

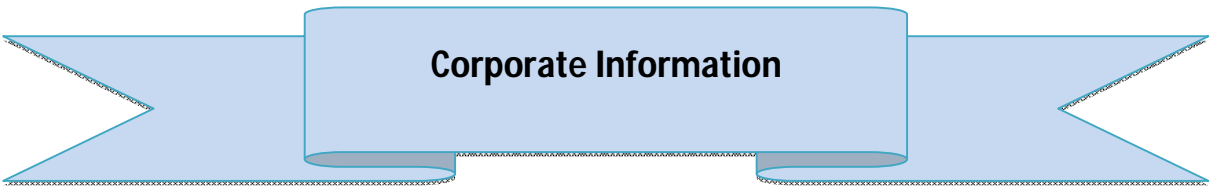
ACE EDUTREND LIMITED

25TH ANNUAL REPORT 2018-19



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Corporate Information

BOARD OF DIRECTORS

Mrs. Ruma Mukherjee
Non-Executive Director
(Cessation w.e.f. 23.08.2019)

Mr. Girraj Kishore Varshney
Non-Executive Director
(Cessation w.e.f. 21.09.2018)

Mr. Monendra Srivastava
Managing Director

Mr. Umaid Raj Tater
Independent Director

Mr. Suresh Kumar Sharma
Independent Director

Mrs. Himani Sharma
Additional Director(Executive)
(Appointed w.e.f. 13.11.2018)

INTERNAL AUDITOR

DSAS & Associates, Chartered
Accountants

STATUTORY AUDITORS

M/s DHAMIJA SUKHIJA & CO.
911-912, 9th Floor, Naurang
House, 21, KG Marg, Connaught
Place, New Delhi-110001

COMPANY SECRETARY & COMPLIANCE OFFICER

Ms. Sakshi Sareen
(Appointed w.e.f. 19.06.2018 and Resigned w.e.f. 12.02.2019.)

SECRETARIAL AUDITOR

Shalu Singhal
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, 3rd 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 25th Annual General Meeting of **Ace Edutrend Limited** will be held on Friday, 27th September, 2019 at 01:00 P.M. at Apsara Grand Banquets, Paschim Vihar, Rohtak Road, New Delhi-110063 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2019 along with the report of Independent Auditors and Directors thereon.
2. To re-appoint M/s Dhamija Sukhija & Co., Chartered Accountants (Firm Registration No. 000369N) as Statutory Auditors of the Company and fix their remuneration:

To consider and if thought fit, to pass the following Resolution with or without modification(s) 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 (“Act”) read with Companies (Audit and Auditors) Rules, 2014 including any statutory modification(s) or re-enactments thereof, for the time being in force), M/s Dhamija Sukhija & Co, Chartered Accountants (Firm Registration No. 000369N) be and is hereby reappointed as Statutory Auditors of the Company for the period of four years and shall hold office from the conclusion of this AGM till the conclusion of the Twenty Ninth (29th) AGM of the Company to be held in year 2023, at such remuneration, including applicable taxes and out-of-pocket expenses in connection with the audit as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

SPECIAL BUSINESS:

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

“RESOLVED THAT pursuant to Sections 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mrs. Himani Sharma (DIN: 08299061) who was appointed as an Additional Director with effect from November 13, 2018 by the Board of Directors of the Company, based on the recommendation of Nomination and Remuneration Committee and who in terms of Section 161 of the Companies Act, 2013 holds office up to the date of this Annual General Meeting, be and is hereby appointed as Executive Director of the Company

RESOLVED FURTHER THAT any Director be and is hereby authorised severally, to file necessary e-form with the Registrar of Companies and to do all such act(s), deed(s) and things(s) connected with the aforesaid matters or any other matter incidental or ancillary thereto for giving effect to the above said resolution.”

By order of the Board of Directors
For Ace Edutrend Limited

Date: 13.08.2019
Place: New Delhi

Sd/-
Monendra Srivastava
Managing Director
DIN: 07489845

NOTES:

1. The explanatory statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the 25th Annual General Meeting is annexed hereto.
2. Brief profile and other information of Director proposed to be appointed/ re-appointed is annexed.
3. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE THIRTY SIXTH ANNUAL GENERAL MEETING (“the Meeting”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING A PROXY SHOULD HOWEVER BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTYEIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. MEMBERS/ PROXIES SHOULD FILL THE ATTENDANCE SLIP FOR ATTENDING THE MEETING.
4. Pursuant to Section 105 of Companies Act, 2013, a person shall act as proxy of not more than 50 members and holding in aggregate not more than 10 percent of the total share capital of the company carrying voting rights. Member holding more than 10 percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other member.
5. If a Person is appointed as Proxy for more than 50 Members, he shall choose any 50 Members and confirm the same to the Company 24 hours before the commencement of the Meeting. In case, the Proxy fails to do so, the Company shall consider only the first 50 proxies received in respect of such person as valid.
6. Proxy holder shall prove his identity at the time of attending the Meeting. A Proxy Form which does not state the name of the Proxy shall be considered invalid. A Proxy Form is annexed to this Report. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution / letter of authority, as applicable.
7. Corporate members intending to send their authorised representatives to attend the Meeting pursuant to Section 113 of Companies Act, 2013 (“the Act”) are requested to send to the Company a certified copy of the Board resolution authorizing their representatives to attend and vote on their behalf at the Meeting along with the

Specimen Signature of representative authorised under said resolution to attend & vote on behalf of the meeting.

8. SEBI vide its Circular No. SEBI/LAD-NRO/GN/2018/24 dated 8th June, 2018, amended Regulation 40 of Listing Regulations pursuant to which from 1st April, 2019, onwards securities can be transferred only in dematerialized form. However, it is clarified that, members can continue holding shares in physical form. Transfer of securities in demat form will facilitate convenience and ensure safety of transactions for investors.

Members holding shares in physical form are requested to convert their holding(s) to dematerialized form to eliminate all risks associated with physical shares.

SEBI vide Press Release dated 27th March, 2019 has clarified that the share transfer deed(s) once lodged prior to the deadline of 31st March, 2019 and returned due to deficiency in documents submitted, may be re-lodged for transfer.

9. The Register of Members and Share Transfer Books of the Company shall remain closed from **Saturday, September 21, 2019 to Friday, September 27, 2019 (both days inclusive)** for the purpose of Annual General Meeting.

10. Change of Address or Other Particulars

Members are requested to intimate change, if any, in their address (with PIN Code), E-mail ID, nominations, bank details, mandate instructions, National Electronic Clearing Service ("NECS") mandates, etc. under the signature of the registered holder(s) to:

- The Beetal Financial Computer Services Pvt. Ltd , Registrar and Transfer Agent ("RTA") of the Company in respect of shares held in physical form; and
- The Depository Participants in respect of shares held in electronic form.

11. Details as required in Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 ('Listing Regulations') in respect of the Director seeking re-appointment at the AGM are provided at page no. 11 of this Report. Requisite declarations have been received from the Directors seeking re-appointment.

12. Pursuant to Section 72 of the Act, member(s) of the Company may nominate a person in whom the shares held by him/them shall vest in the event of his/ their unfortunate death. Accordingly, members holding shares in physical form, desirous of availing this facility may submit nomination in Form SH-13 to RTA of the Company. In respect of shares held in dematerialized form, the nomination form may be filed with the concerned Depository Participant.

13. The Company has a dedicated E-mail address csaceindia@gmail.com for members to mail their queries or lodge complaints, if any. We will endeavor to reply to your queries at the earliest.

The Company's website www.aceedutrend.in has a dedicated section on Investors.

The Notice of the AGM and the Annual Report for the Financial Year 2018-19 will also be available on the Company's website.

14. Mrs. Shalu Singhal, Practicing Company Secretary (Membership No. 32682, COP: 12329), has been appointed as the Scrutinizer for conducting voting process in a fair and transparent manner.

15. Queries on the Annual Report and operations of the Company, if any, may please be sent to the Company at least seven days prior to the date of the AGM so that answers may be provided at the Meeting.

16. All share related correspondence may be sent to RTA at the following address:

Beetal Financial Computer Services Pvt. Ltd

(Unit: Mega Nirman & Industries Limited)

Beetal House, 3rd Floor, 99, Madangir,

Behind Local Shopping Centre,

New Delhi – 110062

Tel: +011- 29961281, 29961283;

Fax: 011-29961284

E-mail: beetalrta@gmail.com

In all correspondence, please quote your DP ID & Client ID or Folio Number.

17. Green Initiative – Members who are yet to register/update their email addresses with the Company or with the Depository Participants are once again requested to register/update the same for receiving the Notices, Annual Reports and other documents through electronic mode.

Members holding shares in physical form may get their email addresses registered/updated by providing their Name, Folio Number, E-mail ID and consent to receive the Notices, Annual Reports and other documents through electronic mode, by sending an email at beetalrta@gmail.com or csaceindia@gmail.com.

18. Notice of the AGM (along with Attendance Slip, Proxy Form and Route Map) and the Annual Report for the Financial Year 2018-19 are being sent electronically to the members whose E-mail IDs are registered with the Company/ Depository Participant(s) unless any member has requested for a physical copy of the same. For members who have requested for physical copy or who have not registered their email address, physical copies of the Notice and Annual Report are being sent through permitted mode.

19. Considering the advantages of scrip less trading like exemption from stamp duty, elimination of bad deliveries, reduction in transaction costs, improved liquidity, etc., members are requested to consider dematerialization of their shareholding, if not already done, to avoid inconvenience in future.

20. All the documents referred to in the Notice are open for inspection at the Registered Office of the Company on all working days between 11:00 A.M. and 01:00 P.M. upto the date of the AGM.

21. 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 AGM.

22. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Company.

Procedure for voting:

In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force), members are provided with the following procedure by which they may cast their votes:

The procedure and instructions for voting through electronic means are as follows:**Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.

c) For Members holding shares in Physical Form.	<p>EVEN Number followed by Folio Number registered with the company</p> <p>For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***</p>
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5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system

How to cast your vote electronically on NSDL e-Voting system

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

- 1 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to Shalu.singhal9590@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in