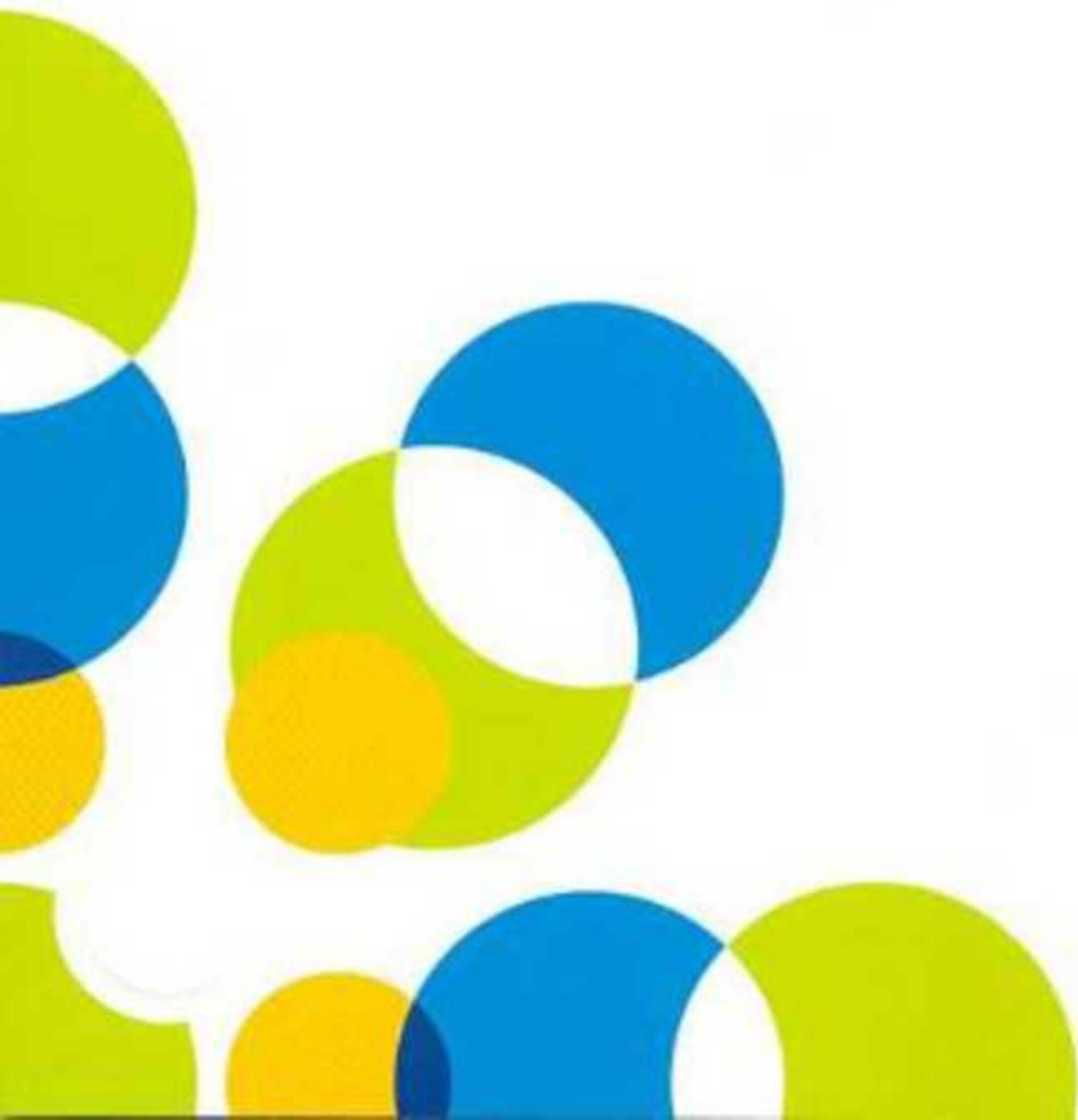


# **ACE EDUTREND LIMITED**

## **ANNUAL REPORT**

### **2017-2018**



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## Corporate Information

**BOARD OF DIRECTORS**

Mrs. Ruma Mukherjee  
Non-Executive Director

Mr. Girraj Kishore Varshney  
Non-Executive Director

Mr. Monendra Srivastava  
Independent Director

Mr. Umaid Raj Tater  
Independent Director

Mr. Suresh Kumar Sharma  
Independent Director

**INTERNAL AUDITOR**

DSAS & Associates, Chartered  
Accountants

**STATUTORY AUDITORS**

M/s ASHM & Associates  
F-24, Basement, Lajpat Nagar-  
III, New Delhi-110024

**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, 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 24<sup>th</sup> Annual General Meeting of **Ace Edutrend Limited** will be held on Friday, 28<sup>th</sup> September, 2018 at 12:30 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 31<sup>st</sup> March, 2018 along with the report of Independent Auditors and Directors thereon.
2. 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 Dhamija Sukhija & Co., Chartered Accountants, (Firm Registration No. 000369N), as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting to be held for the financial year 2018-2019 on such remuneration as may be determined by the Board of Directors of the Company.”

### SPECIAL BUSINESS:

3. **To consider and approve the appointment of Mr. Girraj Kishore Varshney (DIN 07151639) as Independent Director of the Company.**

**“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. Girraj Kishore Varshney (DIN 07151639)**, who was appointed as an Additional Director of the Company by the Board of Directors at its meeting held on 14<sup>th</sup> November, 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 28<sup>th</sup> September, 2018.

**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.”

4. **To consider and approve the appointment of Mr. Monendra Srivastava (DIN 07489845) as Executive Director of the Company.**

**‘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. **Monendra Srivastava** (DIN **07489845**), who was appointed as an Independent Director of the Company by the Board of Directors at its meeting held on 17<sup>th</sup> May, 2016 u/s 149 (6) of the Act, be and is hereby appointed as an Executive Director of the Company.

**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: 10.08.2018  
Place: New Delhi

Sd/-  
Ruma Mukherjee  
Director  
DIN: 03437200

#### 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 Saturday, September 22, 2018 to Friday, September 28, 2018 (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).
- 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 25, 2018** (9:00 A.M.) and ends on **September 27, 2018** (5:00 P.M.). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **21<sup>st</sup> September, 2018**, 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 [shalu.singhal9590@gmail.com](mailto:shalu.singhal9590@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) :

**1EVEN (Remote e-voting Event Number)USER ID PASSWORD/PIN**

- (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 **21<sup>st</sup> September, 2018**.
- 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. **21<sup>st</sup> September, 2018**, 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. **Ms. Shalu Singhal**, Company Secretary in Practice (Membership No. 32682) and Proprietor of M/s. Shalu Singhal & 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 along with 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: 10.08.2018  
Place: New Delhi

Sd/-  
Ruma Mukherjee  
Director  
DIN: 00632335

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**

### **Item No. 3**

The Board of Director at their meeting held on 10<sup>th</sup> August, 2018, appointed Mr. Girraj Kishore Varshney as an Additional Independent Director of the Company under section 161(1) of the Companies Act, 2013 and is considered as an Independent Director under Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In terms of Section 161(1) of the Companies Act, 2013, Mr. Girraj Kishore Varshney holds office as an Additional Director till the date of the forthcoming Annual General Meeting, but is eligible for appointment. The Company has received a notice from a member proposing his candidature for the office of Director of the Company, copy of which is available at the registered office of the Company.

Mr. Girraj Kishore Varshney does not hold himself or for any other person on a beneficiary basis, any shares in the company.

The Company has also received declarations from Mr. Girraj Kishore Varshney that he meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Companies Act, 2013 and under Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In the opinion of the Board, Mr. Girraj Kishore Varshney fulfills the conditions for appointment as Independent Directors as specified in the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

On the recommendation of the Nomination & Remuneration Committee, the Board, at its meeting held on 10<sup>th</sup> August, 2018 approved the terms and conditions of Mr. Girraj Kishore Varshney appointment, subject to the approval of the shareholders

**DISCLOSURE OF INTEREST UNDER SECTION 102 (1) (a)**

Mr. Girraj Kishore Varshney is interested and concerned in the resolutions set out respectively at Item No. 3 of the Notice with regard to their respective appointments.

The relatives of Mr. Girraj Kishore Varshney may be deemed to be interested in the resolutions set out respectively at Item No. 4 of the Notice, to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the Resolutions mentioned at Item No. 3 of the Notice.

The Board recommends the Ordinary Resolutions set out at Item No. 3 of the Notice for approval by the shareholders.

**Item No. 4**

The Board of Director at their meeting held on 28<sup>th</sup> August, 2018, appointed Mr. Monendra Srivastava as an Executive Director of the Company under section 161(1) of the Companies Act, 2013 and is considered as an Executive Director under Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In terms of Section 161(1) of the Companies Act, 2013, Mr. Monendra Srivastava holds office as an Executive Director till the date of the forthcoming Annual General Meeting, but is eligible for appointment. The Company has received a notice from a member proposing his candidature for the office of Director of the Company, copy of which is available at the registered office of the Company.

Mr. Monendra Srivastava does not hold himself or for any other person on a beneficiary basis, any shares in the company.

The Company has also received declarations from Mr. Monendra Srivastava that he meet with the criteria as prescribed both under sub-section (6) of Section 149 of the Companies Act, 2013 and under Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In the opinion of the Board, Mr. Monendra Srivastava fulfills the conditions for appointment as Executive Directors as specified in the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

On the recommendation of the Nomination & Remuneration Committee, the Board, at its meeting held on 28<sup>th</sup> August, 2018 approved the terms and conditions of Mr. Monendra Srivastava appointment, subject to the approval of the shareholders.

**DISCLOSURE OF INTEREST UNDER SECTION 102 (1) (a)**

Mr. Monendra Srivastava is interested and concerned in the resolutions set out respectively at Item No. 4 of the Notice with regard to their respective appointments.

The relatives of Mr. Monendra Srivastava may be deemed to be interested in the resolutions set out respectively at Item No. 4 of the Notice, to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the Resolutions mentioned at Item No. 4 of the Notice.

The Board recommends the Ordinary Resolutions set out at Item No. 4 of the Notice for approval by the shareholders.

**DISCLOSURE UNDER SECTION 102(3)**

The documents relating with these businesses are available for inspection till the date of AGM on all working days (except on Saturday and Sunday) at the Registered Office of the Company from 10:00 a.m. to 1:00 p.m.

By order of the Board of Directors  
For Ace Edutrend Limited

Date: 10.08.2018  
Place: New Delhi

Sd/-  
Ruma Mukherjee  
Director  
DIN: 00632335

**DETAIL OF DIRECTOR SEEKING APPOINTMENT**

[In pursuance of Secretarial Standard on General Meetings (SS-2) & Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Name of the Director	Mr. Monendra Srivastava	Mr. Girraj Kishore Varshney
DIN	07489845	07151639
Father's Name	Shri Surendra Narayan Srivastava	Shri Shanker Lal Varshney
Date of Birth	01/05/1979	01/07/1972
Age	39 years	46 years
Date of First Appointment on Board	17/05/2016	14/11/2017
Educational Qualification	He is a Graduate in B.sc (Science), M.sc in Computer Science, and Advance Diploma in Computer & Applications.	He has completed L.L.B. from Jai Narayan Vyas University, Jodhpur, and Rajasthan and has done PhD. Economics (Cost benefit analysis of rural development programme in arid zone of Rajasthan) Kota Open University, Kota, Rajasthan.
Experience & expertise in specific functional area	He is having an extensive experience in Information & Technology for various Companies.	He has 18 years of rich experience in teaching of subjects like Economics (Micro, Macro, Public Finance, International and Agriculture Economics) and Statistics .He is an author and co-author of various books titled "Humanities and Social Science for Engineering" and "Industrial

		Economics and Management”.
Terms & Conditions of appointment	As per Companies Act, 2013	As per Companies Act, 2013
Details of remuneration sought to be paid	Nil	Nil
Remuneration last drawn	N.A.	N.A.
Directorships held in other Companies (excluding foreign companies) and the membership of Committees of the board	3	Nil
Shareholding in Company (No. & %)	Nil	Nil
Relationship with other directors, Manager and other KMP of the company	N.A.	N.A.
The No. of Meetings of the board attended during the year	5	2

# DIRECTOR'S REPORT

Your Directors present you the 24<sup>th</sup> Annual Report of your Company and the Audited Financial Statements for the financial year ended 31st March 2018.

## 1. FINANCIAL SUMMARY

Financial Summary and performance Highlights of your Company, for the financial year ended March 31, 2018 are as follows:

### Financial Highlights:

(In Millions)		
Particulars	2017-18	2016-17
Total Revenue	27.54	87.42
Total Expense	30.51	95.62
Profit/Loss Before Tax	(2.97)	(8.20)
<b>Less: Taxation</b>		
Current Tax	(0.10)	(0.06)
Deferred Tax	(5.98)	2.59
Profit/Loss After Tax	(9.04)	(5.67)

## 2. RESULTS OF OPERATIONS

The total revenue of your Company for the financial year 2017-18 is Rs. 27,541,780 /- as against Rs. 153,221,419/- in the previous year. The Net Loss before tax stood at Rs. 2,965,068.25 /- as against Net Loss before tax Rs.9,503,749/-in the previous year. The Loss after Tax is Rs. 9,043,144.25/-as against Loss after Tax Rs. 6,567,091/- in the previous year.

## 3. DIVIDEND

The Company has suffered loss in the year 2017-18 hence it is not in the position to recommend any dividend for the period ended March 31, 2018.

## 4. CHANGE IN THE NATURE OF BUSINESS

During the year, there was no change in the nature of business of the Company.

**5. MATERIAL CHANGES AND COMMITMENT**

There are no material changes and commitments affecting the financial position of the Company occurred after the end of the financial year to which these financial statements relate on the date of this report.

**6. PARTICULARS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL APPOINTED OR RESIGNED DURING THE FINANCIAL YEAR ENDED MARCH 31, 2018.**

Mr. Narender Singh Chauhan, Company Secretary has resigned from the post of Company Secretary on 24<sup>th</sup> November, 2017.

Mr. Girraj Kishore Varshney was appointed as Additional Director w.e.f. 14<sup>th</sup> November, 2017.

Mr. Suresh Kumar Sharma and Mr. Umaid Raj Tater were appointed as Additional Director w.e.f. 25<sup>th</sup> August, 2017.

Mr. Pradeep Dutta, Director of the Company has vacated the office due to disqualification w.e.f 14<sup>th</sup> November, 2017, Ms. Meenu Paliwal, Director of the Company has resigned from the post of Directorship w.e.f 25<sup>th</sup> August, 2017.

**7. ANNUAL RETURN**

The extracts of Annual Return pursuant to the provisions of Section 92(3) of The Companies Act, 2013 read with Rule 12 of the Companies (Management and administration) Rules, 2014 in the prescribed Form MGT-9 is furnished in **Annexure 1** and forms an integral part of this report.

**8. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013**

There were no loans, guarantees or investments made by the Company under Section 186 of the Companies Act, 2013 during the year under review and hence the said provision is not applicable.

**9. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES REFERRED TO IN SECTION 188(1) OF THE COMPANIES ACT, 2013.**

All the transactions done with related parties for the year under review were on arm's length basis and are in compliance with the applicable provisions of the Act and Listing Agreement.

There are no material significant related party transactions made by the Company with Promoters, Directors or Key Managerial Personnel etc. which may have potential conflict with the interest of the Company at large. Transactions with related parties entered by the Company in the normal course of business are periodically placed before the Audit Committee of the Company for its approval. The particulars of contracts entered during the year are shown in the prescribed Form AOC-2 which is enclosed as **Annexure-2**.

**10. NUMBER OF BOARD MEETINGS CONDUCTED DURING THE YEAR UNDER REVIEW**

There were five meetings of the Board held during the year:

1.	30 <sup>th</sup> May 2017
2.	09 <sup>th</sup> August 2017
3.	25 <sup>th</sup> August 2017
4.	14 <sup>th</sup> November 2017
5.	13 <sup>th</sup> February 2018

The gap between any two meetings has been less than one hundred and twenty days and one meeting in each quarter has been held.

## 11. DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to Section 134(5) of the Companies Act 2013, the Directors hereby confirm that:

- in the preparation of the annual accounts for the year ended 31<sup>st</sup> March, 2018, the applicable accounting standards read with requirements set out under Schedule III to the Act, have been followed along with proper explanation relating to material departures;
- they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company as at 31<sup>st</sup> March, 2018 and of the profit and loss of the company for that period;
- they have taken proper and sufficient care for the 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;
- they have prepared the annual accounts on a going concern basis;
- they have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively; and
- they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

## 12. STATUTORY AUDITOR

**M/s ASHM & Associates, Chartered Accountants** (Firm Registration No. 005790C) have been appointed as the Statutory Auditors of the Company in the 23<sup>rd</sup> Annual General Meeting of the Company held on September 27, 2017, to hold the office till the conclusion of the 24<sup>th</sup> Annual General Meeting of the Company, subject to the ratification of shareholders at every Annual General Meeting.

M/s PVR-N & Co., Chartered Accountants has given their resignation on 18.08.2017 from the post of Statutory Auditor for the financial year 2017-18 & onwards and M/s ASHM & Associates, Chartered Accountants has been appointed as Statutory Auditor at their place subject to shareholder's consent at the ensuing AGM.



**13. SECRETARIAL AUDITOR AND SECRETARIAL AUDIT REPORT**

Pursuant to Section 204 of the Companies Act, 2013, the Company appointed Mrs. Shalu Singhal, a Practicing Company Secretary as its Secretarial Auditor to conduct the Secretarial Audit of the Company for FY 2017-2018. The Report of Secretarial Auditor (Form MR-3) for the FY 2017-2018 is annexed to the report as **Annexure-3**.

**14. COMMENTS BY THE BOARD ON AUDIT QUALIFICATION**

There were no qualifications, reservations or adverse remarks made either by the Statutory Auditors or by the Practicing Company Secretary in their respective reports.

**15. RISK MANAGEMENT POLICY**

Your Directors have adopted a Risk Management Policy for the Company. The Audit Committee and the Board of Directors of the Company review the risks, if any involved in the Company from time to time, and take appropriate measures to minimize the same. The Audit Committee ensures that the Policy for Risk Management is adopted across the Company in an inclusive manner.

**16. ORDERS PASSED BY THE REGULATORS OR COURTS, IF ANY**

No significant and material orders were passed by the Regulators, Courts or Tribunals impacting the going concern status and Company's operations in future.

**17. DETAILS IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS**

The Company's internal control systems are supplemented by an extensive programme of internal audit by an independent professional agency and periodically reviewed by the Audit Committee and Board of Directors. The internal control system is designed to ensure that all financial and other records are reliable for preparing financial statements, other data and for maintaining accountability of assets.

**18. DECLARATION BY INDEPENDENT DIRECTORS**

The Independent Directors have submitted their disclosures to the Board that they fulfill all the requirements as stipulated in Section 149(6) of the Companies Act, 2013 and Regulation 16B of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 so as to qualify themselves to be appointed as Independent Directors under the provisions of the Companies Act, 2013 and the relevant rules.

**19. COMPANY'S POLICY RELATING TO DIRECTORS APPOINTMENT, PAYMENT OF REMUNERATION AND DISCHARGE OF THEIR DUTIES**

The Company has adopted a Nomination and Remuneration Policy on Directors' Appointment and Remuneration including criteria for determining qualifications, positive attributes, independence of a director and other matters as provided under Section 178(3) of the Companies Act, 2013. The Policy is enclosed as a part of this report in compliance with Section 134(3) of the Companies Act, 2013 as Annexure-4.

**20. PERFORMANCE EVALUATION OF THE BOARD**

Regulation 4 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 mandates that the Board shall monitor and review the Board Evaluation framework. The Companies Act, 2013 states that a formal annual evaluation needs to be made by the Board of its own performance and that of its Committees and individual Directors. Schedule IV of the Companies Act, 2013 and regulation 17(10) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 states that the performance evaluation of Independent Directors shall be done by the entire Board of Directors, excluding the director being evaluated.

The evaluation of all the Directors and the Board as a whole was conducted based on the criteria and framework adopted by the Board, the actual evaluation process shall remain confidential and shall be a constructive mechanism to improve the effectiveness of the Board/ Committee.

**21. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE**

The criteria of Corporate Social Responsibility as prescribed under Section 135 of the Companies Act, 2013 is not applicable on the Company. Thus, there is no requirement to constitute a committee, formulate the policy and spent amount on Corporate Social Responsibility.

**22. VIGIL MECHANISM/ WHISTLE BLOWER POLICY**

The Company has established a Vigil Mechanism/ Whistle Blower Policy and oversees through the committee, the genuine concerns expressed by the employees and other Directors. The Company has also provided adequate safeguards against victimization of employees and Directors who express their concerns. The Company has also provided direct access to the chairman of the Audit Committee on reporting issues concerning the interests of co-employees and the Company. The Whistle Blower policy as approved by the Board has been uploaded on the website of the Company i.e. [www.aceedutrend.in](http://www.aceedutrend.in)

**23. DISCLOSURES UNDER SECTION 197 OF THE COMPANIES ACT, 2013 AND RULE 5 OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014.**

In accordance with the provisions of Section 197(12) of the Companies Act, 2013 and Rule 5(2) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the names and other particulars of employees should be set out in the annexure to the Directors' Report. As the Company has not paid any remuneration to the Directors, therefore, there is no requirement to comply with the provisions of this section.

**24. SHARES****a. BUY BACK OF SECURITIES**

The Company has not bought back any of its securities during the year under review.

**b. SWEAT EQUITY**

The Company has not issued any Sweat Equity Shares during the year under review.

**c. BONUS SHARES**

No Bonus Shares were issued during the year under review.

**d. EMPLOYEES STOCK OPTION PLAN**

The Company has not provided any Stock Option Scheme to the employees.

**25. FIXED DEPOSITS**

The Company has not accepted any deposit during the Financial Year 2017-18 and, as such, no amount of principal and interest was outstanding as on Balance Sheet date.

**26. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO**

The particulars as required under Section 217(1)(e) of the Act read with Companies' (Disclosures of Particulars in the Report of the Board of Directors) Rules, 1988 regarding Conservation of Energy and Technology Absorption have not been furnished considering the nature of activities undertaken by the Company during the year under review. Further there was no Foreign Exchange earnings and outgo during the Financial Year 2017-2018.

**27. MANAGEMENT DISCUSSION AND ANALYSIS**

A separate report on Management Discussion and Analysis relating to business and economic environment surrounding your company is enclosed as a part of the Annual Report.

**28. SUBSIDIARIES /JOINT VENTURES/ASSOCIATE COMPANIES**

The Company doesn't have any subsidiary, joint venture or associate Company.

**29. SEXUAL HARASSMENT POLICY**

In order to prevent sexual harassment of women at work place, Company has formed the policy under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act. During the year there were no instances and complaint of harassment against the Company.

**30. CORPORATE GOVERNANCE**

Your Company is committed to achieve the highest standards of Corporate Governance and adheres to the Corporate Governance requirements set by the Regulators/ applicable laws. Our focus on corporate governance, where investor and public confidence in companies is no longer based strictly on financial performance or products and services but on a company's structure, its Board of Directors, its policies and guidelines, its culture and the behavior of not only its officers and directors, but also all of its employees.

Our approach is proactive, starting with our Leadership Team. It is also deeply ingrained in our corporate culture, guiding how we work and how we do business.

We continually discuss bylaws and governance practices, changing our policies when necessary and pointing out areas where we need to improve our performance. We also compare our practices to the criteria used by outside organizations to evaluate corporate performance.

Regulation 15(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 exempts our Company to have separate section on Corporate Governance in the Annual Report. Henceforth the same has not been provided in this Annual Report.

### 31. LISTING OF SHARES

Your Company's shares are listed and are being traded on the Bombay Stock Exchange of India Limited.

### 32. NO DEFAULT

The Company has not defaulted in payment of interest and repayment of loan to any of the financial institutions and /or banks during the period under review.

### CAUTIONARY NOTE

Certain statements in the 'Management Discussion and Analysis' section may be forward-looking and are stated as required by applicable laws and regulations. Many factors may affect the actual results, which would be different from what the Directors envisage in terms of the future performance and outlook. Investors are cautioned that this discussion contains forward looking statement that involve risks and uncertainties including, but not limited to, risks inherent in the Company's growth strategy, dependence on certain businesses, dependence on availability of qualified and trained manpower and other factors discussed. The discussion and analysis should be read in conjunction with the Company's financial statements and notes on accounts.

### APPRECIATION

Your Directors wish to place on record their appreciation for the contribution made by employees at all levels to the continued growth and prosperity of your Company. Your Directors also wish to place on record their appreciation to the bankers, financial institutions, shareholders, dealers and customers for their continued support, assistance, without this appreciable support it not possible for the company to stands in competitive market, therefore company seeks this support in future too.

For and on behalf of the Board of Directors  
ACE Edutrend Limited

Sd/-  
Girraj Kishore Varshney  
Director  
DIN: 07151639

Sd/-  
Ruma Mukherjee  
Director  
DIN: 03437200

Date: 28.08.2018  
Place: New Delhi

**Annexures to the Director's Report****Annexure-1**

FormNo.MGT-9

**EXTRACT OF ANNUAL RETURN AS ON THE FINANCIAL YEAR ENDED ON 31<sup>st</sup>****March, 2018****[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]****I. REGISTRATION AND OTHER DETAILS:**

•	CIN	L29299DL1993PLC201811
•	Registration Date	04/10/1993
•	Name of the Company	ACE Edutrend Limited
•	Category/Sub-Category of the Company	Public Limited
•	Address of the Registered office and contact details	A-7/6, Jhilmil Industrial Area, Shahdara, New Delhi- 110095
•	Whether listed company	Yes
•	Name, Address and Contact details of Registrar and Transfer Agent, if any	Beetal Financial & Computer Services Pvt. Ltd. Beetal House, 3rd Floor, 99, Madangir, behind LSC, New Delhi - 110062

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

All the business activities contributing 10% or more of the total turnover of the company shall be stated:-

Sr.No.	Name and Description of main products/ services	NIC Code of the Product/ service	% to total turnover of the company
1	Technical and Vocational Secondary Education	8522	100%

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES**

Sr. No.	Name And Address Of The Company	CIN/GLN	Holding/ Subsidiary /Associate	% of shares held	Applicable Section
1.	N.A.				

**IV. SHAREHOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)****i. Category-wise Share Holding**

Category of Shareholders	No. of Shares held at the beginning of the year (As on 01.04.2017)				No. of Shares held at the end of the year (As on 31.03.2018)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoter</b>									
<b>1) Indian</b>									
a) Individual/HUF	458778	0	458778	5.01	458778	0	458778	5.01	0.00
b) Central Govt.	0	0	0	0	0	0	0	0	0.00
c) State Govt.(s)	0	0	0	0	0	0	0	0	0.00
d) Bodies Corp	0	0	0	0	0	0	0	0	0.00
e) Banks / FI	0	0	0	0	0	0	0	0	0.00
f) Any Other	0	0	0	0	0	0	0	0	0.00
<b>Sub-total(A)(1):-</b>	<b>458778</b>	<b>0</b>	<b>458778</b>	<b>5.01</b>	<b>458778</b>	<b>0</b>	<b>458778</b>	<b>5.01</b>	<b>0.00</b>
<b>2) Foreign</b>									0.00
a) NRIs-Individuals	0	0	0	0	0	0	0	0	0.00
b) Other-Individuals	0	0	0	0	0	0	0	0	0.00
c) Bodies Corp.	0	0	0	0	0	0	0	0	0.00
d) Banks / FI	0	0	0	0	0	0	0	0	0.00
e) Any Other....	0	0	0	0	0	0	0	0	0.00
<b>Sub-total(A)(1)+(A)(2)</b>	<b>458778</b>	<b>0</b>	<b>458778</b>	<b>5.01</b>	<b>458778</b>	<b>0</b>	<b>458778</b>	<b>5.01</b>	<b>0.00</b>
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds									
b) Banks / FI	0	0	0	0	0	0	0	0	0.00
c) Central Govt.	0	0	0	0	0	0	0	0	0.00
d) State Govt.(s)	0	0	0	0	0	0	0	0	0.00
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0.00
f) Insurance Companies	0	0	0	0	0	0	0	0	0.00
g) FIIs	0	0	0	0	0	0	0	0	0.00
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0.00
i) Others (specify)	0	0	0	0	0	0	0	0	0.00

Sub-total (B)(1)	0	0	0	0	0	0	0	0	0.00
<b>2. Non Institutions</b>									
<b>a) Bodies Corp.</b>									
(i) Indian	1974543	26200	2000743	21.84	1797051	16200	1813251	19.79	2.05
(ii) Overseas									
<b>b) Individuals</b>									
(i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	1451547	651110	2102657	22.95	1438980	650610	2089590	22.81	0.14
(ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	3958952	30000	3988952	43.54	4065271	30000	4095271	44.70	(1.16)
<b>c) Others:</b>									
HUF	557945	0	557945	6.09	637995	0	637995	6.96	(0.87)
Non Resident Indians	50825	0	50825	0.56					
Clear Members	1000	0	1000	0.01					
Others	0	0	0	0	0	0	0	0	0.00
<b>Sub-total(B)(2)</b>	<b>7994812</b>	<b>707310</b>	<b>8702122</b>	<b>94.99</b>					
<b>Total Public Shareholding (B)=(B)(1)+(B)(2)</b>	<b>7994812</b>	<b>707310</b>	<b>8702122</b>	<b>94.99</b>					
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	0	0	0	0	0	0	0	0	0.00
<b>Grand Total (A+B+C)</b>	<b>8453590</b>	<b>707310</b>	<b>9160900</b>	<b>100.00</b>					

\* % change during the year in bracket shows the decrease in shareholding.

(ii) Shareholding of Promoters

Sr. No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
								% change in share holding during the year

1.	Anita Gupta	224062	2.45	0	Anita Gupta	224062	2.45	0
2.	Sushil Agarwal	234716	2.56	0	Sushil Agarwal	234716	2.56	0
	<b>Total</b>	<b>458778</b>	<b>5.01</b>	<b>0</b>	<b>Total</b>	<b>458778</b>	<b>5.01</b>	<b>0</b>

(iii) Change in Promoters' Shareholding (please specify, if there is no change)

Sr. no	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	458778	5.01	458778	5.01
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	Nil	Nil	Nil	Nil
	At the End of the year	458778	5.01	458778	5.01

\* There is no change in the promoter's shareholding during the financial year 2017-18.

iv. Shareholding pattern of top ten shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sr. No	Name of Shareholders	Shareholding at the beginning of the year (as on 01 <sup>st</sup> April, 2017)		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	<b>For each of Top 10 shareholders</b>				
1	<b>Madhavi Bansal</b>				
	At the beginning of the year	469000	5.12	469000	5.12
	Transaction (Purchase/ Sale ) from 1 <sup>st</sup> April, 2016 up to 31 <sup>st</sup> March, 2017	Nil	Nil	469000	5.12
	At the End of the year	469000	5.12	469000	5.12
2.	<b>Uma Goyal</b>				
	At the beginning of	200000	2.18	200000	2.18



	the year				
	Purchase on 23.06.2017	155258	1.69	355258	1.69
	At the End of the year	355258	3.878	355258	3.878
<b>3</b>	<b>Vikram Bansal</b>				
	At the beginning of the year	341350	3.71	341350	3.71
	Transaction (Purchase/ Sale ) from 1 <sup>st</sup> April,2016 up to 31 <sup>st</sup> March, 2017	Nil	Nil	341350	3.71
	At the End of the year	341350	3.72	341350	3.72
<b>4</b>	<b>Diksha Mercantile Private Limited</b>				
	At the beginning of the year	326600	1.96	326600	1.96
	At the End of the year	326600	3.57	326600	3.57
<b>5</b>	<b>P.K. Goyal</b>				
	At the beginning of the year	271200	2.96	271200	2.96
	At the End of the year	271200	2.96	271200	2.96
<b>6.</b>	<b>Adhunik Technology Private Limited</b>				
	At the beginning of the year	216413	2.37	216413	2.37
	At the End of the year	216413	2.37	216413	2.37
<b>7.</b>	<b>Pawan Kumar Bansal</b>				
	At the beginning of the year	175000	1.91	175000	1.91
	Transaction (Purchase/ Sale ) from 1 <sup>st</sup> April, 2017 up to 31 <sup>st</sup> March, 2018	Nil	Nil	175000	1.91
	At the End of the year	175000	1.91	175000	1.91
<b>8</b>	<b>Abhishek Bansal</b>				
	At the beginning of the year	175000	1.91	175000	1.91
	Transaction (Purchase/Sale) from 1 <sup>st</sup> April, 2017 up to 31 <sup>st</sup> March, 2018	Nil	Nil	175000	1.91

	At the End of the year	175000	1.91	175000	1.9
<b>9</b>	<b>Pawan Jindal</b>				
	At the beginning of the year	170000	1.86	1700000	1.86
	At the End of the year	170000	1.86	170000	1.86
<b>10</b>	<b>M R Agarwal</b>				
	At the beginning of the year	70779	0.77	70779	0.77
	Purchase on 14.07.2017	39500	0.43	110279	1.20
	Purchase on 23.03.2018	40000	0.44	150279	1.64
	At the End of the year	150279	1.64	150279	1.64
<b>11</b>	<b>JLB Finvest Private Limited</b>				
	At the beginning of the year	150000	1.64	150000	1.64
	At the End of the year	150000	1.64	150000	1.64
<b>12</b>	<b>Sunil Finvest Private Limited</b>				
	At the beginning of the year	117071	1.28	117071	1.28
	At the End of the year	117071	1.28	117071	1.28
<b>13</b>	<b>Archana Jain</b>				
	At the beginning of the year	113739	1.24	113739	1.24
	At the End of the year	113739	1.24	113739	1.24
<b>14</b>	<b>Richa Agarwal.</b>				
	At the beginning of the year	104080	1.14	104080	1.14
	At the End of the year	104080	1.14	104080	1.14
<b>15</b>	<b>Shri Parasram Holdings Pvt. Ltd.</b>				
	At the beginning of the year	235499			
	Sell	-7610	2.4876	227889	2.4876
	Purchase	7609	2.5707	235498	2.5707
	Purchase	1220	2.584	236718	2.584
	Sell	-500	2.5785	236218	2.5785
	Purchase	202	2.5808	236420	2.5808
	Purchase	178	2.5827	236598	2.5827
	Sell	-5000	2.5281	231598	2.5281

	Purchase	5	2.5282	231603	2.5282
	Purchase	2	2.5282	231605	2.5282
	Sell	-155258	0.8334	76347	0.8334
	Sell	-1030	0.8222	75317	0.8222
	Purchase	125	0.8235	75442	0.8235
	Purchase	1683	0.8419	77125	0.8419
	Sell	-3833	0.8001	73292	0.8001
	Sell	-6	0.8	73286	0.8
	Purchase	3493	0.8381	76779	0.8381
	Purchase	20100	1.0575	96879	1.0575
	Purchase	17486	1.2484	114365	1.2484
	Sell	-5334	1.1902	109031	1.1902
	Sell	-4675	1.1391	104356	1.1391
	Sell	-1098	1.1272	103258	1.1272
	Sell	-7527	1.045	95731	1.045
	Purchase	1	1.045	95732	1.045
	At the End of the year	95732	1.0321	95732	1.0321
16	SMP SECURITIES LTD				
	Purchase	2100	1.055	96647	1.055
	Purchase	3301	1.091	99948	1.091
	Purchase	30000	1.4185	129948	1.4185
	Purchase	10799	1.5364	140747	1.5364
	Purchase	10000	1.6455	150747	1.6455
	Sell	-40000	1.2089	110747	1.2089
	Sell	-16200	1.0321	94547	1.0321
	At the End of the year	0	0	0	0
17	RAPID CREDIT & HOLDINGS PVT. LTD.				
	At the beginning of the year	90619	0.9892	90619	0.9892
	At the End of the year	90619	0.9892	90619	0.9892
18	TORRENT RETAILERS PVT. LTD.				
	At the beginning of the year	87800	0.9584	87800	0.9584
	At the End of the year	87800	0.9584	87800	0.9584
19	SUKHWINDER LAL GUPTA				
	At the beginning of the year	67000	0.7314	83200	0.9082
	Purchase	16200	0	0	0
	At the End of the			83200	0.9082

	year				
<b>20</b>	<b>MODEX INTERNATIONAL SECURITIES LTD</b>				
	At the beginning of the year	78116	0.8527	78616	
	Purchase	500	0	78816	
	Purchase	200	0	79316	
	Purchase	500	0	69316	
	Sell	-10000	0	68816	
	Sell	-500	0	58816	
	Sell	-10000	0	57703	
	Sell	-1113	0	52803	
	Sell	-4900	0	50803	
	Sell	-2000	0	50303	
	Sell	-500	0	48043	
	Sell	-2260	0	27683	
	Sell	-20360	0	27683	
	Purchase	500	0.3022	78616	
	At the End of the year	27683	0.3022	27683	0.3022
<b>21</b>	<b>PELICAN CONSULTANTS INDIA PRIVATE LIMITED</b>				
	At the beginning of the year	77603	0.8471	77603	0.8471
	At the End of the year	77603	0.8471	77603	0.8471

**v. Shareholding of Directors and Key Managerial Personnel:**

No Directors and KMP hold any Share during the Financial Year 2016-2017.

**V. INDEBTEDNESS**

Indebtedness of the Company including interest outstanding/accrued but not due for payment:

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>	0	0	0	0
<b>i) Principal Amount</b>	0	0	0	0
<b>ii) Interest due but not paid</b>	0	0	0	0
<b>iii) Interest accrued but not</b>				
<b>Total (i+ii+iii)</b>	0	0	0	0
<b>Change in</b>				

Indebtedness during the financial year	0	0	0	0
- Addition				
- Reduction				
Net Change	0	0	0	0
Indebtedness at the end of the financial year	0	0	0	0
i) Principal Amount	0	0	0	0
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)	0	0	0	0

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

### A. Remuneration to Managing Director, Whole-time Directors and/or Manager

Sl. No.	Particulars of Remuneration	(Whole Time Director)*			Total (Amt)
1.	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	NIL	--	--	NIL
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	NIL	--	--	NIL
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	NIL	--	--	NIL
2.	Stock Option	NIL	--	--	NIL
3.	Sweat Equity	NIL	NIL	NIL	NIL
4.	Commission - as % of profit - others, specify...	NIL	NIL	NIL	NIL
5.	Others, please specify	NIL	NIL	NIL	NIL
6.	Total (A)	NIL	NIL	NIL	NIL
	Ceiling as per the Act				30,00,000

**B. Remuneration to other directors:**

Sl. No.	Particulars of Remuneration	Name of Directors			Total Amount
	<u>Independent Directors</u>	Mr. Suresh Kumar Sharma*	Mr. Monendra Srivastava	Mr. Umaid Raj Tater	
	· Fee for attending board committee meetings	Nil	Nil	NIL	Nil
	· Commission	Nil	Nil	NIL--	Nil
	· Others, please specify	Nil	Nil	NIL	Nil
		Nil		--	
				--	
	Total(1)	NIL	NIL	NIL	NIL
	<u>Other Non-Executive Directors</u>	*Mr. Pradeep Dutta	Mrs. Ruma Mukherjee	Mr. Girraj Kishore Varshney	
	· Fee for attending board committee meetings	Nil	Nil	NIL	Nil
	· Commission	Nil	Nil	NIL--	Nil
	· Others, (As Consultant Fees)	600,000	600,000		Nil
				--	
	Total(2)	NIL	NIL	--	NIL
	Total(B)=(1+2)	NIL	NIL	--	NIL
	Total Managerial Remuneration	600,000	600,000	--	Nil
	Overall Ceiling as per the Act				

\* Mr. Pradeep Dutta has been disqualified under the Companies Act, 2013 from the directorship.

**C. Remuneration to Key Managerial Personnel Other Than MD /Manager /WTD**

Sl. no.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary*	CFO	Total
1.	Gross salary	NIL	312000	NIL	312000
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	0	0	0	0
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0	0	0	0
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	0	0	0	0
2.	Stock Option	0	0	0	0
3.	Sweat Equity	0	0	0	0
4.	Commission - as % of profit - others, specify...	0	0	0	0
5.	Others, please specify	0	0	0	0

6.	Total	NIL	312000	NIL	312 000
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**VII. PENALTIES/PUNISHMENT/COMPOUNDING OFFENCES:**

Type	Section of the Companies Act	Brief description	Details of Penalty/Punishment/Compounding fees imposed	Authority[RD /NCLT/Court]	Appeal made. If any(give details)
A.Company					
Penalty	.....N.A.....				
Punishment					
Compounding					
B.Directors					
Penalty	.....N.A.....				
Punishment					
Compounding					
C. OtherOfficersInDefault					
Penalty	.....N.A.....				
Punishment					
Compounding					

For and on behalf of the Board of Directors  
ACE Edutrend Limited

Sd/-  
Girraj Kishore Varshney  
Director  
DIN: 07151639

Sd/-  
Ruma Mukherjee  
Director  
DIN: 03437200

Date: 10.08.2018  
Place: New Delhi

## Annexure-2

## FORM NO. AOC.2

*(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)*

**Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso is given below:**

## 1. Details of contracts or arrangements or transactions not at arm's length basis

S. No	Particulars	Details
a)	Name (s) of the related party & nature of relationship	Nil
b)	Nature of contracts/arrangements/transaction	Nil
c)	Duration of the contracts/arrangements /transaction	Nil
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	Nil
e)	Justification for entering into such contracts or arrangements or transactions	Nil
f)	Date of approval by the Board	Nil
g)	Amount paid as advances, if any	Nil
h)	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	Nil

## 2. Details of material contracts or arrangement or transactions at arm's length basis

Name of related Party	Nature of Relationship	Nature of Transaction	Duration of Contract	Amount (Rs.)	Salient Terms
--	--	--	--	--	--

For and on behalf of the Board of Directors  
ACE Edutrend Limited

Sd/-  
Girraj Kishore Varshney  
Director  
DIN: 07151639

Sd/-  
Ruma Mukherjee  
Director  
DIN: 03437200

Date: 10.08.2018  
Place: New Delhi



**Form No. MR-3**  
**Secretarial Audit Report**

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the  
Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]  
FOR THE FINANCIAL YEAR ENDED 31st March, 2018

To,  
The Members,  
**ACE EDUTREND LIMITED**  
**A-7/6, JHILMIL INDUSTRIAL AREA SHAHDARA NEW DELHI- 110095**

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **ACE EDUTREND LIMITED- L29299DL1993PLC201811** (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

**Opinion**

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on March 31, 2018 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the Financial Year ended on March 31, 2018 and made available to me, according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the Rules made thereunder, as applicable;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment and Overseas Direct Investment and External Commercial Borrowing.
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (SEBI Act):-

- a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
- c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (Not Applicable to the Company during the Audit Period);
- d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014
- e. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

I have also examined compliance with the applicable clauses of the following:

- i. The Secretarial Standards issued by the Institute of Company Secretaries of India.
- ii. The Listing Agreement already entered into by the Company with Bombay Stock Exchange Limited.
- iii. Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

I further report that, there were no events / actions in pursuance of:

- a) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- b) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
- c) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998, requiring compliance thereof by the Company during the financial year.

I further report that, based on the information provided and the representation made by the Company and also on the review of the compliance reports of Company Secretary / Chief Financial Officer taken on record by the Board of Directors of the Company, in my opinion, adequate systems and processes exist in the Company to monitor and ensure compliance with provisions of applicable general laws like Labour laws and Environmental laws.

**I further report that;**

1. The compliance by the Company of applicable financial laws like direct and indirect tax laws and maintenance of financial records and books of accounts has not been reviewed in this Audit

since the same have been subject to review by statutory financial audit and other designated professionals.

2. The Board of Directors of the Company is duly constituted with proper balance of Non-Executive Directors & Independent Director under Companies act, 2013 other remarks as above-mentioned.
3. Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent with in prescribed limit, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

As per the minutes of the meetings duly recorded and signed by the Chairman, the decisions of the Board were unanimous and no dissenting views have been recorded.

**I further report that** there are adequate systems and processes in the Company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**I further report that** during the audit period the company has not made any major changes in the following events/actions in pursuance of the below law, rules, regulations and guidelines.

- i. Public/Right/Preferential issue of shares / debentures/sweat equity, etc.
- ii. Redemption / buy-back of securities
- iii. Merger / amalgamation / reconstruction, etc.
- iv. Foreign technical collaborations

**For M/s Shalu Singhal &  
Associates**

**Shalu Singhal  
Proprietor  
C P No: 12329**

Place: New Delhi  
Date: 10.08.2018

Report is to be read with our letter of even date which is annexed as **Annexure A** and forms an integral part of this report.

**‘Annexure A’**

To,  
**The Members**  
**ACE EDUTREND LIMITED**  
**A-7/6, JHILMIL INDUSTRIAL AREA SHAHDARA NEW DELHI- 110095**

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on our audit.
2. I have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. I believe that the process and practices we followed provide a reasonable basis for our opinion.
3. I have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. Where ever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events, etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedure on test basis.

**For M/s Shalu Singhal & Associates**

**Shalu Singhal**  
**Proprietor**  
**C P No: 12329**

Place: New Delhi  
Date: 10.08.2018

## NOMINATION & REMUNERATION POLICY

The Nomination & Remuneration policy for members of the Board and KMPs is drafted in a manner which aims to improve the performance of the Board of Directors and KMPs of ACE Edutrend Limited (the 'Company') and subsequently enhance the value of the Company, to motivate and retain them, and to be able to attract other highly qualified executives.

In determining the Nomination & Remuneration policy, the Nomination & Remuneration Committee ensures that a competitive remuneration package for Board-level executives and KMPs commensurate to their talent is maintained and benchmarked with other similar companies operating in domestic market.

The terms of reference, objectives and key elements of the policy produced below is in line with the provisions of Section 178(4) of the Companies Act, 2013, which requires that the policy be formulated in a manner such that it ensures that the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully and also that relationship of remuneration to performance is clear and meets appropriate performance benchmarks.

### OBJECTIVES OF NOMINATION & REMUNERATION POLICY

The objective of Nomination & Remuneration Policy of ACE EDUTREND LIMITED is to attract, motivate and retain qualified and expert individuals that the Company needs in order to achieve its strategic and operational objectives, whilst acknowledging the societal context around remuneration and recognizing the interests of ACE EDUTREND LIMITED.

### BASIS OF FORMULATION

The Company while deciding the remuneration package of the senior management members takes into consideration the employment scenario, remuneration package of the industry, remuneration package of the managerial talent of other industries, among others.

### KEY ELEMENTS OF THE POLICY

The following elements are taken into consideration:

- a) ACE Edutrend Limited strives for a high performance in the field of sustainability and aims to maintain a good balance between economic gains, respect for people and concern for the environment in line with ACE Edutrend Limited values and business principles as reflected in the Company's Code of Business Conduct. The Nomination & Remuneration policy reflects a balance between the interests of the Company's main stakeholders as well as a balance between its short term and long-term strategy. As a result, the structure of the remuneration package for the Managing Board and KMPs is designed to balance short-term operational performance with the medium and long-term objective of creating sustainable value within the Company, while taking into account the interests of its stakeholders.
- b) To ensure that highly skilled and qualified senior executives can be attracted and retained. ACE Edutrend Limited aims for a total remuneration level that is comparable to levels provided by other companies that are similar to the Company in terms of size, line of production and complexity.
- c) The remuneration policies for the members of the Managing Board and for other senior executives of ACE Edutrend Limited are aligned.

- d) The relationship of remuneration to performance is clear and meets appropriate performance benchmarks and
- e) The remuneration to directors and KMPs and other senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.

**Terms of reference**

The terms of reference of the Nomination & Remuneration Committee, inter alia, consists of reviewing the overall compensation policy, service agreements, performance incentive and other employment conditions of Board Members and KMPs. The recommendations of the Nomination & Remuneration Committee are considered and approved by the Board of Directors, subject to the approval of the shareholders, wherever necessary.

The remuneration of the Executive Directors and KMPs are recommended by the Nomination & Remuneration Committee based on criteria such as industry benchmarks, the Company's performance vis-a-vis the industry, responsibilities shouldered, performance/track record, review on remuneration packages of heads of other organizations and is decided by the Board of Directors, subject to the approval of the shareholders at the General Meeting of the Company wherever required. The Company pays remuneration by way of salary, perquisites, allowances etc. Besides the above Criteria, the Remuneration/ compensation/ commission etc. to be paid to Director/ Managing Director/KMPs shall be governed as per provisions of the Companies Act, 2013 and rules made thereunder or any other enactment for the time being in force.

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## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

### **INDUSTRY STRUCTURE AND DEVELOPMENTS**

Budget 2017-18 Highlight on Education Sector

For the year 2017-18,

- A total of Rs. 69,074.76 crores has been allotted to the education sector in the Union Budget, 2016.
- Govt. has allocated Rs. 26,855 crores to the department of higher education under the human resource development (HRD) ministry compared to Rs 23,700 crores in 2015-16, registering an increase of 13.31 per cent.

### **INITIATIVES TAKEN BY THE GOVERNMENT FOR EDUCATION SE**

These are some of the initiatives taken by the Government for promoting the education sector:

- Prime Minister Mr. Narendra Modi launched the Skill India initiative – ‘Kaushal Bharat, Kushal Bharat’. Under this initiative, the government has set itself a target of training 400 million citizens by 2022 that would enable them to find jobs. The initiatives launched include various programmes like; Pradhan Mantri Kaushal Vikas Yojana (PMKVY), National Policy for Skill Development and Entrepreneurship, Skill Loan scheme, and the National Skill Development Mission.
- PMKVY is the flagship program under the Skill India Initiative and it includes incentivising skill training by providing financial rewards on completion of training to the participants. Over the next year 2.4 million Indians are believed to be benefitted from this scheme.
- National Policy for Skill Development and Entrepreneurship 2015 is India’s first integrated program to develop skill and promote entrepreneurship simultaneously. The vision of this programme is to skill the Indian youth rapidly with high standards and at the same time promote entrepreneurship thus creating wealth and gainful employment for the citizens.
- Skill Loan Scheme is designed to disburse loans of Rs 5,000 (US\$ 75.3) to Rs 150,000 (US\$ 2,260) to 3.4 million Indians planning to develop their skills in the next five years.
- The National Skill Development Mission is developed to expedite the implementation of skilling activities in India by providing robust institutional framework at the centre and the state.
- The Government of India has launched the National Web Portal for promotion of National Apprenticeship Scheme for Graduates, Diploma holders and 10+2 pass-outs vocational certificate holders.

### **OPPORTUNITIES, THREATS & OUTLOOK**

Education sector in the past recent years has seen rapid transformations with the introduction of the technology. The Company is engaged in most rewarding coaching segment of the Education sector. The Company is looking for providing Higher and Vocational Education in the upcoming years. The Company is positive with the future developments and endeavors to do its best to capitalize the opportunities in this sector.

**RISKS & CONCERNS**

The company is engaged in Tutoring and Coaching Segment and providing Higher & Vocational Education. The following section discusses the various aspects of enterprise-wide risk management. Readers are cautioned that the risk related information outlined here is not exhaustive and is for information purpose only.

**The key risks that may impact the Company's Business include:-**

- a) **Changes in regulatory Environment:-** Despite being a regulated and competitive sector, India's education sectors are one of the last theatres for the liberalization debate. Planners and educationalists are confronted with the failure of public initiatives to achieve universal coverage. The increasing trend of preference to study in abroad is also a threat to the Sector.
- b) **Increased Competition:-** the Education Industry in India has witnessed the entry of various new players which has resulted in heightened competition. There is greater private participation in the provision of higher education, which should be spread through all levels of Education. There is an urgent need for greater clarity of regulation, which would reduce the need for current complicated structures of ownership and encourage greater public-private participation in this vital sector.

**INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY**

There are well-established procedures for internal controls for operations of the Company. The finance & audit functions are well equipped with professionally experienced qualified personnel & play important roles in implementing the statutory obligations. The company has constituted Audit Committee for guidance and proper control of affairs of the Company. To ensure quality of delivery, the Company is now focusing mainly Higher & Vocational Education.

**FINANCIAL PERFORMANCE**

(In Millions)

Particulars	2017-18	2016-17
Total Revenue	27.54	87.42
Total Expense	30.51	95.62
Profit/Loss Before Tax	(2.97)	(8.20)
<b>Less: Taxation</b>		
Current Tax	(0.10)	(0.06)
Deferred Tax	(5.98)	2.59
Profit/Loss After Tax	(9.04)	(5.67)

**MATERIAL DEVELOPMENT IN HUMAN RESOURCES**

The efforts for development of human resource have been continued with greater emphasis on training and development programs. The Company enjoyed healthy and cordial relations with the employees of the Company. A detailed performance evaluation system is in place and remuneration and rewards are strongly linked to performance indicators.



The Company has laid down various plans to attract and retain skill manpower at all levels. Your directors' place on record their sincere appreciation in respect of the services rendered by the employees of the Company at all levels.

Human resources are highly valued at ACE EDUTREND LIMITED. The Company seeks to attract, retain and nurture qualified and good faculty, technical & managerial talent across its operations and continues to create, sustain the environment that brings out the best in our people with emphasis on training, learning & Development. It aims at career progression and fulfilling satisfactory needs. Performance is recognized and rewarded through upgradation & job enrichment, performance incentives.

### **CAUTIONARY STATEMENTS**

The report may contain forward looking statements which may be identified by their use of words like 'plans', 'expects', 'will', 'anticipates', 'believes', 'intends', 'projects', 'estimates', or other words of similar meaning. All statements that address expectations and projections about the future, including but not limited to statements about the Company's strategy for growth, product development, market position, expenditures and financial results, are forward looking statements. Forward looking statements are based on certain assumptions and expectations of future events. The Company assumes no responsibility to publicly amend, modify or revise any forward looking statements, on the basis of any subsequent developments, information or events. Actual results could differ materially from those express or implied.

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**Independent Auditor's Report****To the Members of  
ACE Edutrend Limited  
Report on the Financial Statements**

We have audited the accompanying financial statements of **ACE Edutrend Limited** (*"the Company"*) which comprise the Balance Sheet as at March 31, 2018, the Statement of Profit and Loss, Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

**Management's Responsibility for the Standalone Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

**Auditor's Responsibility**

Our responsibility is to express an opinion on these Standalone financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Standalone financial statements

### Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2018, and its Profit/Loss and its Cash Flow for the year ended on that date.

### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), as amended, issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "**Annexure A**" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by section 143 (3) of the Act, we report that:
  - a. we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
  - b. in our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
  - c. the Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account
  - d. in our opinion, the aforesaid Standalone financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - e. On the basis of written representations received from the directors as on March 31, 2017 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2017 from being appointed as a director in terms of Section 164 (2) of the Act.
  - f. On our observation company has adequate internal financial controls system in place and the operating effectiveness of such controls.
  - g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - i. the Company has no any pending litigations on its financial statements
    - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

**For ASHM & Associates**  
**Chartered Accountants**

**Manoj Kumar Bajaj**  
**Partner**

M.No.: 091107

F.Reg.No.: 005790C

Place: New Delhi

Date: 29.05.2018

**“Annexure A” to the Independent Auditors’ Report**

Referred to in paragraph 1 under the heading ‘Report on Other Legal & Regulatory Requirement’ of our report of even date to the financial statements of the Company for the year ended March 31, 2018:

- 1) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;  
  
(b) The Fixed Assets have been physically verified by the management in a phased manner, designed to cover all the items over a period of three years, which in our opinion, is reasonable having regard to the size of the company and nature of its business. Pursuant to the program, a portion of the fixed asset has been physically verified by the management during the year and no material discrepancies between the books records and the physical fixed assets have been noticed.  
  
(c) The company has not any immovable properties.
- 2) The company has engaged in business of Education & Training.
- 3) The Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability partnerships or other parties covered in the Register maintained under section 189 of the Act. Accordingly, the provisions of clause 3 (iii) (a) to (C) of the Order are not applicable to the Company and hence not commented upon.
- 4) In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 In respect of loans, investments, guarantees, and security.
- 5) The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.
- 6) As informed to us, the maintenance of Cost Records has not been specified by the Central Government under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the company.
- 7) (a) According to information and explanations given to us and on the basis of our examination of the books of account, and records, the Company has been generally regular in depositing undisputed statutory dues with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at March 31, 2018 for a period of more than six months from the date on when they become payable.  
  
(b) The Company has no any pending litigations on its financial statements
- 8) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to banks. The Company has not taken any loan either from financial institutions or from the government and has not issued any debentures.
- 9) Based upon the audit procedures performed and the information and explanations given by the management, the company has not raised moneys by way of initial public offer or further public offer including debt instruments and term Loans. Accordingly, the provisions of clause 3 (ix) of

the Order are not applicable to the Company and hence not commented upon.

- 10) Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.
- 11) Based upon the audit procedures performed and the information and explanations given by the management, the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act;
- 12) In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 4 (xii) of the Order are not applicable to the Company.
- 13) In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
- 14) Based upon the audit procedures performed and the information and explanations given by the management, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3 (xiv) of the Order are not applicable to the Company and hence not commented upon.
- 15) Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company and hence not commented upon.
- 16) In our opinion, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3 (xvi) of the Order are not applicable to the Company and hence not commented upon.

**For ASHM & Associates**  
**Chartered Accountants**

**Manoj Kumar Bajaj**  
**Partner**

M.No.: 091107  
F.Reg. No.: 005790C  
Place: New Delhi  
Date: 29.05.2018

**ACE EDUTREND LIMITED**  
**Balance Sheet as on 31st March 2018**

(In Rupees)

	Particulars	Note No	AS ON 31.03.2018	AS ON 31.03.2017
<b>I.</b>	<b><u>EQUITY AND LIABILITY</u></b>	-		
<b>(1)</b>	<b>Shareholders' Funds</b>			
	(a) Share Capital	1	91,609,000.00	91,609,000.00
	(b) Reserves & Surplus	2	17,718,619.67	26,761,763.92
	(c) Money received against share warrants			
<b>(2)</b>	<b>Share Application Money Pending Allotment</b>		-	-
<b>(3)</b>	<b>Non Current Liabilities</b>			
	(a) Long term borrowings		-	-
	(b) Deferred tax liabilities(Net)		-	-
	(c) Other long-term liabilities		-	-
	(d) Long term provisions		-	-
<b>(4)</b>	<b>Current Liabilities</b>			
	(a) Short-term borrowings		-	-
	(b) Trade payables	3	24,196,024.00	19,506,500.00
	(c) Other current liabilities		-	-
	(d) Short-term provisions	4	16,323,338.00	16,193,214.00
	<b>TOTAL</b>		<b>149,846,981.67</b>	<b>154,070,477.92</b>
<b>II.</b>	<b><u>ASSETS</u></b>	-		
<b>(1)</b>	<b>Non-Current Assets</b>			
	(a) Fixed Assets	5		
	(i) Tangible assets		31,736,251.00	45,489,656.00
	(ii) Intangible assets		459,210.00	835,992.00
	(iii) Capital work-in-progress			
	(iv) Intangible assets under development			
	(b) Non-current Investments			
	(c) Deffered tax asseets (Net)		4,220,779.00	10,198,731.00

	(d) Long-term loans and advances	6	65,997,913.00	77,075,039.00
	(e) Other non-current assets			
<b>(2)</b>	<b>Current Assets</b>			
	(a) Current investments		-	-
	(b) Inventories		-	-
	(c) Trade receivables		46,522,350.00	19,635,986.00
	(d) Cash and cash equivalents	7	120,505.30	301,642.55
	(e) Short-term loans and advances		-	-
	(f) Other current assets	8	789,973.37	533,431.37
	<b>TOTAL</b>		<b>149,846,981.67</b>	<b>154,070,477.92</b>

Significant Accounting Policies  
In terms of our report attached.

13

For ASHM & Associates  
Chartered Accountants

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

Manoj Kumar Bajaj  
Partner  
Mem. No. 091107  
FRN.005790C

Monendra Srivastava  
Director  
DIN 07489845

Ruma Mukherjee  
Director  
DIN: 03437200

Place : New Delhi  
Date : 29.05.2018



**ACE EDUTREND LIMITED**  
**Statement of Profit and Loss for the year ended 31st March, 2018**

(In Rupees)

	Particulars	Note No	AS ON 31.03.2018	AS ON 31.03.2017
I.	Revenue from operations	9	27,541,780.00	87,421,546.00
II.	Other Income		-	-
III.	<b>Total Revenue [I+II]</b>		<b>27,541,780.00</b>	<b>87,421,546.00</b>
IV.	<b>Expenses</b>			
	Cost of Services Rendered		15,754,374.00	66,315,870.00
	Purchases of Stock-in-Trade		-	-
	Changes in inventories of finished goods, work-in-progress and Stock-in-Trade		-	-
	Payment to Auditors		30,000.00	28,750.00
	Employee benefits expenses	10	350,000.00	1,563,020.00
	Finance costs	11	2,710.25	21,760.50
	Depreciation and amortization expenses		14,233,687.00	26,750,599.00
	Other expenses	12	136,077.00	939,356.00
	<b>Total Expenses</b>		<b>30,506,848.25</b>	<b>95,619,355.50</b>
V.	Profit before exceptional and extraordinary items and tax (III- IV)		(2,965,068.25)	(8,197,809.50)
VI.	Exceptional items		-	-
VII.	Profit before extraordinary items and tax (V-VI)		(2,965,068.25)	(8,197,809.50)
VIII.	Extraordinary items		-	-
IX.	<b>Profit before Tax (VII-VIII)</b>		<b>(2,965,068.25)</b>	<b>(8,197,809.50)</b>

X	Tax expenses:			
	(1) Current tax		(100,124.00)	(55,519.00)
	(2) Deferred tax		(5,977,952.00)	2,588,642.00
XI.	Profit(Loss) for the period from continuing operations (IX-X)		(9,043,144.25)	(5,664,686.50)
XII.	Profit /(loss) from discontinuing period		-	-
XIII.	Tax expenses of discontinuing operations		-	-
XIV.	Profit/(loss) from Discontinuing operation (after tax) (XII-XIII)		-	-
XV.	<b>Profit(Loss) for the period (XI+XIV)</b>		<b>(9,043,144.25)</b>	<b>(5,664,686.50)</b>
XVI.	Earning per Equity share:			
	(1) Basic		(0.99)	(0.62)
	(2) Diluted		-	-

**Significant Accounting Policies  
In terms of our report attached.**

**13**

**Board of Directors of  
ForASHM & Associates  
Chartered Accountants**

**For and on behalf of the**

**M/s ACE Edutrend Limited**

**Manoj Kumar Bajaj  
Partner  
Mem. No. 091107  
FRN.005790C**

**Monendra Srivastava  
Director  
DIN 07489845**

**Ruma Mukherjee  
Director  
DIN: 03437200**

**Place : New Delhi  
Date: 29.05.2018**

## CASH FLOW STATEMENT AS AT 31ST MARCH 2018

(Amount in Rs.)

	Particulars	AS ON 31.03.2018	AS ON 31.03.2017
A	<b>CASH FLOW FROM OPERATING ACTIVITIES</b>		
	Net Profit before Taxation	(2,965,068.25)	(8,197,809.50)
	Add: Adjustment For		
1	Depreciation	14,233,687.00	26,750,599.00
	Operating Profit Before Working Capital Change	11,268,618.75	18,552,789.50
	Adjustment For		
1	(Increase)/decrease in Loans & Advances	11,077,126.00	(372,065.00)
2	Increase/(decrease) in Current Liabilities	4,819,648.00	1,512,821.00
3	(Increase)/decrease in Trade Receivable	(26,886,364.00)	(19,635,986.00)
4	(Increase)/decrease in Other Current Assets	(256,542.00)	(52,452.00)
	Cash Generated from Operation	22,486.75	5,107.50
	Less: Income Tax	100,124.00	55,519.00
	<b>Net cash Generated from operations</b>	<b>(77,637.25)</b>	<b>(50,411.50)</b>
B	<b>CASH FLOW FROM INVESTING ACTIVITIES</b>		
1	Purchase of Shares		-
2	Purchase of Fixed Assets	(103,500.00)	(59,202.00)
	<b>Net cash used in Investing Activities</b>	<b>(103,500.00)</b>	<b>(59,202.00)</b>
C	<b>CASH FLOW FROM FINANCING ACTIVITIES</b>		
1	Increase/(decrease) in Unsecured Loans		

			-
	<b>Net cash generate in Financing Activities</b>		-
	Net Changes in Cash & Cash Equivalents (A+B+C)	(181,137.25)	<b>(109,613.50)</b>
	Opening balance of Cash & Cash Equivalents	301,642.55	411,256.05
	<b>Closing Balance of Cash &amp; Cash Equivalents</b>	<b>120,505.30</b>	<b>301,642.55</b>

**AUDITOR'S CERTIFICATE**

We have examined the above Cash Flow Statement of M/s ACE Edutrend Limited for the year ended on 31st March 2018.

The Statement has been prepared by the Company in accordance with the requirements of Accounting Standards-3

"Cash Flow Statements" and in agreement with the corresponding Profit & Loss Account and Balance Sheet of the Company

covered by our report dated 30th May, 2018.

**For and on behalf of the Board of**

**Directors of  
ForASHM & Associates  
Limited  
Chartered Accountants**

**M/s ACE Edutrend**

**Manoj Kumar Bajaj  
Partner**

**Mem. No. 091107  
FRN.005790C**

**Place : New Delhi  
Date : 29.05.2018**

**Monendra  
Srivastava  
Director**

**DIN 07489845**

**Ruma Mukherjee  
Director**

**DIN:  
03437200**

**ACE EDUTREND LIMITED****Notes to financial statements for the year ended 31 March 2018**(Amount in Rupees, unless otherwise stated)**Effect of Ind AS adoption on equity as at April 1, 2016:**

Particulars	Amount	Opening Adjustments	Total Amount
<b>Amount of Equity as at 31 March 2016 Under IGAAP</b>			
Capital Reserve	0		
Retained Earnings	32,426,450.42		
Securities Premium Reserve	-		<b>32426450.42</b>
<b>Less:</b>			
<b>Adjustments relating to Financial Instrument:</b>			
	-	-	-
<b>Add:</b>			
<b>Adjustments relating to Financial Instrument:</b>			
Interest Income on National Saving Certificates	-	-	-
<b>Amount of Equity as at 31 March 2016 Under Ind AS</b>			
Capital Reserve	0	-	
Retained Earnings	32,426,450.42	-	
Securities Premium Reserve	-	-	<b>32426450.42</b>
<b>Difference</b>			-

**NOTE - 1**

(In Rupees `)

Share Capital	AS ON 31.03.2018	AS ON 31.03.2017
<b><u>Authorised</u></b>		
Preference Share	-	-
Equity Share (10,000,000 Equity Shares of Rs. 10/- each)	100,000,000.00	100,000,000.00
<b><u>Issued, Subscribed &amp; Paid Up</u></b>		
Preference Share		
Equity Share (9160900 Equity Shares of Rs. 10/- each)	91,609,000.00	91,609,000.00
<b>TOTAL</b>	<b>91,609,000.00</b>	<b>91,609,000.00</b>

**NOTE 1 A**

Particulars	Equity Shares	
	Number	Amount
Shares outstanding at the beginning of the year	9,160,900	91,609,000
Shares Issued during the year	-	-
Shares bought back during the year	-	-
Shares outstanding at the end of the year	<b>9,160,900</b>	<b>91,609,000</b>

**NOTE 1 B**

No. of Equity Shares are held by the holding company : **NA**

**NOTE 1 C**

SR. NO.	Name of Shareholder		As on 31.03.2018		As on 31.03.2017	
			No. of Share	%	No. of Share	%
1	Madhvi Bansal		469,00	5.1	469,000	5.12

			0	2		
2	Shri Parasram Holdings Pvt. Ltd.		235,499	2.57	235,499	2.57

**NOTE 2****(In Rupees`)**

Reserve and surplus	As on 31.03.2018	As on 31.03.2017
<b>a. Surplus</b>		
Opening balance	26,761,763.92	32,426,450.42
(+) Net Profit/(Net Loss) For the current year	(9,043,144.25)	(5,664,686.50)
Closing Balance	<b>17,718,619.67</b>	<b>26,761,763.92</b>
<b>Total</b>	<b>17,718,619.67</b>	<b>26,761,763.92</b>

**NOTE 3**

Other Long Term Liabilities	As on 31.03.2018	As on 31.03.2017
(a) Trade Payables	24,196,024.00	19,506,500.00
<b>Total</b>	<b>24,196,024.00</b>	<b>19,506,500.00</b>

**NOTE 4**

Short Term Provisions	As on 31.03.2018	As on 31.03.2017
Audit fee Payables	199,735.00	169,735.00
Provision for Income tax	16,123,603.00	16,023,479.00
<b>Total</b>	<b>16,323,338.00</b>	<b>16,193,214.00</b>

(In Rupees `)

**Note 5**

Fixed Assets	Gross Block		Acquired through business combinations			Depreciation					Net Block As on	
	As on 1.04.2017	Additions/ (Disposals)		Revaluations/ (Impairments)	As on 31.03.2018	As on 31.03.2017	for the year	Adjustment due to revaluations	On disposals	31.03.2018	31.03.2018	31.03.2017
	Amount in `	Amount in `	Amount in `	Amount in `	Amount in `	Amount in `	Amount in `	Amount in `	Amount in `	Amount in `	Amount in `	Amount in `
<b>a Tangible Assets</b>												
Computer Equipment	161,561,889.00	-	-	-	161,561,889.00	152,702,701.00	95,462.00	-	-	158,298,163.00	3,263,726.00	8,859,188.00
Electronic Equipment	19,000.00	-	-	-	90,000.00	14,724.00	7,738.00	-	-	15,498.00	35,015.00	42,753.00
Office Equipment	6,418,222.00	-	-	-	18,222.00	5,465,842.00	29,374.00	-	-	5,895,216.00	523,006.00	952,380.00
Plant & Machinery	32,349,037.00	103,500.00	-	-	52,537.00	14,115,511.00	19,003.00	-	-	17,434,514.00	15,018,023.00	18,233,526.00
Furniture and Fixture	32,799,051.00	-	-	-	99,051.00	16,791,997.00	44,226.00	-	-	20,936,223.00	11,862,828.00	16,007,054.00
Furniture and Fixtures	8,176,500.00	-	-	-	8,176,500.00	6,781,745.00	61,102.00	-	-	7,142,847.00	1,033,653.00	1,394,755.00
<b>Total</b>	<b>241,494,699.00</b>	<b>103,500.00</b>	<b>-</b>	<b>-</b>	<b>241,598,199.00</b>	<b>196,005,043.00</b>	<b>13,856,905.00</b>	<b>-</b>	<b>-</b>	<b>209,861,948.00</b>	<b>31,736,251.00</b>	<b>45,489,656.00</b>
<b>b Intangible Assets</b>												
Films & Album	12,314,406.00	-	-	-	12,314,406.00	11,478,414.00	376,782.00	-	-	11,855,196.00	459,210.00	835,992.00
<b>Total</b>	<b>12,314,406.00</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>12,314,406.00</b>	<b>11,478,414.00</b>	<b>376,782.00</b>	<b>-</b>	<b>-</b>	<b>11,855,196.00</b>	<b>459,210.00</b>	<b>835,992.00</b>
<b>c Capital Work In Progress</b>	-	-	-	-	-	-	-	-	-	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>d Intangible assets under Development</b>	-	-	-	-	-	-	-	-	-	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

**NOTE 6**

(In Rupees `)

Long Term Loans and Advances		As on 31.03.2018	As on 31.03.2017
<b>a. Other loans and advances</b>			
Unsecured, considered good		8,997,913.00	8,408,039.00
Advance for Projects		57,000,000.00	68,667,000.00
<b>Total</b>		<b>65,997,913.00</b>	<b>77,075,039.00</b>

**NOTE 7**

Cash and cash equivalents	As on 31.03.2018	As on 31.03.2017
a. Balances with banks*	2,568.25	222,705.50
b. Cash on hand*	117,937.05	78,937.05
<b>Total</b>	<b>120,505.30</b>	<b>301,642.55</b>

**NOTE 8**



Other current assets (specify nature)	As on 31.03.2018	As on 31.03.2017
Education cess	6,783.05	6,783.05
Higher Education cess	297.26	297.26
MAT Credit	1,730.00	1,730.00
Other Duties and Taxes	15.27	15.27
Service Tax	245,981.79	245,981.79
TDS Receivable	344,166.00	278,624.00
Other Advances	191,000.00	-
<b>Total</b>	<b>789,973.37</b>	<b>533,431.37</b>

**NOTE 9**

Particulars	As on 31.03.2018	As on 31.03.2017
Sale of Services	26,928,850.00	86,897,029.00
Interest Income	612,930.00	524,517.00
<b>Total</b>	<b>27,541,780.00</b>	<b>87,421,546.00</b>

**NOTE 10**

(In Rupees `)		
-	-	-
Employee Benefits Expense	As At 31.03.2018	As At 31.03.2017
(a) Salaries and incentives	350,000.00	1,540,620.00
(b) Staff Welfare Expenses	-	22,400.00
<b>Total</b>	<b>350,000.00</b>	<b>1,563,020.00</b>

**NOTE 11**

-	-	-
Finance costs	As At 31.03.2018	As At 31.03.2017
Interest expense	-	-
Bank Charges	2,710.25	21,760.50
<b>Total</b>	<b>2,710.25</b>	<b>21,760.50</b>

**NOTE 12**

Other expenses	As At 31.03.2018	As At 31.03.2017
----------------	------------------	------------------

Advertising Expenses	16,182.00	21,853.00
AGM Expenses	5,900.00	10,760.00
Books & Periodical	-	15,620.00
Conveyance Expenses	5,275.00	11,510.00
Hotel Expenses	-	32,360.00
Miscellaneous Expenses	107.00	50,390.00
Postage & Courier Expenses	4,000.00	2,422.00
Printing and stationary Expenses	1,960.00	32,324.00
Professional Fee	52,641.00	663,614.00
Repair & Maintenance Expenses	-	12,800.00
ROC Expenses	3,415.00	6,600.00
RTA Charges	41,557.00	42,213.00
Secretarial Audit Fee	-	11,500.00
Web Site Expenses	5,040.00	-
Tour and Travelling Expenses	-	25,390.00
<b>Total</b>	<b>136,077.00</b>	<b>939,356.00</b>

**ACE EDUTREND LIMITED****Notes to financial statements for the year ended 31 March 2018**(Amount in Rupees, unless otherwise stated)**Effect of Ind AS adoption on equity as at April 1, 2017:**

Particulars	Amount	Opening Adjustments	Total Amount
<b>Amount of Equity as at 31 March 2017 Under IGAAP</b>			
Capital Reserve	0		
Retained Earnings	26,761,763.92		
Securities Premium Reserve	-		<b>26761763.92</b>

<b>Less:</b>			
<b>Adjustments relating to Financial Instrument:</b>			
	-	-	-
<b>Add:</b>			
<b>Adjustments relating to Financial Instrument:</b>			
Interest Income on National Saving Certificates	-	-	-
<b>Amount of Equity as at 31 March 2017 Under Ind AS</b>			
Capital Reserve		0	-
Retained Earnings	26,761,763.92	-	
Securities Premium Reserve	-	-	<b>26761763.92</b>
<b>Difference</b>			-

**NOTE – 13****(1) SIGNIFICANT ACCOUNTING POLICIES:-****a) Corporate Information**

**Ace Edutrend Limited** was incorporated on 04 October, 1993 registered under the Companies Act, 1956. The registered office of the company is situated at A-7/6, Jhilmil Industrial Area Shahdara New Delhi, 110095. The principal place of business is in India.

The Company is primarily engaged in the business of "Project Development & Construction in different places of India".

**b) BASIS OF PREPARATION**

The Financial Statements ("Financial Statements") of the Company have been prepared in accordance with Indian Accounting Standards ("Ind AS") notified under the Companies' (Indian Accounting Standard) Rules, 2015, as amended from time to time.

For all periods up to and including the year ended 31 March, 2017, the Company prepared its financial statements in accordance with accounting standards notified under Companies Accounting Standard Rules, 2006 as amended, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 ("Indian GAAP").

The financial statements are covered by Ind AS 101, First time adoption of Indian Accounting Standards, as they are part of the period covered by the Company's first Ind AS financial statements for the year ending 31 March, 2017.

The transition was carried out from the accounting principles generally accepted in India (Indian GAAP) which is considered as Previous GAAP as defined in Ind AS 101. An explanation of how the transition to Ind AS has impacted the Company's equity and profits is provided in Note 3 below. The preparation of these financial statements resulted in changes to the accounting policies as compared to most recent annual financial statements prepared under Indian GAAP. Accounting policies have been applied consistently to all periods presented in the financial statements. They have also been applied in preparing the Ind AS opening Balance Sheet as at 1 April, 2016 for the purpose of transition to Ind AS and as required by Ind AS 101. All the Ind AS impact as on the date of transition i.e. 1 April, 2016 has been adjusted with Retained Earnings.

**c) Use of Estimates and judgments**

The preparation of the financial statements requires that the Management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent liabilities as at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. The recognition, measurement, classification or disclosure of an item or information in the financial statements is made relying on these estimates.

The estimates and judgments used in the preparation of the financial statements are continuously evaluated by the Company and are based on historical experience and various other assumptions and factors that the Company believes to be reasonable under the existing circumstances. Actual results could differ from those estimates

**d) Revenue Recognition**

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government.

The following specific recognition criteria must also be met before revenue is recognized.

- i) **Training Income** – Income is recognized on Accrual Basis.
- ii) **Other Income** – Other Income is accounted for on accrual basis.

**e) Depreciation and Amortization**

Depreciation is recognized so as to write off the cost of assets (other than freehold land and properties under construction) less their residual values over their useful lives, using the Written down Value method.

Amortization is recognized on a Written down Value basis over their estimated useful lives.

The estimated useful life and amortization method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

Depreciation on tangible assets is provided as per the provisions of Part B of Schedule II of the Companies Act, 2013 based on useful life and residual value notified for accounting purposes by Electricity Regulatory Authorities.

The estimated useful life, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

**f) Cash and Cash Equivalents**

Cash and Cash Equivalents in Balance Sheet comprises of cash at bank and hand and short term deposits with original maturity of three months or less, which are subject to insignificant risk of change in value.

**g) Taxation**

Income tax comprises current and deferred tax. Income tax expense is recognized in the statement of profit and loss except to the extent it relates to items directly recognized in equity or in other comprehensive income.

Current tax is the amount of tax payable based on the taxable profit for the year. Taxable profit differs from 'profit before tax' as reported in the statement of profit and loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Company's current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognized for all taxable temporary differences. Deferred tax liabilities and assets are measured using the tax rate enacted or substantively enacted as on the Balance Sheet date.

**h) Cash Flow Statement**

Cash flows are reported using the indirect method, as per Ind AS-7, issued by the ICAI whereby profit for the period is adjusted for the effects of transactions of a non-cash nature, any deferrals and accruals of past or future operating cash receipts and payments and item of income and expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the company are segregated.

**i) Fixed Assets**

Fixed Assets are stated at cost less accumulated depreciation and impairment losses, if any. The cost of fixed assets includes interest on borrowings attributable to acquisition of qualifying assets up to the date the asset is ready for its intended use and other incidental expenses incurred up to that date. Subsequent expenditure relating to fixed assets is capitalised only if such expenditure results in an increase in the future benefits from such

asset beyond its previously assessed standard of performance. All repair and maintenance are charged to statement of profit and loss during the reporting period in which they are incurred.

Depreciation on fixed assets have been provided on the basis of Written Down Value over the useful lives of assets as per useful life prescribed under Schedule II of Companies Act, 2013.

When significant parts of fixed assets are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives.

The residual values, useful lives and methods of depreciation of fixed assets are reviewed at each financial year end and adjusted prospectively, if appropriate.

Gains or losses arising from de-recognition of an tangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.

**j) Investments**

Investments that are readily realizable and intended to be held for not more than a year are classified as current investments. All other investments are classified as long-term investments. Current investments are carried at lower of cost and fair value determined on an individual investment basis. Long-term investments are carried at cost. However, provision for diminution in value is made to recognize a decline other than temporary in the value of the investments.

**k) Provision & Contingencies and Commitments**

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, and it is probable that the Company will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation. The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation

A disclosure for contingent liabilities is made where there is a possible obligation that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity.

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity.

Commitments include the amount of purchase order (net of advances) issued to parties for completion of assets.

Provisions, contingent liabilities, contingent assets and commitments are reviewed at each reporting period.

**l) Provision for Gratuity**

No provision for gratuity has been made as the provisions of Payment of Gratuity Act, 1972 are not applicable.

**m) Earnings per share**

There's no change in any accounting policy during current year

The earnings considered in ascertaining the Company EPS comprises the net profit after tax and includes the post tax effect of any extra ordinary items. The number of shares used in computing basic EPS is the weighted average number of shares outstanding during the year.

Particulars	Year ended 31 <sup>st</sup> March 2018	Year ended 31 <sup>st</sup> March 2017
(a) Weighted average number of Equity Shares outstanding during the year	91,60,900	91,60,900
(b) Net profit after tax available for Equity Shares Holders (Rs.)	(9043144.25)	(5,664,686.50)
(c) Basic and diluted Earning Per Share (Rs)	(0.99)	(0.62)
(c) Nominal value per Share (Rs)	10	10

**n) Contingent Liabilities**

There is no contingent liability as on March 31, 2018.

**2) Other Notes to Accounts**

- i. In the opinion of Board of Directors, the aggregate value of Current assets, Loans and Advances are realizable in ordinary course of business and will not be less than the amount at which these are stated in the balance sheet.
- ii. Deferred Tax Asset for the year of Rs. 4,220,779/- as per Ind AS 12 on Accounting for Taxes on income pertaining to the timing between the accounting income and the taxable income has been recognized by the management in the Profit & Loss Account.
- iii. In the opinion of the company management, the operations of the company are considered as single segment hence Ind AS -108 on Segment reporting issued by the Institute of Chartered Accountants of India is not applicable.
- iv. In accordance with the requirement of Ind AS 24 on Related Parties notified under the Companies (Indian Accounting Standards) Rules, 2015, the name of related parties where control exists and /or with whom transactions have taken place during the year and description of relationships, as identified and certified by the Management are:

**a. Remuneration to Key Management Personnel:****(In Rupees)**

Particulars	Designation	Year Ended March 31, 2018	Year Ended March 31, 2017
Ruma Mukherjee	Director	65,000	3,00,000
*Pradeep Dutta	Director	75,000	3,00,000
*Narender Singh Chauhan	Company Secretary	2,00,000	3,15,000

**b. Auditors Remuneration**

Payment to auditors (including GST) comprises of the following:

**(In Rupees)**

Particulars	Year Ended March 31, 2018	Year Ended March 31, 2017
As Statutory Audit Fees	30,000/-	28,750/-
<b>Total</b>	<b>50,000/-</b>	<b>28,750/-</b>

**3. First time adoption of Ind AS**

"As stated in Note 1 above, the financial statements for the year ending 31 March 2018 would be the first annual financial statements prepared in accordance with Ind AS.

The adoption was carried out in accordance with Ind AS 101 using Balance Sheet as at 1 April 2016 as the transition date. The transition was carried out from Indian GAAP, which was considered as the Previous GAAP. All applicable Ind AS have been applied consistently and retrospectively, wherever required except for exceptions and exemptions mentioned below. The resulting difference between the carrying amounts of the assets and liabilities in the financial statements under both Ind AS and Indian GAAP as of the transition date are recognized directly in equity (Retained Earnings) at the date of transition to Ind AS.

Accordingly, the Company has prepared financial statements which comply with Ind AS applicable for periods ending on or after 1 April 2016, together with the comparative period data as at 31 March 2017.



This note explains the principal adjustments made by the Company in restating its Indian GAAP financial statements, including the opening Balance Sheet as at 1 April 2016, the financial statements for the year ended 31 March 2017."

4. Previous year figures have been regrouped/ reclassified wherever necessary to make them comparable with the current year figures.

In terms of our report of even date.

**ForASHM & Associates  
Chartered Accountants**

**For & on the behalf of the Board of Directors of  
ACE Edutrend Limited**

Manoj Kumar Bajaj  
Partner

Ruma Mukherjee  
Director  
DIN 03437200

Monendra Srivastava  
Director  
DIN 07489845

M.No.: 091107  
F.RegNo.: 005790C

Place: New Delhi  
Date: 29.05.2018

**Ace Edutrend Limited**

Regd. off: A-7/6, Jhilmil Industrial Area, Shahdara, New Delhi-110095

CIN: L29299DL1993PLC201811, web: www.aceedutrend.in

Tel: 011-22133000, Email id: csaceindia@gmail.com

**PROXY FORM**

(Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Name of the members(s)	
Registered Address:	
E-mail Id:	
Folio No/*Client Id/*DP Id:	

I/We, .....being the member(s) of Ace Edutrend Limited, holding..... shares, hereby appoint:

- 1) Name:\_\_\_\_\_ E-mail id \_\_\_\_\_  
Address:\_\_\_\_\_ Signature \_\_\_\_\_, or falling him/her
- 2) Name:\_\_\_\_\_ E-mail id \_\_\_\_\_  
Address:\_\_\_\_\_ Signature \_\_\_\_\_, or falling him/her
- 3) Name:\_\_\_\_\_ E-mail id \_\_\_\_\_  
Address:\_\_\_\_\_ Signature \_\_\_\_\_

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 24<sup>th</sup> Annual General Meeting of the Company, to be held on Friday, 28<sup>th</sup> September, 2018 at A-1/20 B Paschim Vihar, Rohtak Road, New Delhi-110063 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution
<b>Ordinary Business</b>	
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31 <sup>st</sup> March, 2018 along with the report of Independent Auditors and Directors thereon.
2.	To confirm the Appointment of Statutory Auditor of the Company.
<b>Special Business</b>	
3.	Appointment of Mr. Girraj Kishore Varshney (DIN 07151639) as Independent Director of the Company.
4.	Appointment of Mr. Monendra Srivastava (DIN 07489845) as Executive Director of the Company.

Signed this..... Day of .....2018

Affix a Revenue Stamp
-----------------------------

\_\_\_\_\_  
Signature of shareholder\_\_\_\_\_  
Signature of proxy holder(s)**Notes:**

- (1) 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.
- (2) A proxy need not to be member of the Company.
- (3) A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. A member holding more than 10% of the total share capital of the company may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

**Ace Edutrend Limited**

Regd. off: A-7/6, Jhilmil Industrial Area, Shahdara, New Delhi-110095

CIN: L29299DL1993PLC201811, web: www.aceedutrend.in

Tel: 011-22133000, Email id: csaceindia@gmail.com

**ATTENDANCE SLIP****24<sup>th</sup> Annual General Meeting- 28th September, 2018**

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

DP Id*	
--------	--

Folio No.	
-----------	--

Client Id*	
------------	--

No. of Shares	
---------------	--

Name and Address of Shareholder	
Name of Proxy, If any	
Registered Folio/ DP ID & Client ID	
No. of Shares held	

I hereby record my presence at the **24<sup>th</sup> ANNUAL GENERAL MEETING** of the company held on Friday, 28th September, 2018 at A-1/20 B Paschim Vihar, Rohtak Road, New Delhi-110063.

.....

Signature of Shareholder/Proxy present

**Note:** Shareholder/Proxy holder wishing to attend the meeting must bring the Attendance Slip to the meeting and handover at the entrance duly signed.

## Form No. MGT-12

## Polling Paper

[Pursuant to Section 109(5) of the Companies Act, 2013 and Rule 21(1) (c) of the Companies (Management and Administration) Rules, 2014]

<b>Name of the Company:</b> Ace Edutrend Limited <b>Registered Office:</b> A-7/6, Jhilmil Industrial Area Shahdara New Delhi-110095 <b>CIN:</b> L29299DL1993PLC201811
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**BALLOT PAPER**

S.NO.	Particulars	Details
1.	Name of the First Named Shareholder (In block letters)	
2.	Postal Address	
3.	Registered Folio Number / *Client ID No. (*Applicable to investors holding shares in dematerialised form)	
4.	Class of Share	Equity Shares

I hereby exercise my vote in respect of Ordinary/Special Resolution(s) as set out in the Notice of the 24<sup>th</sup> Annual General Meeting of the Company and enumerated below by recording my assent or dissent to the said resolutions in the following manner:

S. No.	Item No. and Brief Description of Resolution	No. of Shares held by me	I assent to the resolution	I dissent from the resolution
1.	<b>Item No. 1:</b> Adoption of the Audited Financial Statements of the Company for the year ended 31 <sup>st</sup> March, 2018 along with the report of Independent Auditors and Directors thereon.			
2.	<b>Item No. 2:</b> Appointment of Statutory Auditor of the Company.			
3.	<b>Item No. 3:</b> Appointment of Mr. Girraj Kishore Varshney (DIN 07151639) as Independent Director of the Company			
4.	<b>Item No. 4:</b> Appointment of Mr. Monendra Srivastava (DIN 07489845) as Executive Director of the Company			

Place:

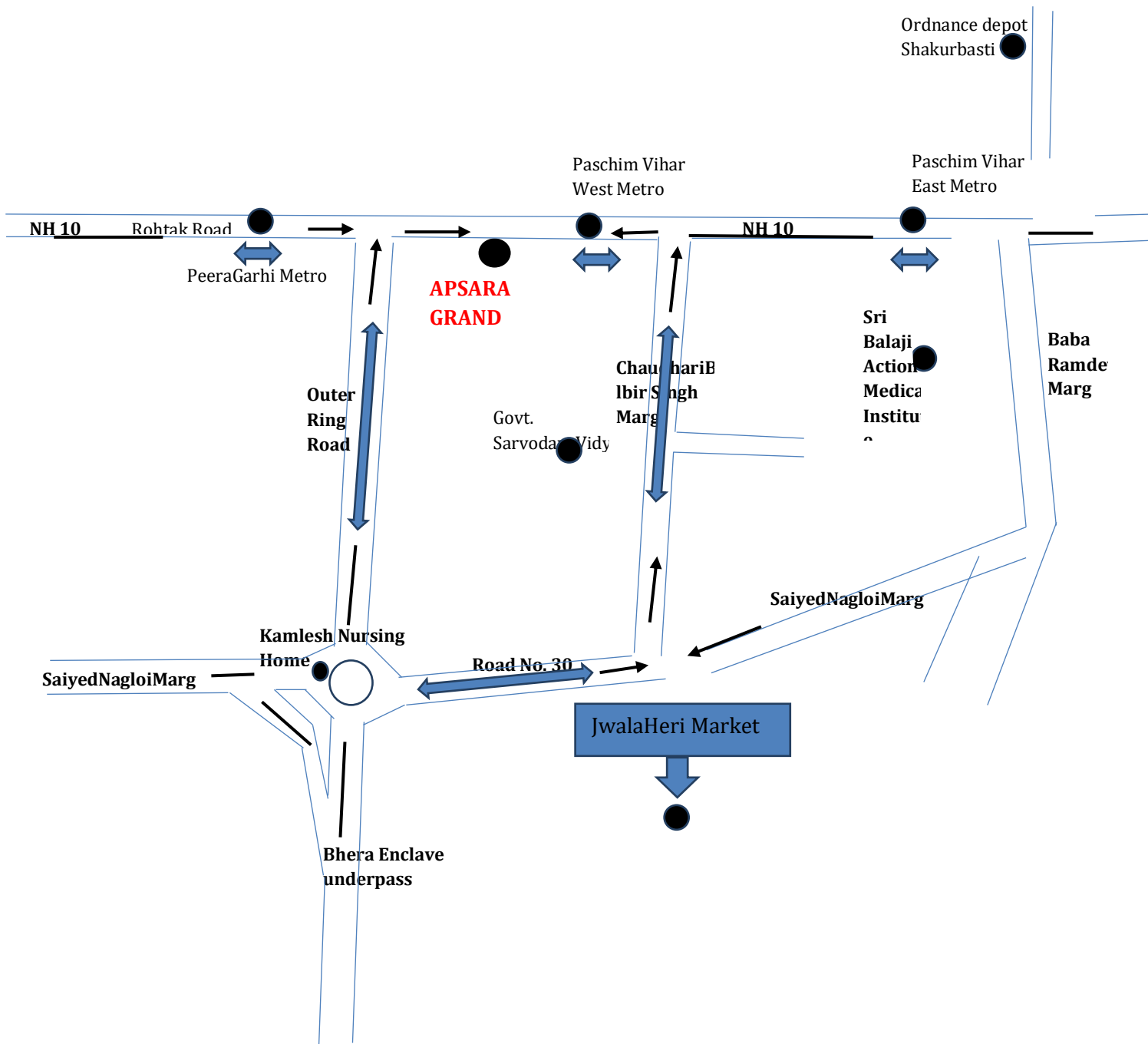
Date:

(Signature of the Shareholder\*\*)

**NOTE**

Please put (✓) in the relevant column, to indicate casting of your vote “For” or “Against” the resolutions..

# AGM VENUE ROUTE MAP





# ACE Edutrend Limited

ACE EDUTREND LIMITED  
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