

ACE EDUTREND LIMITED



21ST ANNUAL REPORT 2014-2015

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Corporate Information

Board of Directors

Mr. Roop Lal

Mr. Pradeep Dutta

Mrs. Ruma Mukherjee

Statutory Auditors

M/s PVR-N & Co.
2936/43, Saraswati Marg
Karol Bagh, New Delhi-110008

Bankers

Axis Bank
B-81, Defence colony, New Delhi

Registrar & Share Transfer Agent

Beetal Financial & Computer Services Private Limited
Beetal House, 3rd Floor, 99, Madan gir, Behind Local Shopping Centre,
Near Dada Harsukh Das Mandir

Stock Exchange

BSE Limited

Registered Office

A-7/6, Jhilmil Industrial Area,
Shahdara, New Delhi-110095

NOTICE

Notice is hereby given that the 21st Annual general meeting of **M/s Ace Edutrend Limited** will be held on Wednesday, 30th September, 2015 at 1500 HRS at YMCA, 1, Jai Singh Road, New Delhi-110 001 to transact the following business:-

ORDINARY BUSINESS

1. To receive, consider and adopt the Financial Statements of the Company for the year ended March 31, 2015 including the Audited Balance Sheet as at March 31, 2015 and the Statement of Profit & Loss for the year ended on that date and the Reports of the Directors and Auditors thereon.
2. To re-appoint Mr. Roop Lal, who retires by rotation and being eligible, offers himself for re-appointment.
3. To ratify the appointment of Auditor and fix their remuneration and in this regard 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, if any of the Companies Act, 2013 and the Rules made thereunder, (including any statutory modification(s) or re-enactment, thereof), the appointment of M/s PVR-N & Co. Chartered Accountants, (Firm Registration No. 004062N) which has been approved at the Annual General Meeting held on 25th August, 2014 for a term of 5 years i.e., from the conclusion of 20th Annual General Meeting till the conclusion of the 25th Annual General Meeting held thereafter be and is hereby ratified for the financial year 2015-16 on a remuneration as may be fixed by the Board of Directors of the Company”.

SPECIAL BUSINESS

4. **To consider and approve the appointment of Mr. Roop Lal (DIN: 06927692) as Whole Time Director of the Company.**

To consider and if thought fit, to pass with or without modification(s) as may deem fit the following as an **Ordinary Resolution**.

“RESOLVED THAT pursuant to the provisions of section 149 of the Companies Act, 2013 and Rules frames thereunder, and the Article of Association of the Company, Mr. Roop Lal who was appointed as an Additional Director of the Company by the Board of Directors with effect from 14th November, 2014 in terms of Section 161 of the Companies Act, 2013, the Company has received a notice in writing from him under Section 160 of the Companies Act, 2013 signifying his intention to be appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provision of section 152, 196, 197, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and provisions of Article of Association of the Company, consent of the Members of the Company be and is hereby accorded for the appointment of Mr. Roop Lal as Whole-Time Director of the Company for

a period of 3 years commencing from the date of Annual General Meeting on such terms and conditions as the board decide from time to time.

RESOLVED FURTHER THAT The Board of Directors of the Company be and are hereby authorized jointly or severally to sign and file necessary forms and documents, as may be required with the Registrar of Companies, NCT of Delhi and Haryana and do all acts, deeds and things as may be necessary to carry out above purpose.”

5. To consider and approve the appointment of Mr. Pradeep Dutta (DIN: - 00632335) as a Non- Executive Director of the Company.

To consider and if thought fit, to pass with or without modification(s) as may deem fit the following as an **Ordinary Resolution**.

“RESOLVED THAT pursuant to the provisions of sections 149 and 152 of the Companies Act, 2013 and all other applicable provisions of any other Act, and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Pradeep Dutta who was appointed as Additional Director of the company by the Board of Directors at its meeting held on 29th May, 2015 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from him proposing his candidature for the office of Director as per section 160 of the companies Act, 2013 be and is hereby appointed as a Non-Executive Director of the Company.

RESOLVED FURTHER THAT Directors of the company be and are hereby authorized jointly or severally to sign and file all necessary forms and documents, as may be required with the Registrar of Companies, NCT of Delhi and Haryana and do all acts, deeds, things and matters as may be necessary to give effect to the foregoing resolution.”

6. To consider and approve the appointment of Ms. Ruma Mukherjee (DIN-03437200) as an Independent Director of the Company.

To consider and if thought fit, to pass with or without modification(s) as may deem fit the following as an **Ordinary Resolution**.

“RESOLVED THAT pursuant to the provisions of sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Ms. Ruma Mukerjee (DIN:- 03437200) who was appointed as an Additional Director of the company by the Board of directors at its meeting held on 29th May, 2015 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from her proposing her candidature for the office of Director as per section 160 of Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company to hold office for the period of 3 (Three) years i.e., from the conclusion of ensuing Annual General Meeting up to the conclusion of the 24th Annual General Meeting of the Company, whose office shall not liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of section 149 of the Companies Act, 2013 and other applicable provisions of Listing Agreement, Ms. Ruma Mukherjee has submitted a declaration to the company that she meets the criteria for independence as provided in Section 149(6) of the Act which was placed before the Board be and are hereby noted and taken on record.

RESOLVED FURTHER THAT Directors of the company be and are hereby authorized jointly or severally to sign and file all necessary forms and documents, as may be required with the Registrar of Companies, NCT of Delhi and Haryana and do all acts, deeds, things and matters as may be necessary to give effect to the foregoing resolution.”

For & on behalf of the Board of Directors
M/s ACE Edutrend Limited

Date: 14.08.2015
Place: New Delhi

Pradeep Dutta
DIN: 00632335
ADD:-G-1398 Chittaranjan
Park, New Delhi- 110019

NOTES:-

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as proxy on behalf of members not exceeding fifty (50) in number and holding in the aggregate not more than ten percent of the total share capital of the Company. Members holding more than 10% of the total share capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other member. The instrument appointing a 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. A Proxy form is annexed herewith.
2. An explanatory Statement pursuant to section 102 (1) of the Companies Act, 2013, relating to the special business to be transacted at the Annual General Meeting is annexed hereto.
3. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
4. Members/proxies should bring the attendance slips duly filled in and PHOTO ID Proof for attending the meeting.
5. The Register of Members and the Share Transfer Books of the Company will remain closed from Thursday, September 24, 2015 to Wednesday, September 30, 2015 (both days inclusive) for annual closing.
6. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 will be available for

inspection by the members at the Annual General Meeting of the Company. The Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the Members at the Annual General Meeting of the Company.

7. Members are requested to notify any change in their address, if any to the Registrar & Share Transfer Agent of the company- M/s Beetal Financial Computer Services Private Limited, Beetal House, 3rd Floor, 99, Madangir, behind LSC, New Delhi – 110062.
8. In accordance with the provisions of Section 72 of the Companies Act, 2013, members are entitled to make nominations in respect of the Equity Shares held by them, in physical form. Members desirous of making nominations may procure the prescribed form from the Registrar & Share Transfer Agents, M/s. Beetal Financial Computer Services Private Limited and have it duly filled and sent back to them.
9. 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 their PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / Registrars and Transfer Agents of the Company.
10. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

Non-Resident Indian Members are requested to inform to the Registrars and Transfer Agents of the Company, immediately of:

- (a) Change in their residential status on return to India for permanent settlement.
- (b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.

11. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
12. Pursuant to section 101 and section 136 of the Companies Act, 2013 read with relevant Rules made thereunder, Companies can serve Annual Reports and other communications through electronic mode to those members who have registered their e-mail address either with the Company or with the depository. Members of the company, who have registered their e-mail address, are entitled to receive such communication in physical form upon request.
13. As a measure of economy, copies of Annual Report will not be distributed at the venue of the Annual General Meeting. Members are requested to bring their attendance slip along with their copy of Annual Report to the meeting.

14. Shareholders seeking any information with regard to accounts are requested to write to the Company at least 10 days before the date of Annual General Meeting so as to enable the management to keep the information ready.
15. 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.
16. Relevant documents referred to in the accompanying notice and the statements are open for inspection by the members at the Registered Office of the Company on all working days except Saturday during business hours up to the date of Meeting.
17. The Notice of AGM, Annual report, attendance slip and proxy form are being sent in electronic mode to members whose e-mail addresses are registered with the Company or the Depository Participant(s) unless the Members have registered their request for a hard copy of the same. Physical copy of the Notice of AGM, Annual Report and Attendance slip are being sent to those members who have not registered their E-mail addresses with the Company or Depository Participant(s). Members who have received the notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance slip and submit a duly filled in Attendance slip at the registration counter to attend the AGM.
18. Appointment of Directors:

There is one Independent Directors on the Board of the Company as per the Listing Agreement requirements viz., Ms. Ruma Mukherjee. The Company has received declarations from Independent Director stated above that she meet with the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013.

The Directors seeking appointment have furnished the requisite declarations. The Board of Directors of your Company, after reviewing the declarations submitted by the above Independent Director is of the opinion that the said Director meet the criteria of Independence as per Section 149(6) of the Companies Act, 2013 and the rules made thereunder and also meet with the requirements of Clause 49 of the Listing Agreement with the Stock Exchanges, for being the Independent Directors on the Board of the Company and are also Independent of the Management.

The proposal for appointment of Independent Director under the Companies Act, 2013 shall be taken up for approval of the Members of the Company and details under Clause 49 of the Listing Agreement with the Stock Exchange in respect of Directors seeking appointment at the Annual General Meeting are provided in the Corporate Governance Report and in the Explanatory Statement to the Notice.

VOTING THROUGH ELECTRONIC MEANS:

Pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management & Administration) Rules, 2014, the Company is pleased to offer e-voting facility to the Members to cast their votes electronically on all resolutions set forth in the Notice convening the 21st Annual General Meeting to be held on Wednesday, September 30, 2015 at 1500 HRS. The Company has envisaged the

Services of Central Depository Services (India) Limited (CDSL) to provide e-voting facility. The e-voting particulars are set out below:

E-voting facility is available at the link www.evotingindia.com

The e-voting will be available during the following voting period:-

Commencement of e-voting	End of e-voting
26 September, 2015 at 9.00 A.M.	29 September, 2015 at 5.00 P.M.

The instructions for members for voting electronically are as under:-

In case of members receiving AGM Notice by e-mail:

Open e-mail.

The said e-mail contains your user id and password for e-voting. Please note that the password is an initial password.

Open your web browser during the voting period and Log on to the e-voting website www.evotingindia.com

Click on "Shareholders" tab to cast your vote.

Now, select the Electronic Voting Sequence Number-"EVSN" along with "ACE EDUTREND LIMITED" from the drop down menu and click on "SUBMIT"

Now Enter your User ID

For CDSL: 16 digits beneficiary ID,

For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

Members holding shares in Physical Form should enter Folio Number registered with the Company.

Next enter the Image Verification as displayed and Click on Login.

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.

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 *Permanent Account Number issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>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.</p> <p>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.</p>
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</p>

	details field.
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After entering these details appropriately, click on “SUBMIT” tab.

Members holding shares in physical form will then reach directly 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.

For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

Click on the “EVSN/EVEN” of ACE EDUTREND LIMITED”.

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.

Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

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.

Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.

If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

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 (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory (ies) who are authorized to vote, to the Scrutinizer through e-mail arorajoshiassociates@gmail.com.

During the e-voting period, shareholders of the Company, holding shares either in physical form or in Dematerialized form, as on the record date may cast their vote electronically. The cut off date for the purpose of e-voting is 23rd September, 2015.

Since the company is required to provide members the facility to cast their vote by electronic means, shareholders of the company holding shares in either physical form or in dematerialized form, as on the cut-off date of 23rd September, 2015 and not casting their vote electronically, may only cast their vote at the Annual General Meeting.

The Company has appointed Mr. Jatin Joshi, Practicing Chartered Accountant as the Scrutinizer to count the votes casted in favour or against the resolution proposed for all the items of the Notice and to comply with the provisions of Section 108 of the Companies Act, 2013. He will submit his report on 3rd October, 2015 to the chairman of the Company and in turn the Chairman will announce the same on the date of Annual General Meeting.

All the Documents referred to this Notice and Explanatory statements are open for inspection of the members at the registered office of the Company on all working day upto the declaration of the Results of the 21st Annual General Meeting of the Company.