

Board of Directors

JINTENDRA JAISWAL
Director

NARENDRA JAISWAL
Director

VED PRAKASH NARULA
Director

B.S. GOEL
Director

NITIN JAIN
Director

Auditors

V.K. MITTAL & ASSOCIATES
Chartered Accountants
New Delhi

Bankers

CORPORATION BANK
CITI BANK
CANARA BANK

Registered Office

29/368, Cloth Market
Alwar-301 001 (Rajasthan)

Share Transfer Agents and Depository Registrars

BEETAL FINANCIAL & COMPUTER SERVICE LTD.
321-S, Chirag Delhi, New Delhi-110017

NOTICE

Notice is hereby given that 8th Annual general Meeting of the ACE India Ltd. will be held on Monday, the 30th day of September 2002, at 10:00 AM at Registered office of the Company, to transact following business:

ORDINARY BUSINESSES

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March 2002 and Profit & Loss Account for the period ended on that date and reports of Directors and Auditors thereon.
2. To appoint a director in place of Mr. Nitin Jain, who retires by rotation and being eligible offers himself for reappointment
3. To appoint Statutory Auditors of the company and to fix their remuneration.

SPECIAL BUSINESS

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

"Resolved that Clause-III A of the Memorandum of Association of the Company be amended by adding the following Sub-clause 3 to the existing Sub-Clauses (s) 1,2 and 3 of the Main Objects of the Company.

3. To carry on the business of production, direction, telecast, broadcast, distribution and exhibition of films, TV serials, advertisements, dramas, musical shows, fashion shows and all related businesses including sports events and to acquire copyrights, patents, distribution and marketing rights of audio cassettes, video cassettes, compact discs, digital video discs and to run theatres, soap operas, club houses, cinema halls etc.
5. To consider and if thought fit to pass, with or without modification (s), the following resolution as Special Resolution :-

"RESOLVED THAT pursuant to the provisions of Section 31 of the Companies Act. 1956, and all other applicable provisions, if any, the Articles of Association of the Company be and is amended by inserting the following Heading and Article No. 13A immediately after the existing Article No. 13 :

13A Securities in Electronic Form :

Notwithstanding anything contained in the Articles of Association, all the Rules, Regulations, Provisions, Rights etc. as mentioned in the Depositories Act. 1996 or the Rules made thereunder including any Statutory modification and re-enactment thereof for

the time being in force, shall be applicable to the Securities in the Electronic Form".

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

"RESOLVED THAT pursuant to Sec 257 of the Companies Act, 1956 and other applicable provisions of the Act, Shri Ved Parkash Narula be and is hereby appointed director of the company, liable to be retire by rotation."

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

"RESOLVED THAT pursuant to the provisions of Sec 257 of the Companies Act, 1956 and other applicable provisions of the Act, if any, Shri B.S. Goyal be and is hereby appointed Director of the Company liable to be retire by rotation."

By order of the Board
for ACE INDIA LIMITED

Director

NOTES :

1. A member Entitled to Attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not to be a member of the company the proxy in order to be effective must received at the registered office of the company not less than 48 Hours Before the meeting.
2. The Register of Members and Share Transfer books will remain closed from 28th September 2002 to 30th September 2002 (Both the days inclusive)
3. The Members are requested to notify the Change in their addresses, if any, to the Depository Registrars and Share Transfer Agents of the Company, Beetal Financial & Computer Services Private Limited, 321-S, Chirag Delhi, Near shahid Bhagat College, New Delhi-110 012.
4. The Explanatory Statement Pursuant to Section 173(2) of the Companies Act. 1956 is enclosed and forms part of this Notice

By order of the Board
for ACE INDIA LIMITED

Place : New Delhi
Date : 02.09.2002

Director

Explanatory Statement Pursuant to Section 173(3) of the Companies Act, 1956

and professionalise the Board of the Company.

Item No. 4:

As your company wants to diversify in the field of production, distribution and exhibition of films, TV serials etc., it is desirable to amend the 'Object Clause, of the Memorandum of Association of the Company. So your Directors recommend the proposed resolution for your approval.

The Company has received the notice under Sec 257 of the Companies Act, 1956 from some members of the Company signifying their intention to propose the candidature of Shri Ved Parkash Narula for the office of the director liable to be retire by rotation.

None of the directors, except appointee is interested in the proposed resolution.

None of the Directors of the Company is interested in the proposed resolution

Item No. 5:

The Securities and Exchange Board of India (SEBI), the regulatory body of capital market in India vide its Notification directed that all marketplace securities of the companies shall compulsorily be traded in dematerialised form. So Equity Shares of your company are also required to be dematerialised. To make the Articles of Association of your company in consonance with SEBI notification the Articles of Association is required to be amended by passing special resolution as per Sec 31 of the Companies Act, 1956. Therefore the directors recommend the proposed resolution for your approval.

Item No. 7:

Pursuant to the provision of Sec 260 of the Companies Act, 1956 and the Articles of Association of the Company, Shri B.S. Goyal, an experienced professional, was appointed as Additional Director of the Company by Board of Directors in its meeting held on 31st July, 2002 in order to broad base and professionalise the Board of the Company. He has experience of more than 14 years in the corporate field.

The Company has received the notice under Sec 257 of the Companies Act, 1956 from some members of the Company signifying their intention to propose the candidature of Shri B.S. Goyal for the office of the director liable to be retire by rotation.

None of the directors of the company is interested in the proposed resolution.

None of the directors, except appointee, is interested in the proposed resolution.

Item No. 6 :

Pursuant to the provisions of Sec 260 of the Companies Act, 1956 and the Articles of Association of the Company Shri Ved Parkash Narula was appointed as Additional Director of the Company by Board of Directors in its meeting held on 31st JULY, 2002 in order to broad base

By order of the Board
for ACE INDIA LIMITED

Director

Place : New Delhi
Date : 02.09.2002

DIRECTORS' REPORT

TO THE MEMBERS,
ACE INDIA LTD.

The Directors of your company have pleasure in presenting the 8th Annual Report together with the Audited Accounts for the financial year ended 31st March 2002.

FINANCIAL PERFORMANCE :

	31.03.2002	31.03.2001
	Amount	Amount
	(Rs. in Lacs)	(Rs. in Lacs)
Gross Income	23.38	10.06
No Profit/(Loss)	(3.79)	(17.16)

OPERATIONAL REVIEW :

During the year under review your company had incurred net loss of Rs. 3.79 Lacs. The future outlook of the finance business is bleak and the full recovery of the money advanced by the Company appears to be doubtful. In view of this, the management of your company had considered to amend the Object Clause of the Company to add the businesses related to Media Industry. If approved by our esteemed Members, the Company may diversify in the business of production of Telefilms.

DIRECTORS' RESPONSIBILITY STATEMENT :

In terms of subsection(2AA) of Sec 217 of the Companies Act, 1956, the Board of Directors hereby states that :

1. in the preparation of the Annual Accounts, the applicable accounting standard had been followed and there is no material departure;
2. the Directors had selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give true and fair view of the state of affairs of the company at the end of the financial year and of the profit or loss of the company for that period.
3. the Directors had taken proper and sufficient care for maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.
4. the Directors had prepared the annual accounts on a going concern basis.

DIRECTORS :

Shri Ved Parkash Narula and Shri B.S. Goyal were appointed as Additional Directors of the Company and they are eligible to be appointed as Directors of the Company.

Shri Nitin Jain, is retiring at the ensuing Annual General Meeting of the Company and is eligible for re-appointment.

Shri Ashwani Trivedi, Director of the Company have resigned from the Directorship of the Company. The Board place it on record their gratitude for the services rendered by the outgoing Director, during the tenure of his office.

AUDITORS :

M/s V.K. Mittal & Associates, Chartered Accountants, the Statutory Auditors of the company, liable to retire at the conclusion of the ensuing Annual General Meeting has expressed their inability to continue as Auditors of the Company. The Board has decided to appoint M/s. A. Kathpalia & Co., Chartered Accountants, New Delhi to appoint Statutory Auditors in place of retiring Auditors. You are requested to consider their appointment from the conclusion of the ensuing Annual General Meeting till the next Annual General Meeting.

Notes referred to in the Auditors' Report are self explanatory and requires no further comments.

AUDIT COMMITTEE

During the year, Audit Committee of the Company was reconstituted and the New Audit Committee comprises Shri Jitendra Jaiswal, Shri Ved Parkash Narula and Shri B.S. Goyal, Directors of the Company.

CASH FLOW STATEMENT

Cash Flow Statement for the year 2000-01 is attached to the Balance Sheet.

LISTING

The Equity Shares of the Company are Listed at Mumbai, Delhi and Madras Stock Exchanges. The Listing Fee to the Mumbai Stock Exchange is paid upto 31.03.2002, Madras Stock Exchanges till 31-03-2001 and Delhi Stock Exchange till 31-03-2000.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

Particulars as required under Section 217(1) (e) of the Companies Act, read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 are set out in the Annexure to this Report.

The Company had no employee during the financial year in respect of which the statement pursuant to Sec 217(2A) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 is required to be annexed to this report.

ACKNOWLEDGMENTS:

Your Directors wish to place their gratitude to the employees of all levels their committed and dedicated efforts for the betterment of the Company. We are also thankful to the shareholders, Banks, Financial Institutions and Customers for their continued support to the Company.

For and on behalf of the Board

Sd	Sd
Jitendra Jaiswal	Nitin Jain
(Director)	(Director)

Place : New Delhi

Date : 02.09.2002