

EMERGENT GLOBAL EDU AND SERVICES LIMITED

(formerly Emergent Energy and Services Limited)

CIN L80902DL1983PLC209722

Regd. Office: 8-B, 'Sagar', 6, Tilak Marg, New Delhi – 110 001;

Phones: (91) (11) 2378 2022, 2338 2592 ; Fax: (91) (11) 2378 2806, 23381914 ;

Email: sotl@somanigroup.com; website:www.eesl.in

NOTICE

Notice is hereby given that the 33rd Annual General Meeting of the members of Emergent Global Edu and Services Limited will be held on Friday, 30th September, 2016 at 10:30 A.M at 'Eminent', C-56, Neeti Bagh, New Delhi-110049 to transact the following business:

I. ORDINARY BUSINESS:

1. To receive, consider and adopt :
 - a. the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2016 together with reports of the Directors and Auditors thereon.
 - b. the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2016 together with reports of the Auditors thereon.
2. To appoint a Director in place of Mr. Tarun Kumar Somani (DIN 00011233) who retires by rotation and being eligible offers himself for re-appointment.
3. To ratify the appointment of Statutory Auditor and to authorize the Board of Directors to fix their remuneration and for that matter to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:-

“RESOLVED THAT, pursuant to the provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made there under, the appointment of M/s Rajendra K. Goel & Co, Chartered Accountants, New Delhi, (Registration No.: FRN No.-1457N), who were appointed as Statutory Auditors of the Company for 3 years in the 31st Annual General Meeting, be and is hereby ratified by the members from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting at a remuneration as may be determined by the Board of Directors of the Company.”

II. SPECIAL BUSINESS:

4. **To consider and, if thought fit, to pass with or without modifications the following resolution as an Ordinary Resolution:**

“RESOLVED THAT pursuant to provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification (s) or the re-enactment thereof, for the time being in force), Mr. Rakesh Suri (holding DIN 00155648) who was appointed as an Additional Director of the Company with effect from 20th February, 2016, and who holds the office up to the date of this Annual general Meeting of the Company in terms of Section 161 of the Act and Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of Act from a Member proposing his candidature for the office of Director and who

has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years up to September 30, 2021.”

5. To consider and, if thought fit, to pass with or without modifications the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to provisions of Sections 149 and 152 and other applicable provisions of the Companies Act, 2013 (“Act”) and the Rules made thereunder (including any statutory modification (s) or the re-enactment thereof, for the time being in force), Ms. Shobha Sahni (holding DIN 07478373) who was appointed as an Additional Director of the Company with effect from 30th March, 2016, and who holds the office up to the date of this Annual General Meeting of the Company in terms of Section 161 of the Act and being eligible for appointment has consented to act as a Director of the company and in respect of whom the Company has received a notice in writing under Section 160 of Act from a Member proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company and who will be liable to be retire by rotation as per provisions of the Act.”

By and on behalf of Board of Directors
For EMERGENT GLOBAL EDU AND SERVICES LIMITED

Date: 31ST August, 2016
Place: New Delhi

(Sabina Nagpal)
Company Secretary and Law Officer

Notes

- a. **A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy/ proxies to attend and vote instead of himself/herself. Such a proxy/ proxies need not be a member of the company. A 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. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the Meeting.**
- b. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, with respect to item No.4 and 5 which sets out details relating to Special Business at the Meeting is annexed hereto and forms part of this notice.
- c. Pursuant to Section 91 of the Companies Act 2013 the Register of Members and the Share Transfer books of the Company will be closed from Friday, 23rd September, 2016 to Friday, 30th September, 2016 (both days inclusive) for the Purpose of the Annual General Meeting.
- d. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
- e. In case of Joint holders attending the Meeting, only such Joint Holder who is higher in the order of names will be entitled to vote.
- f. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining

their demat Accounts. Members holding shares in physical form can submit their PAN details to the Company/RTA.

- g. Details under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.
- h. Electronic copy of the notice of the 33rd Annual General Meeting of the Company, notice of e-voting inter alia indicating the process and manner of e-Voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copy of the notice of the 33rd Annual General Meeting of the Company, notice of e-voting inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
- i. The Board has appointed Mr. P.C. Jain, of M/S P.C. Jain & Co., Company Secretaries, Faridabad (CP No. 3349) as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- j. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.eesl.in and on the website of NSDL. The results shall also be immediately forwarded to the Bombay Stock Exchange Limited, Mumbai.
- k. Members may note that the Notice of the 33rd Annual General Meeting and the Annual Report for 2016 will also be available on the Company's website www.eesl.in. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to Company's investor email id: sotl@somanigroup.com.
- l. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 am to 6.00 pm) on all working days except Saturday, up to and including the date of the Annual General Meeting of the Company.

By and on behalf of Board of Directors
For EMERGENT GLOBAL EDU AND SERVICES LIMITED

DATE: 31ST August, 2016
PLACE: New Delhi

Sabina Nagpal
Company Secretary and Law Officer

Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 ("ACT")

The following Statement set out all material facts relating to Item Nos. 4 and 5 mentioned in the accompanying Notice.

ITEM NO.4

The Board, at its meeting held on 20th February, 2016, appointed Mr. Rakesh Suri (DIN 00155648) as an Additional Director of the Company with effect from 20th February, 2016.

Pursuant to the provisions of Section 161 of the Act, being an Additional Director, Mr. Rakesh Suri will hold office up to the date of the ensuing Annual General Meeting ("AGM") and is eligible to be appointed a Director of the Company. The Company has received notice in writing under Section 160 of the Act from a member along with the requisite deposit of 1,00,000/- proposing the candidature of Mr. Rakesh Suri for the office of Director.

The resolution seeks the approval of the members in terms of Section 149 and other applicable provisions of the Act, read with Schedule IV of the Act and the Rules made there under, for appointment of Mr. Rakesh Suri as an Independent Director of the Company for a period five years i.e. upto September 30,2021. Mr. Rakesh Suri is not liable to retire by rotation.

The profile and specific areas of expertise of Mr. Rakesh Suri is provided in annexure to this notice.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, except Mr. Rakesh Suri, to whom the resolution relates, is concerned or interested in the Resolution mentioned at Item No. 4 of the Notice.

The Board recommends the resolution set forth in Item No. 4 for the approval of the Members.

ITEM NO.5

The Board, at its meeting held on 30th March, 2016, appointed Ms. Shobha Sahni (DIN 07478373) as an Additional Director of the Company, with effect from 30th March, 2016.

Pursuant to the provisions of Section 161 of the Act, being an Additional Director, Ms. Shobha Sahni will hold office up to the date of the ensuing Annual General Meeting ("AGM") and is eligible to be appointed a Director of the Company. The Company has received notice in writing under Section 160 of the Act from a member along with the requisite deposit of 1,00,000/- proposing the candidature of Ms. Shobha Sahni for the office of Director.

The resolution seeks the approval of the members in terms of Section 152 and other applicable provisions of the Act, read and the Rules made there under, for appointment of Ms. Shobha Sahni as a Director of the Company. Ms. Shobha Sahni is a Director liable to retire by rotation.

The profile and specific areas of expertise of Ms. Shobha Sahni is provided in annexure to this notice.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, except Ms. Shobha Sahni, to whom the resolution relates, is concerned or interested in the Resolution mentioned at Item No. 5 of the Notice.

The Board recommends the resolution set forth in Item No. 5 for the approval of the Members

By and on behalf of Board of Directors
For EMERGENT GLOBAL EDU AND SERVICES LIMITED

DATE: 31ST August, 2016
PLACE: New Delhi

Sabina Nagpal
Company Secretary and Law Officer

Annexure to the Notice

Details of the Directors seeking appointment/re-appointment in the forthcoming Annual General Meeting

Mr. Tarun Kumar Somani

Mr. Tarun Kumar Somani (DIN: 00011233) has done his Masters in Commerce from Kanpur University and has cumulative experience of over 35 years in various industries such as Steel, Power, Engineering & Technology, Oil & Energy and in Education. He has been instrumental in setting up various Joint Ventures with big foreign companies in Germany, Switzerland and Australia. He has been associated with the Company since March 31, 2010.

He is the Promoter of the Company and holds 92750 equity shares in the Company.

The Board feels that presence of Mr. Tarun Kumar Somani on the Board would be beneficial to the Company.

Mr. Rakesh Suri

Mr. Rakesh Suri (DIN 00155648) has vast experience in industrial matters and he is renowned industrialist based at Kanpur. He was appointed as an Additional Director of the Company by the Board of Directors in accordance with the provisions of the Section 161 of the Companies Act, 2013 on February 20, 2016.

Mr. Rakesh Suri does not hold any shares in the Company and is not related to any Director of the Company

The Board feels that presence of Mr. Rakesh Suri on the Board would be beneficial to the Company.

Ms. Shobha Sahni

Ms. Shobha Sahni (holding DIN 07478373) is a graduate and has vast experience in the matters relating to administration and human resource development. She has served the various Companies across India. She was appointed as an Additional Director of the Company by the Board of Directors in accordance with the provisions of the Section 161 of the Companies Act, 2013 on March 30, 2016.

Ms. Shobha Sahni does not hold any shares in the Company and is not related to any Director of the Company.

The Board feels that presence of Ms. Shobha Sahni on the Board would be beneficial to the Company.

Form No. MGT-11**Proxy form**

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies
(Management and Administration) Rules, 2015]

CIN: L80902DL1983PLC209722

Name of the Company: **EMERGENT GLOBAL EDU AND SERVICES LIMITED (formerly Emergent Energy and Services Limited)**

Registered office: 8B SAGAR 6, TILAK MARG, NEW DELHI-110001

Name of 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

2. Name : Address :

E-mail Id : Signature :

or failing him

3. Name : Address :

E-mail Id : Signature :

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 33rd Annual General Meeting of the Company, to be held on Friday, the 30TH day of September, 2016 at 10:30 A.M. at Eminent C-56 Neeti Bagh, New Delhi-110049 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	RESOLUTIONS	Optional	
		For	Against
Ordinary Business			
1.	Ordinary Resolution for adoption of a) Audited Standalone Financial Statements for the Financial year ended March 31, 2016. b) Audited Consolidated Financial Statements for the Financial year ended March 31, 2016.		
2.	Ordinary Resolution that Mr. Tarun Kumar Somani, retires by rotation and being eligible offers himself for re-appointment, as a Director of the Company.		

3.	Ordinary Resolution under Section 139 of the Companies Act, 2013 for ratification of appointment of M/s Rajendra k. Goel & Co. Chartered Accountants, as Statutory Auditors of the Company and authorizing Board of Directors to fixing their remuneration.		
Special Business			
4.	Ordinary Resolution for appointment of Mr. Rakesh Suri, as an Independent Director.		
5.	Ordinary Resolution for appointment of Ms. Shobha Sahni as a Director liable to retire by rotation.		

Signed this..... day of..... 2016

Affix Revenue
Stamp

Signature of shareholder

Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

Attendance Slip

(To be presented at the entrance)

**33rd Annual General Meeting on Friday, 30th September, 2016 at 10:30 A.M. at 'Eminent', C-56
Neeti Bagh, New Delhi-110049**

Folio No.

DP ID No.

Client ID No.

Name of the Member:

Signature:

Name of the Proxy holder:

Signature:

I hereby record my presence at the 33rd Annual General Meeting of the Company held on Friday, 30th September, 2016 at 10:30 A.M. at 'Eminent', C-56 Neeti Bagh, New Delhi-110049.

1. Only Member/Proxy holder can attend the Meeting.
2. Member/Proxy holder should bring his/her copy of the Annual Report for reference at the Meeting.



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