by Cerestra Advisors Limited has purchased 2,49,900 equity shares constituting 51% of the shareholding of Rishi Reality Leasing Services Private Limited from the Company for a total consideration of Rs. 4,19,83,200 (Rupees Four Crores Nineteen Lakhs Eighty Three Thousand Two Hundred) and the Share Purchase Agreement and other Transaction Documents have already been executed against receipt of payment for giving effect to the said transaction.

The Company currently holds remaining 9% of the shareholding of Rishi Reality Leasing Services Private Limited ("RRSPL") and Cerestra Infrastructure Trust ("Cerestra") has agreed to buy further 9% shareholding of RRSPL on the same terms i.e. 44,100 shares constituting 9% of the shareholding of the Company in RRSPL for a consideration of Rs. 74,08,800/- (Rupees Seventy Four Lakhs Eight Thousand Eight Hundred). The Company would be entering into an agreement with Cerestra for the purchase & sale of such shares and executed various other related transaction documents.

The Board of Directors of the Company upon completion of their meeting held on 5<sup>th</sup> April, 2017 has intimated the BSE on 5<sup>th</sup> April, 2017 about approval of the transfer of equity shares of the Company held in Rishi Reality Leasing Services Private Limited in the proportion specified in the resolution, subject to the necessary approval from the shareholders.

Item No. 1 of the Postal Ballot Notice seeks Member's approval for the transfer of shares of the Company held in Rishi Reality Leasing Services Private Limited 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 Order of the Board of Directors  
**For: VJTF Eduservices Limited**

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

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

**Place: Mumbai**  
**Date: April 05, 2017**

## VJTF EDUSERVICES 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](mailto:vjtfho@vjtf.com)

Website: [www.vjtf.com](http://www.vjtf.com) / [www.wittykidsindia.com](http://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 10<sup>th</sup> April, 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.	Transfer of shares held in Rishi Reality Leasing Services Private Limited to Cerestra Infrastructure Trust			

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 13<sup>th</sup> May, 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 May 13, 2016. 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 does 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. 7<sup>th</sup> April, 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.