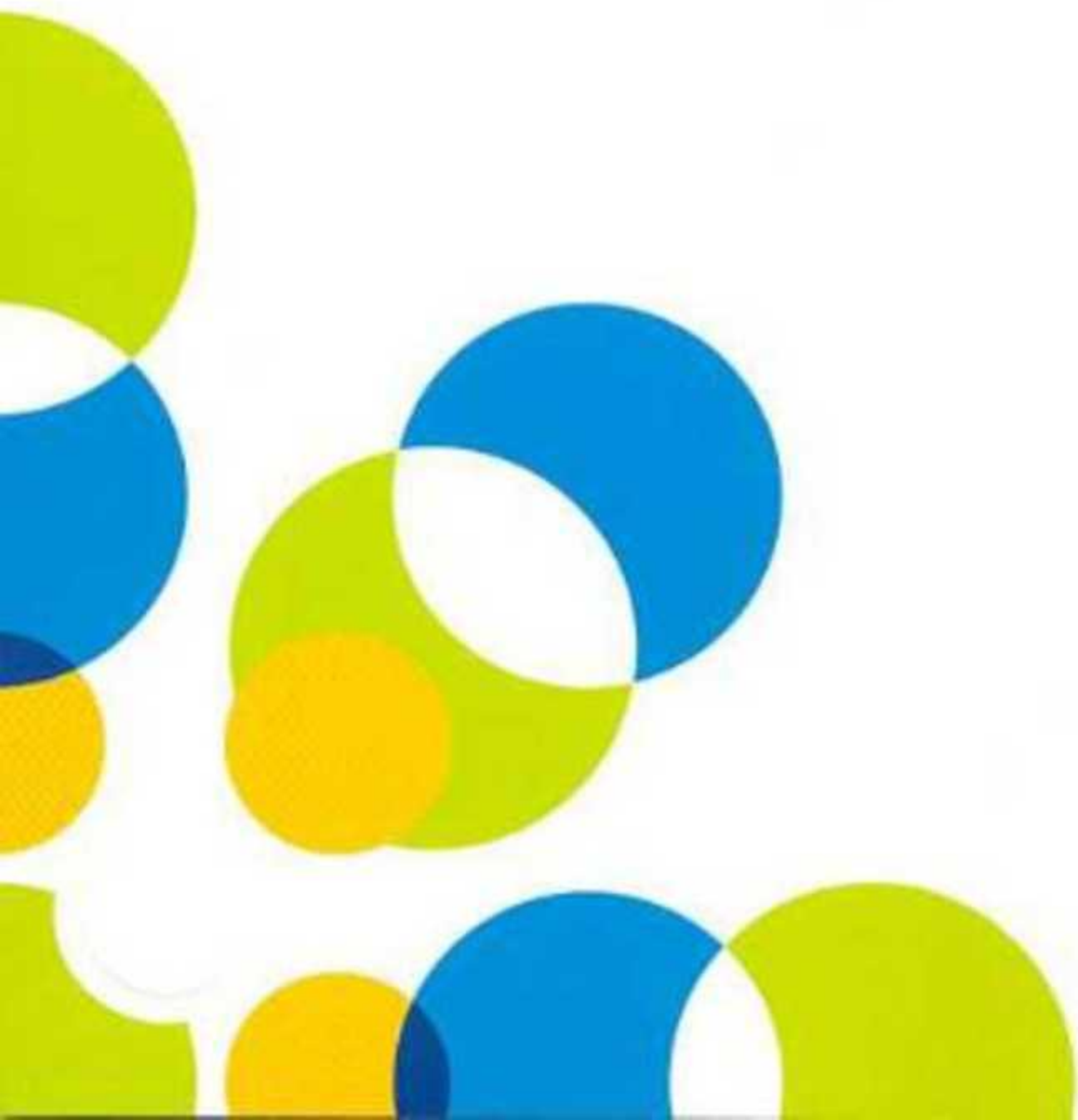


# **ACE EDUTREND LIMITED**

## **ANNUAL REPORT**

### **2016-17**



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Corporate Information

**BOARD OF DIRECTORS**

Mr. Pradeep Dutta  
Non-Executive Director

Mrs. Ruma Mukherjee  
Non-Executive Director

Mr. Monendra Srivastava  
Independent Director

Ms. Meenu Paliwal  
Independent Director

**INTERNAL AUDITOR**

DSAS & Associates, Chartered  
Accountants

**STATUTORY AUDITORS**

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

**SECRETARIAL AUDITOR**

Rajni Miglani  
Practicing Company Secretary

**BANKERS**

Axis Bank Limited  
B-81, Defence Colony, New Delhi

ICICI Bank Limited  
19, West Avenue Road, Punjabi Bagh West-110026

**REGISTRAR & SHARE TRANSFER AGENT**

Beetal Financial & Computer Services Private Limited  
Beetal House, 3<sup>rd</sup> Floor, 99, Madangir, Behind Local  
Shopping Centre. Near Dada Harsukh Das Mandir,  
New Delhi-110062

**REGISTERED OFFICE**

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

**NOTICE**

Notice is hereby given that the 23<sup>rd</sup> Annual General Meeting of **Ace Edutrend Limited** will be held on Wednesday, 27<sup>th</sup> September, 2017 at 1000 HRS at YMCA, 1, Jai Singh Road, New Delhi 110001 to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31<sup>st</sup> March, 2017 along with the report of Independent Auditors and Directors thereon.
2. To appoint a Director in place of Mr. Pradeep Dutta (DIN 00632335), who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.
3. To confirm the Appointment of Statutory Auditor of the Company and to pass the following resolution as an Ordinary Resolution thereof:-

**“RESOLVED THAT** pursuant to the provisions of Section 139, 142 and all other applicable provisions of the Companies Act, 2013 (the “Act”) read with Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company hereby appoint M/s ASHM & Associates, Chartered Accountants, (Firm Registration No. 005790C), as the Statutory Auditors of the Company to hold office from the conclusion of this 23<sup>rd</sup> meeting until the conclusion of the 24<sup>th</sup> Annual General Meeting to be held for the financial year 2017-2018 on such remuneration as may be determined by the Board of Directors of the Company.”

**SPECIAL BUSINESS:**

4. **To consider and approve the appointment of Mr. Umaid Raj Tater (DIN 07904264) as Independent Director of the Company**

To consider and if thought fit, to pass with or without modification(s) as may deem fit the following resolution 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 Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 Mr. Umaid Raj Tater (DIN 07904264), who was appointed as an Additional Independent Director of the Company by the Board of Directors at its meeting held on 25<sup>th</sup> August, 2017 u/s 161 of the Act, whose term of office expires at this Annual General Meeting (‘AGM’) and in respect of whom the Company has received a Notice in writing from a Member under Section 160 of the Companies Act, 2013 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 a term of 5 (five) consecutive years commencing from 25<sup>th</sup> August, 2017.

**RESOLVED FURTHER THAT** Directors of the Company, be and are hereby authorized to do all such acts, deeds and things as may be considered necessary and incidental, including but not restricted to filing the necessary forms with Registrar of Companies, in order to give effect to the above said resolution.”

**5. To consider and approve the appointment of Mr. Suresh Kumar Sharma (DIN 07909730) as Independent Director of the Company**

To consider and if thought fit, to pass with or without modification(s) as may deem fit the following resolution 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 Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 Mr. Suresh Kumar Sharma (DIN 07909730), who was appointed as an Additional Independent Director of the Company by the Board of Directors at its meeting held on 25<sup>th</sup> August, 2017 u/s 161 of the Act, whose term of office expires at this Annual General Meeting (‘AGM’) and in respect of whom the Company has received a Notice in writing from a Member under Section 160 of the Companies Act, 2013 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 a term of 5 (five) consecutive years commencing from 25<sup>th</sup> August, 2017.

**RESOLVED FURTHER THAT** Directors of the Company, be and are hereby authorized to do all such acts, deeds and things as may be considered necessary and incidental, including but not restricted to filing the necessary forms with Registrar of Companies, in order to give effect to the above said resolution.”

By order of the Board of Directors  
For Ace Edutrend Limited

Date: 25.08.2017  
Place: New Delhi

Sd/-  
Pradeep Dutta  
Director  
DIN: 00632335

**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 21, 2017 to Wednesday, September 27, 2017 (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- Beetal Financial Computer Services Private Limited, Beetal House, 3<sup>rd</sup> Floor, 99, Madangir, behind LSC, New Delhi – 110062.
8. In accordance with the provisions of Section 72 of the Companies Act, 2013, the facility for making/varying/cancelling nominations is available to individuals, holding shares in a company. Nomination can be made in Form SH 13 and any variation/cancellation thereof can be made by giving notice in Form SH 14 prescribed under the Companies (Share Capital and Debentures) Rules, 2014 for the purpose. The Forms can be obtained from Registrar & Share Transfer Agent, Beetal Financial Computer Services Private Limited.
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 hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to the Registrars and Transfer Agents of the Company for consolidation into a single folio.

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. 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.
  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.

### **Voting through electronic means**

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

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- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM) may also attend the AGM) but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on **September 24, 2017** (9:00 am) and ends on **September 26, 2017** (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **20th September, 2017**, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The process and manner for remote e-voting are as under:
- A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :
- (i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
  - (ii) Launch internet browser by typing the following URL:  
<https://www.evoting.nsdl.com/>
  - (iii) Click on Shareholder – Login
  - (iv) Put User ID and password noted in step (1) above and Click Login.  
NOTE: Shareholders who forgot the User Details/Password can use "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).  
  
In case Shareholders are holding shares in demat mode, USER-ID is the combination of (DPID+ClientID).  
  
In case Shareholders are holding shares in physical mode, USER-ID is the combination of (Even No+Folio No).
  - (v) After successful login, you can change the password with new password of your choice.



- (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
  - (vii) Select “EVEN” of Ace Edutrend Limited.
  - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
  - (ix) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
  - (x) Upon confirmation, the message “Vote cast successfully” will be displayed.
  - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
  - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send 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 to [csarvind500@gmail.com](mailto:csarvind500@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
- B. In case a Member receives physical copy of the Notice of AGM) [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :
- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM) :
- | <b><u>EVEN (Remote e-voting Event Number)</u></b> | <b><u>USER ID</u></b> | <b><u>PASSWORD/PIN</u></b> |
|---|-----------------------|----------------------------|
|---|-----------------------|----------------------------|
- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990.
- VII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- VIII. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of **20th September, 2017**.

- IX. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e **20th September, 2017**, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [beetalrta@gmail.com](mailto:beetalrta@gmail.com).

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using *“Forgot User Details/Password?”* or *“Physical User Reset Password?”* option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222- 990.

- X. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- XI. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XII. **Mr. Arvind Kushwaha**, Company Secretary (Membership No. 45635) and Proprietor of M/s. Arvind Kushwaha & Associates, has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIII. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of “remote e-voting” or “Ballot Paper” or “Poling Paper” for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XIV. The Scrutinizer shall after the conclusion of voting at the general meeting, 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, who shall countersign the same and declare the result of the voting forthwith.
- XV. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company [www.aceedutrend.in](http://www.aceedutrend.in) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

By order of the Board of Directors  
For Ace Edutrend Limited

Date: 25.08.2017  
Place: New Delhi

Sd/-  
Pradeep Dutta  
Director  
DIN: 00632335