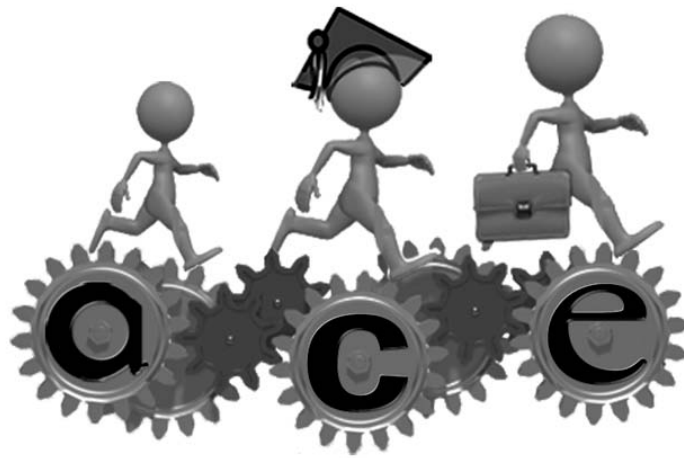


18<sup>th</sup>  
*Annual Report*  
2011 - 2012



**ACE EduTrend Limited**

**Chairman Speech**

**Dear Shareholders,**

*Its give me great pleasure to welcome you all to the Eighteenth Annual General Meeting of our company. I am sure that you all must have gone through the annual report that was posted to you a few weeks ago.*

*The Education sector in India is poised at a crucial stage in its growth. India's demographic advantage of having a large population of youth, coupled with low gross enrolment ratios, presents a huge opportunity to education sector players.*

*Government support for education sector also seen a boost with substantial reforms and increased financial being announced and implemented. The education sector received a hike of about 18% in the budgetary allocation for 2012-13 with a plan outlay of Rs. 61,427 crore (US\$ 10.92 billion) in which 22% increase has been announced for the Sarva Siksha Abhiyan. Rs.15,458 crore (US\$ 2.74 billion) has been earmarked for higher education while school education has received Rs.45,969 crore (US\$ 8.17 billion).*

*Your company undertook some key initiatives over the past two years towards driving sustainable growth, and these initiatives have yielded good results. The select industry segments that your company operates in have shown positive growth, and we expect this trend to continue in the current year as well.*

*Your company future strategy will be to accelerate growth by expanding the business into higher and professional education segment to serve the large number of people seeking to acquire career-oriented education. As a part of Corporate Plan, we have identified other potential business areas like preschools and coaching classes, strategic alliances with domestic and international institutions etc., whose feasibility will be explored to fuel the growth of your Company.*

*Before I conclude, I wish to place on record our sincere thanks to all of you shareholders for the sustained confidence reposed in the Board & the management. I also thank all the employees for their dedicated and sincere service & the contribution made by them for the organisation's growth and success.*

*Thank You.*

*Sincerely*

**Sd/-  
Sushil Aggarwal  
Chairman**

---

**CONTENTS**

Corporate Information	1
Notice	2
Directors' Report	5
Management Discussion & Analysis Report	8
Report on Corporate Governance	10
Auditors' Report	20
Balance Sheet as at 31st March, 2012	23
Profit & Loss Account for the Year ended 31st March, 2012	24
Cash Flow Statement as at 31st March, 2012	25
Notes forming part of the Balance Sheet, Profit & Loss Account Significant Accounting Policies	26

---

**CORPORATE INFORMATION**

**BOARD OF DIRECTORS**

Mr. Sushil Aggarwal                      Mr. Gajanand Gupta                      Prof. M.S. Sodha  
Prof. L.K. Maheshwari                      Prof. H.P Garg

**COMPANY SECRETARY**

Mr. Sudist Kumar Thakur

**STATUTORY AUDITORS**

M/s PVR-N & Co.  
2936/43, Beadon Pura Saraswati Marg,  
Karol Bagh, New Delhi-1100005

**BANKERS**

Axis Bank  
B-81, Defence Colony, New Delhi - 110024

**REGISTRAR & SHARE TRANSFER AGENT**

M/s Beetal Financial & Computer Services Private Limited  
Beetal House, 3rd Floor, 99, Madan gir  
Behind Local Shopping Centre, Near Baba Harsukh Das Mandir,  
New Delhi-110062

**LISTING**

The Bombay Stock Exchange Ltd.

**ANNUAL GENERAL MEETING**

Date                      : 24.09.2012  
Time                      : 11.00 AM  
Day                        : Monday  
Venue                     : Hindi Bhawan, 11, Vishnu Digambar Marg, New Delhi-110002

**REGISTERED OFFICE**

10178/304A, Ravindera Plaza  
Abdul Aziz Road, Karol Bagh,  
New Delhi-110005

**NOTICE**

Notice is hereby given that the **18<sup>th</sup> Annual General Meeting** of ACE EduTrend Limited will be held on Monday, 24<sup>th</sup> September, 2012 at 11:00 AM at Hindi Bhawan, 11, Vishnu Digambar Marg, New Delhi-110002, to transact the following businesses:

**ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Profit & Loss Account for the Year ended March 31, 2012 and the Balance Sheet as at that date together with the Reports of the Board of Directors and the Auditors' thereon.
2. To appoint a Director in place of Mr. Sushil Aggarwal, who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint M/s PVR-N & Co., the Retiring Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of next Annual General Meeting and to fix their remuneration.

**"RESOLVED THAT** M/s PVR-N & Co., Chartered Accountants, be and are hereby re-appointed as the Auditors of the Company to hold office from the conclusion of this Annual General Meeting to the conclusion of the next Annual General Meeting on such remuneration as may be determined by the Board of Directors."

**SPECIAL BUSINESS**

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

**"RESOLVED THAT** Prof. H.P. Garg, who was appointed as an Additional Director in the meeting of Board of Directors held on July 1, 2012, pursuant to Section 260 and other applicable provisions of the Companies Act, 1956 and Articles of Association of the Company to hold the office up to the ensuing Annual General Meeting and in respect of whom the Company has received notice in writing from the member as required under Section 257 of the Companies Act, 1956, proposing his candidature for the office of the Director, be and is hereby appointed as Director of the Company liable to retire by rotation.

**RESOLVED FURTHER THAT** Board of Directors of the company, be and hereby authorized to sign and file necessary form, document, paper on behalf of the company with the Registrar of Company, NCT of Delhi & Haryana, or to do all the other act, deed, things necessary to give effect to the aforesaid appointment"

**For and on behalf of Board of Directors  
For ACE EduTrend Limited**

**Sd/-**

**Place : New Delhi  
Dated : 31.08.2012**

**Sudist Kumar Thakur  
Company Secretary**

**NOTES:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERESELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORM, IN ORDER TO BE EFFECTIVE SHOULD BE DULY STAMPED, COMPLETED & SIGNED AND MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A BLANK FORM IS ENCLOSED HEREWITH.**
2. An Explanatory Statement pursuant to the provisions of Section 173(2) of the Companies Act, 1956 related to Special Business(es) is enclosed herewith.
3. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the Meeting.
4. Members/ Proxies should bring the attendance slips duly filled in and signed for attending the Meeting.
5. Pursuant to Section 154 of the Companies Act, 1956 the Register of Members and the Share Transfer Books of the Company will remain closed from Thursday, 20th September 2012 to Monday, 24th September, 2012 (both days inclusive).
6. Members holding shares in physical form are requested to intimate change in their address, if any, immediately to the Company's Registrar and Share Transfer Agent i.e. M/s. Beetal Financial & Computer Services Private Limited having registered office at 99, Madan Gir, Behind Local Shopping Centre, Near Dada Harsukhnath Mandir New Delhi-110062. Members holding shares in electronic form must intimate the change in their address, if any, to their respective depository participant.
7. Pursuant to the provisions of Section 109A of the Companies Act, 1956 every member or joint holder(s) may nominate in the prescribed manner, a person to whom all the rights in shares shall vest in the event of death of the sole holder or all the joint holders. Members are advised to avail nomination facility at their own interest. Members holding physical shares may supply requisite nomination form at their request. Members holding shares in Dematerialisation form may contact their respective Depository Participants for recording of nomination.
8. The Copies of Memorandum and Articles of Association of the company shall be available for inspection during business hours at the Registered Office of the Company.
9. The brief resume of the Directors proposed to be re-appointed, nature of their expertise in specific functional areas and names of companies in which they hold directorships and Memberships/chairmanships of Board Committees and number of shares, as stipulated under Clause 49 of the Listing Agreement entered into with the Stock Exchange(s), are enclosed.

**For and on behalf of Board of Directors  
For ACE EduTrend Limited**

**Sd/-**

**Place : New Delhi  
Dated : 31.08.2012**

**Sudist Kumar Thakur  
Company Secretary**

**EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956****ITEM NO. 4**

Prof. H.P. Garg was appointed as an Additional Director in the meeting of Board of Directors held on July 01, 2012. In terms of Section 260 of the Companies Act 1956, Prof H.P. Garg shall hold office up to the ensuing Annual General Meeting.

Prof. H P Garg is Ph.d (Solar Energy) first Ph.D in India for Solar Energy and M.Sc (Physics). He was a Ex-professor & Head, IIT Delhi, and also worked as a Principal Secretary under Government of Madhya Pradesh. He has more than 20 awards in his name out of which Awarded as Pioneer in the field of Renewable Energy from World Renewable Energy Network (WREN) and UNESCO in 1996 at Denver, Colorado (USA).

The Company has also received a notice under Section 257 of the Companies Act, 1956 proposing their candidature as Director of the Company.

The Board recommends the said resolution for Members' approval by way of an Ordinary Resolution. Except Prof. H.P. Garg none of other Directors is any way concerned or interested in this resolution proposed to be passed.

**For and on behalf of Board of Directors  
For ACE EduTrend Limited**

Sd/-

Place : New Delhi  
Dated : 31.08.2012

**Sudist Kumar Thakur  
Company Secretary**

**DETAILS OF THE DIRECTORS SEEKING RE-APPOINTMENT  
(Pursuant to Clause 49 of the Listing Agreement)**

Name of Director	Mr. Sushil Aggarwal	Prof. H.P garg
Date of birth	09.03.1957	06.03.1943
Nationality	Indian	Indian
Date of Appointment	02.04.2010	01.07.2012
Qualifications	P.G Management, B.Com	Ph.d (Solar Energy), M.Sc (Physics)
Expertise in specific functional areas	Project Management, Financial Acumen, Corporate Affairs and Business Development	Educational Management, Scientific Research, Industrial Consulting & Teaching
List of Directorships held in other Companies	<ul style="list-style-type: none"> <li>• BLS Polymers Ltd.</li> <li>• Vinsul Makardi Ltd.</li> <li>• B.L &amp; Sons Ltd</li> <li>• VS Estates Pvt Ltd.</li> <li>• BLS Ecotech Ltd</li> <li>• BLS Digital Cinematics Pvt Ltd.</li> <li>• BLS Infrastructure Ltd</li> <li>• Ankur Holdings Ltd</li> <li>• Azadpur Finvest Pvt Ltd.</li> </ul>	NIL
Membership/ Chairmanship of various Board Committees	NIL	NIL
Shareholding	234716	NIL

**DIRECTORS' REPORT**

To,  
The Members,

The Board of Directors of your Company has immense pleasure in presenting the 18th Annual Report of the Company along with Audited Accounts and the Auditors' Report for the Financial Year ended March 31, 2012.

**FINANCIAL RESULTS**

The highlights of the Financial Results of the Company for the Financial Year(s) 2010-11 and 2011-12 are as under:

Particulars	(Amount in Lac)	
	Financial Year 2011-12	Financial Year 2010-11
Sale & Other Income	2042.17	2391.72
Profit before Depreciation	427.20	350.64
Profit before Tax	15.12	99.83
Income Tax Provision	30.26	23.66
Deferred Tax liability	29.34	12.89
<b>Profit after Tax</b>	<b>11.80</b>	<b>63.28</b>

**REVIEW OF PERFORMANCE**

The Company earned a Profit after Tax of Rs. 11.80 Lac during the year. Your Company is firmly looking for the business opportunities and diversification plans through the strategic alliances, tie ups and Joint venture in related business areas.

**DIVIDEND**

Your Directors feel that it is prudent to plough back the profits for future growth of the Company and do not recommend any dividend for the year ended 31st March, 2012.

**DIRECTORS**

Due to some pre-occupations, Prof. Y.D Pande, Independent Director has resigned from the Board w.e.f. 14th February, 2012. The Board placed on record their appreciation for the contribution made during the tenure.

In terms of the provisions of Section 260 of the Companies Act, 1956 and Articles of Association of the Company, Prof. H.P Garg, was appointed as an Additional Director of the Company w.e.f. 1st July, 2012 and shall hold office till the date of the ensuing Annual General Meeting. Your Company has received notices in writing proposing their candidature along with the requisite deposit pursuant to the provisions of Section 257 of the Companies Act, 1956.

In accordance with the provisions of the Companies Act, 1956 and the Articles of Association of the company, Mr. Sushil Aggarwal, Director will retire by rotation at the ensuing Annual General Meeting and being eligible offering himself for re appointment.

The brief Resume of the Directors proposed to be appointed/re-appointed, nature of their expertise in specific functional areas and names of companies in which they hold directorships and



Memberships/Chairmanships of Board Committees and Number of Shares held in the Company, as stipulated under Clause 49 IV (G) of the Listing Agreement, are enclosed with the notice.

**MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

The Management's Discussion and Analysis Report for the Year, as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, is presented in a separate section forming part of the Annual Report.

**FIXED DEPOSITS**

During the year under review, the Company has not accepted any deposit under Section 58A of the Companies Act, 1956, read with Companies (Acceptance of Deposits) Rules, 1975.

**LISTING WITH STOCK EXCHANGES**

The Equity Shares of the Company are listed on Bombay Stock Exchange Limited. The Listing fees for the Financial Year 2012-13 have been paid to the Exchange.

**CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION & FOREIGN EXCHANGE EARNINGS & OUTGO:**

In view of the nature of activities which are being carried on by the Company, the particulars as prescribed under Section 217(1)(e) of the Companies Act, 1956 read with Companies' (Disclosures of Particulars in the Report of the Board of Directors) Rules, 1988 regarding Conservation of Energy and Technology Absorption are not applicable to the Company. The Company mainly deals in domestic market and has NIL sales on account of exports, thereby resulting Nil foreign exchange earnings and outgo during the Financial Year 2011-12.

**PARTICULAR OF EMPLOYEES**

During the year under review, none of the employees of the company was in receipt of remuneration for the Year which was more than the limit prescribed under Sub-Section (2A) of Section 217 of the Companies Act, 1956 read with Companies (Particular of Employees) Rules, 1975 and hence no particulars are required to be disclosed in this report.

**DIRECTORS' RESPONSIBILITY STATEMENT**

In terms of provisions of Section 217 (2AA) of the Companies Act, 1956, and to the best of their knowledge and belief and according to the information and explanation obtained by them and save as mentioned elsewhere in this Report, the attached Annual Accounts and the Auditors' Report thereon, your Directors confirm that:

- a) In the preparation of the Annual Accounts, the applicable accounting standards have been followed along with proper explanations relating to material departures, wherever applicable;
- b) The Directors 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 March 31, 2012, and of the profit of the Company for the Year ended on that date.
- c) The Directors 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; and
- d) The Directors have prepared the Annual Accounts for the Financial Year ended 31st March, 2012 on a 'going concern' basis.

**CORPORATE GOVERNANCE**

Your Company believes that Corporate Governance report is a key element in improving efficiency, transparency, accountability and growth as well as enhancing investor confidence. As per clause 49 of the Listing Agreement with the Stock Exchange, a separate section on Corporate Governance forms part of the Annual Report.

A Certificate from Statutory Auditors confirming the conditions on compliance as mentioned under Clause 49 of the Listing Agreement is given as Annexure to the Corporate Governance Report.

**STATUTORY AUDITORS**

M/s PVR-N & Co., Chartered Accountants, retires as Statutory Auditors of the Company at the conclusion of the ensuing Annual General Meeting and being eligible, offers themselves for re-appointment.

The Company has received a certificate from the Auditors to the effect that their re-appointment if made would be in the limits prescribed under the Section 224(1B) of the Companies Act, 1956.

**AUDITORS' REPORT**

The Observations of the Statutory Auditors in their report read together with the Notes on Accounts are self explanatory and therefore, do not call for any further explanation.

**ACKNOWLEDGEMENTS**

Your Directors wish to place on record their gratitude to the Bankers, Shareholders, Stock Exchanges SEBI, Registrar of Companies, various other Government Departments and its valued business associates for their continuous support and co-operation extended at all levels Your Directors also acknowledge the constructive suggestions received from Statutory Auditors.

Your Directors would also like to take this opportunity to express their appreciation for hard work and the unstinting efforts by the employees of the Company and look forward for their continued support in future.

**For and on behalf of Board of Directors  
For ACE EduTrend Limited**

**Place : New Delhi  
Date : 31.08.2012**

**Sd/-  
Sushil Aggarwal  
Chairman**

---



---

## **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

### **1. OVERVIEW OF EDUCATION INDUSTRY IN INDIA**

Education plays an invaluable role in shaping the knowledge -base of the country. The education market in India can broadly be categorized as Formal Education (school, college, university, and technical/ professional education) informal (Pre-school, private tuition/coaching, test/examination preparation and job/skill-oriented vocational institute, corporate Training and finishing school) and ancillary Education (teacher training, textbooks and stationary, IT-enabled teaching aids and Management of education services).

India has the 3rd largest education system globally and has a network of more than 1 million schools and 18000 higher education institutions. In terms of demographic profile, India has world's largest population in the age group fall between 5 to 24 years. It also has around 500 million populations in the age group of 25 to 59 which constitutes as working population. India's largest services market and the Indian education sector comprise more than 450 million students. The landscape is primarily dominated by central and state government funds schemes. Presently, well infrastructure education systems are managed by government which includes 80% (percent) government schools. The estimated government spending on education will be increased to US\$ 100 billion in the 12th Five Year Plan (2012-17).

### **2. GOVERNMENT INITIATIVES FOR EDUCATION SECTOR**

#### **A) RASHTRIYA MADHYAMIK SHIKSHA ABHIYAN**

Rashtriya Madhyamik Shiksha Abhiyan (RMSA) - The Centrally sponsored scheme "Rashtriya Madhyamik Shiksha Abhiyan (RMSA)" was launched in March, 2009 to enhance access to secondary education and to improve its quality. It seeks to ensure availability of secondary schools within reasonable distance of every habitation, improve quality to education imparted at secondary stage and reduce disparities related to gender, socio-economic status, geographical location and disability. For the financial year 2012-13, the central government of India has allocated Rs. 3124 crore to RMSA.

#### **b) RIGHT TO EDUCATION BILL**

Right to Education (RTE) Act is a landmark legislation which has come in to effect from April 1, 2010. The main objective of this act is to ensure that every child in the age group of 6 to 14 years gets free education.

As per this bill, every school will have to earmark at least 25% seats in their lowest class for poor section of society. The bill seeks to do away with the practice of schools taking capitation fees before admission and subjecting the child or parents to any screening procedure. The bill also seeks to ban private tuition by teachers and ensure that no child is subjected to physical punishment or mental harassment.

#### **c) FOREIGN EDUCATION BILL**

Present regulations do not permit foreign universities to directly offer degree courses in India. The Foreign Education Bill will allow foreign universities to invest at least 51% of the total capital expenditure needed to establish HEIs in India. Such institutes will be granted deemed university status under Section 3 of the Universities Grants Commission (UGC) Act, 1956. Although the Law is yet to be enforced, sources say the revised AICTE norms would allow foreign universities to set up campuses in India. This will help in increasing capacity, improving quality and challenging the current standards, strengthen research and save foreign exchange outflow, which in turn will generate jobs in India.

**3. SWOT ANALYSIS****Strengths**

- Promoters are highly experienced in education sector
- Highly qualified and independent Board
- Best quality education services

**Weakness**

- Limited Resources
- High dependency on government spending

**Opportunities**

- Possible changes in Legal framework
- Increased Government allocation on education sector

**Threats**

- Increasing Competition
- Easy entry of foreign institution

**4. INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY**

The Company has proper and adequate systems of internal controls to provide reasonable assurance that all assets are safeguarded, transactions are authorised, recorded and reported correctly and to ensure compliance with policies and statutes.

Management continuously reviews the Internal Control Systems and procedures to ensure orderly efficient conduct of business. An extensive program of internal audit supplements the internal control and review by management based on documented policies, guidelines and procedures. The internal control is designed to ensure that the financial and other records are in order for preparing financial statements and other data and for maintaining accountability of assets. Internal audit reports have been placed before the Audit Committee at regular intervals for its review.

**5. MATERIAL DEVELOPMENT IN HUMAN RESOURCES**

The Company recognizes the importance and contribution of its human resources for its growth and development and is committed to the development of its people. The Company maintained a cordial relationship with its personnel during the year under review. During the year under review, the Company had undertaken extensive steps for optimizing the use of its manpower through, productivity improvement, and role enrichment. There is a continuous focus on enhancing productivity in all facets of our operations.

**6. FUTURE OUTLOOK**

Indian education market has grown at 20% CAGR over the past three years, led by both public and private expenditure on education. With favourable demographics, rising incomes and the government's increased thrust on improving the reach/ quality of education; it is expected that the Indian education sector will continue seeing strong growth. The management of the company is quite positive about company's growing position in the education domain and shall keep on its efforts to explore various opportunities.

**7. CAUTIONARY STATEMENT**

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. Actual results could differ materially from those expressed or implied.

## **REPORT ON CORPORATE GOVERNANCE**

### **1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE**

Your Company considers good Corporate Governance a pre-requisite for meeting the needs and aspirations of its shareholders and other stakeholders in the Company and firmly believes that the same could be achieved by maintaining transparency in its dealings, creating robust policies and practices for key processes and systems with clear accountability, integrity, transparent governance practices and the highest standard of regulatory compliance.

The Company aims at not only its own growth but also maximization of benefits to the shareholders, employees, customers, government and also the general public at large. For this purpose, the Company continuously strives to improve its level of overall efficiency through good corporate governance, which envisages transparency, professionalism and accountability in all its operations.

### **2. BOARD OF DIRECTORS**

#### **A. COMPOSITION AND CATEGORY**

The Composition of the Board of Directors consists of Five (5) Directors in combination of Two (2) Executive Directors and remaining Three (3) are Non Executive Director's. The Company is chaired by Executive Director who belongs to Promoter Group. The Non-executive Directors comprises all Independent Directors.

The Composition of the Board is in conformity with the requirements of Clause 49 of the Listing Agreement.

The details relating to Composition & Category of directors, Directorships held by them in other companies and their membership/ chairmanship on various committees of board, of other companies, as on date of this report is as follows:

S No.	Name of the Director	Category	No. of other Directorships held in other Companies*	No. of Memberships /Chairmanships in various Board Committees**	
				Member	Chairman
1	Mr. Sushil Aggarwal	Promoter Director/ Executive Director	6	Nil	Nil
2	Mr. Gajanand Gupta	Promoter Director/ Executive Director	2	1	1
3	Prof. M.S. Sodha	Independent Director	Nil	Nil	Nil
4	Prof. L.K. Maheshwari	Independent Director	Nil	Nil	Nil
5	Prof. H.P Garg#	Independent Director	Nil	Nil	Nil

\*Private Limited Companies, Foreign Companies and Companies under Section 25 of the Companies Act, 1956 are excluded for the above purpose

\*\*Includes only Audit Committee and Shareholders'/ Investors Grievance Committee

# Appointed as Additional Directors of the Company w.e.f. 01st July, 2012.

None of the Directors on the Board is a Member of more than 10 Committees or Chairman of more than 5 Committees (as specified in Clause 49 of the Listing Agreement), across all the Companies in which he is a Director.

**B. MEETINGS & ATTENDANCE**

During the Financial Year 2011- 12, Four (4) Board Meetings were held on the following dates:-

16th May 2011, 02nd August 2011, 14th November 2011 and 15th February 2012.

The intervening period between the Board Meetings were within the maximum time gap prescribed under Companies Act, 1956 and Clause 49 of Listing Agreement.

The last Annual General Meeting of the Company was held on 27th June, 2011.

Details of attendance of Directors at various Board Meetings and at an Annual General Meeting held during the Financial Year 2011-12, are as under:

Name of Director	Board meetings held during the period	Board meetings attended	Whether Attended last AGM
Mr. Sushil Aggarwal	4	4	No
Mr. G.N. Gupta	4	4	Yes
Prof. Y.D. Pande 1	3	3	Yes
Prof. M.S Sodha	4	4	No
Prof. L.K. Maheshwari	4	4	No

1. Resigned w.e.f. 15.02.2012 from Directorship of the Company.

During the Year, all the relevant information's required to be placed before the Board of Directors as per Clause 49 of the Listing Agreement are considered and taken on record / approved by the Board. Further, the Board periodically reviews Compliance Reports in respect of laws and regulations applicable to the Company.

**3. COMMITTEES OF THE BOARD****A. AUDIT COMMITTEE****(i) Composition**

The Audit Committee comprises of following members as at March 31, 2012:-

Sr. No.	Name of the Director	Designation	Category
1.	Prof. L.K Maheshwari*	Chairman	Independent
2.	Prof. M.S. Sodha	Member	Independent
3.	Mr. G.N. Gupta	Member	Executive

\*Prof. L.K Maheshwari was appointed as a Chairman of the Committee in place of Prof. Y.D Pande, w.e.f. 15.02.2012.

The Composition of the Committee meets the requirements of Section 292A of the Companies Act, 1956 and Clause 49 of the Listing Agreement.

The Company Secretary of the Company acts as the Secretary to the Committee.

All the members of the Committee possess financial and accounting expertise.

**(ii) Terms of Reference**

The terms of reference of the Audit Committee are generally in accordance with the items listed in Clause 49 (II) (D) and (E) of the Listing Agreement as follows:

- Overseeing the Company's financial reporting process;
- Reviewing with the management quarterly, half yearly and annual financial statements before submission to the Board for approval;
- Reviewing with the management performance of statutory auditors, the adequacy of the internal control system and reviewing efficacy of the function, including discussion and review of periodic audit reports.;
- Reviewing with management statement of significant related party transactions;
- To discuss with statutory auditors, before the audit commences, about the nature and scope of audit and significant observations/suggestions made by them;
- Reviewing the Management Discussion and Analysis of financial condition and result of operations; and
- Recommending to the Board, the appointment/re-appointment of statutory/internal auditors and the fixation of audit fees.

Further, the Committee also discharges such other role/functions as may be specifically referred to the Committee by the Board of Directors and/or other committees of Directors of the Company.

### (iii) Meetings and attendance during the year

During the financial Year 2011-12, Four (4) meetings of the Audit Committee were held on the following dates:

16th May 2011, 02nd August 2011, 14th November 2011 and 15th February 2012.

The attendance record of Audit Committee is given as follows:

Name of the Member	No. of Meetings Attended
Prof. Y.D. Pande	3
Mr. G.N. Gupta	4
Prof. L.K Maheshwari*	1
Prof. M.S. Sodha	4

\*Prof. L.K Maheshwari was appointed as a Chairman of the Committee in place of Prof. Y.D Pande, w.e.f. 15.02.2012.

The representatives of the Statutory Auditors normally attend the meetings by invitation.

The Chairman of Audit Committee was present in the Annual General Meeting held on 27th June 2011.

## B. SHAREHOLDERS'/ INVESTORS' GRIEVANCE COMMITTEE

### (i) Composition

In compliance with the requirement of Corporate Governance under the Listing Agreement with the Stock Exchanges, the Company has constituted a "Shareholders'/ Investors Grievance Committee" to look in to issues relating to the Shareholders including share transfers.

The Shareholders'/Investors' Grievance Committee of the Board comprises of three Directors as at 31st March 2012:-

Sr.No.	Name of the Director	Designation	Category
1.	Prof. M.S. Sodha	Chairman	Independent
2.	Prof. L.K Maheshwari*	Member	Independent
3.	Mr. Sushil Aggarwal	Member	Executive

\*Prof. L.K Maheshwari was appointed as a member of the Committee in place of Prof. Y.D Pande, w.e.f. 15.02.2012.

**(ii) Terms of Reference**

The Committee oversees and reviews all matter connected with securities of the Company. The Committee also looks into redressal of shareholders' / investors' complaints/queries related to transfer / transmission / consolidation / splitting of shares, non-receipt of Balance Sheet, etc. The Committee oversees performance of the Registrar and Transfer Agent of the Company and recommends measures for overall improvement in the quality of investor services.

**(iii) Meetings during the year**

During the Year ended March 31, 2012, Four (4) meetings of the Committee were held on the following dates:-

16th May 2011, 02nd August 2011, 14th November 2011 and 15th February 2012.

The attendance record of Audit Committee is given as follows

Name of the Member	No. of Meetings Attended
Prof. M.S. Sodha	4
Prof. L.K Maheshwari*	1
Mr. Sushil Aggarwal	4
Prof. Y.D Pande	3

\*Prof. L.K Maheshwari was appointed as a member of the Committee in place of Prof. Y.D Pande, w.e.f. 15.02.2012.

The details of investor complaints received and resolved during the period April 1, 2011 & March 31, 2012 is as under:

No. of Investor Complaints received from April 1, 2011 to March 31, 2012	No. of Investor Complaints resolved from April 1, 2011 to March 31, 2012	No. of Investor Complaints pending at the end of March 31, 2012
NIL	NIL	NIL

The Company Secretary is the Compliance Officer of the Company.

**C. REMUNERATION COMMITTEE**

The Remuneration Committee has been constituted to formulate and recommend to the Board from time to time, compensation structure for whole time members of the Board for their performance, qualification etc.

**(i) Composition**

In compliance with the requirement of Corporate Governance under the Listing Agreement with the Stock Exchanges, the Company has constituted a Remuneration Committee in order to recommend to Board, a Compensation Structure for the whole time members of the Board on the basis of their Performance, Qualifications, Past experience etc.

The composition of Remuneration Committee of the Board comprises as follow.

Sr. No.	Name of the Director	Designation	Category
1	Prof. L.K. Maheshwari	Chairman	Independent
2.	Prof. M.S. Sodha	Member	Independent
3.	Prof. H.P Garg*	Member	Independent
4	Prof. Y.D Pande#	Member	Independent

\*Prof. H. P Garg was appointed as a member of the committee w.e.f 01.07.2012

#Prof. Y. D Pande had resigned from the post of Director w.e.f 15.02.2012



**(ii) Terms of Reference**

The Scope of Remuneration Committee, has been defined in accordance with Clause 49 of the Listing Agreement to determine the remuneration, review performance and decide on variable pay of Executive Director, administer employee compensation and benefit plans And such other matters as may from time to time be required under any statutory, or other regulatory requirement.

**(iii) Remuneration Policy**

The Company has not paid any remuneration to Directors during the year under review. Sitting fee and other incidental expenses including traveling etc. to Non-Executive Independent Director(s) for attending the Board Meetings are paid as decided by the Board of Directors from time to time.

**5. ANNUAL GENERAL MEETINGS**

Details of Annual General Meeting held in last three years.

Financial Year	Location	Meeting Date	Time	No. of Special Resolutions Passed
2010-11	Hindi Bhawan, 11, Vishnu Digambar Marg, New Delhi-11002	27.06.2011	10.30AM	2
2009-10	Hindi Bhawan, 11 Vishnu Digambar Marg, New Delhi-11002	14.06.2010	10.00AM	2
2008-09	Prem Pavitra Bhojnalya, Shri Hans Tower, 35-B, Moti Dungri, Alwar Rajasthan	29.09.2009	11.30AM	1

**6. DISCLOSURE OF ACCOUNTING TREATMENT IN PREPARATION OF FINANCIAL STATEMENTS**

In the preparation of Financial Statements, the Company has followed the Accounting Standards issued by the Institute of Chartered Accountants of India (ICAI) to the extent applicable. Besides the transactions mentioned elsewhere in the Annual Report, there were no other materially significant related party transactions that may have potential conflict with the interests of the Company at large.

**7. MEANS OF COMMUNICATION**

The Company regularly intimates un-audited as well as audited financial results to the Stock Exchanges immediately, after these were taken on record by the Board.

These Financial Results of Quarter Ended 30.06.2011 and 30.09.2011 published in the leading newspapers of Country viz. Financial Express (English) and Jansatta (Hindi) and Quarter Ended 31.12.2011 and 31.03.2012 published in viz. Money Maker (English) and Dainik Mahalaxmi Bhagyody (Hindi).

**8. DISCLOSURES**

- There were no materially significant related party transactions that may have potential conflict with the interests of the Company at large.
- The Company has complied with various rules and regulations prescribed by the Stock Exchanges, Securities and Exchange Board of India. There were no instances of non-compliance by the Company. No penalties have been imposed by them on the Company.
- The Company has laid down procedure to inform Board Members about the risk assessment and minimization procedures. These procedures are being periodically reviewed to ensure that management controls risk through the means of properly defined framework.

**9. SHAREHOLDERS INFORMATION****(i) Annual General Meeting**

Date : 24.09.2012

Time : 11.00 AM

Venue : Hindi Bhawan, 11, Vishnu Digambar Marg, New Delhi-110002

**(ii) Financial Calendar (tentative)**

The Financial Year covers the period starting from 1st April and ending on 31st March  
Adoption of Quarterly Results for the Quarter Ended by the end of

June 30, 2011 02<sup>nd</sup> August 2011September 30, 2011 14<sup>th</sup> November 2011December 31, 2011 15<sup>th</sup> February, 2012March 31, 2012 14<sup>th</sup> May 2012**(iii) Book Closure Period**

Thursday, 20th September, 2012 to Monday, 24th September, 2012 (Both Days inclusive)

**(iv) Listing**

The Equity Shares of the Company are currently listed at the Bombay Stock Exchange Limited (BSE). The listing Fee has been paid to BSE where the Company's shares are listed.

**(v) Stock Symbol/Code**

Bombay Stock Exchange Limited

**ACEEDU/530093****(vi) Market Price Data**

The monthly high & low quotations of the Company's Shares traded on the Bombay Stock Exchange Limited during the Financial Year 2011-2012, along with the performance of Stock, are as under:

Month	Bombay Stock Exchange (BSE)	
	High	Low
April, 2011	35.55	27.00
May, 2011	39.50	31.10
June, 2011	38.50	25.10
July 2011	35.95	27.30
August, 2011	33.85	19.05
September, 2011	25.15	20.00
October 2011	30.90	18.00
November, 2011	27.90	19.25
December, 2011	25.45	18.50
January, 2012	27.25	17.00
February, 2012	26.40	21.00
March, 2012	23.50	18.60

**(vii) Registrar & Transfer Agent**

The Company has authorised RTA to deal with the all the correspondence in relation to the Dematerialisation / Rematerialisation/ Transfer of Equity Shares of the Company and the matters related therewith may directly be addressed at the address given below

M/s Beetal Financial & Computer Services Private Limited

Beetal House, 3rd Floor, 99, Madan gir

Behind Local Shopping Centre, Near Baba

Harsukh Das Mandir,

New Delhi-110062

Telephone: +91 11 29961281, Fax: +91 11 29961284

**(viii) Share Transfer System**

The Company's Share being in compulsory Dematerialised form, are traded through the depository System. However, Shares in the physical form are processed by the Registrar & Share Transfer Agent (RTA), M/s Beetal Financial & Computer Services Private Limited, Delhi. All requests received by the Company/RTA for Dematerialisation/Re-materialisation/ Transfer are disposed off expeditiously. The Share Transfer process is reviewed by the Shareholders'/Investors' Grievance Committee.

In compliance with the Clause 47(c) of the Listing Agreement with Stock Exchanges, the Company obtains a Certificate from Practising Company Secretary on the half-yearly basis confirming duly compliance of Share Transfer formalities by the Company and files a copy of the certificate with the Stock Exchanges.

**(ix) Shareholding Pattern as on March 31, 2012**

Category	No. of Shares held	Percentage of Shareholding (%)
Promoter and Promoter Group	458778	5.01
Mutual Funds / UTI	-	-
Banks / Financial Institutions	-	-
FII's	-	-
Bodies Corporate	1864918	20.36
NRIs	1782	0.02
Clearing Members	266	0.00
HUF / Trust	135973	1.48
Foreign Corporate Bodies	-	-
General Public	6699183	73.13
<b>Total</b>	<b>9160900</b>	<b>100</b>

**(x) Distribution of Shareholding as on March 31, 2012**

From - To	No. of Shareholders		No. of Shares	
	Number	% Total	Number	% Total
1-5000	2431	82.94	454991	4.97
5001-10000	189	6.45	158671	1.73
10001-20000	84	2.87	131365	1.43
20001-30000	99	3.37	250095	2.73
30001-40000	18	0.61	63022	0.69
40001-50000	17	0.58	82187	0.89
50001-100000	33	1.13	244509	2.67
100001 & Above	60	2.05	7776060	84.89
<b>Total</b>	<b>2,931</b>	<b>100</b>	<b>91,60,900</b>	<b>100.00</b>

**(xi) Dematerialization of Shares and Liquidity**

The Company's Equity Shares are in compulsory dematerialized segment and are available for trading on the Stock Exchange in National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

As on March 31, 2012, about 92.12 % of the Company's Equity paid up Share Capital had been dematerialised.

**(xii) Outstanding GDRs/ADRs/Warrants/Convertible Instruments, Conversion date and likely impact on Equity**

There is no outstanding GDRs/ADRs/Warrants/Convertible Instruments as on the date.

**(xiii) The ISIN No. of the Company is INE715F01014 (with NSDL and CDSL)****(xiv) Code of Conduct**

The Company has in place a Code of Conduct applicable to the Board Members as well as the Senior Management. All the Board Members and the Senior Management Personnel of the Company have affirmed compliance with the Code of Conduct as on March 31, 2012. A declaration to this effect, duly signed by Director is annexed and forms part of this report.

**(xv) Address for Correspondence**

The Shareholders may send their communication grievances/queries to the Registrar & Share Transfer Agent at their address mentioned above or to the Company at:

Regd. Office: 10178/304A,  
Abdul Aziz Road,  
Karol Bagh,  
New Delhi- 110005  
Email ID: csaceindia@gmail.com

**CEO/CFO CERTIFICATION**

To,  
The Board of Directors  
ACE Edutrend Limited  
New Delhi

We, the undersigned, interalia, certify the following:

- a) We have reviewed Financial Statements and the Cash Flow Statement of the Company for the Year 2011-12 and that to the knowledge and belief:
  - i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - ii) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b) There are, to the best of their knowledge and belief, no transactions entered into the company during the year, which are fraudulent, illegal or violative of the Company's code of conduct.
- c) We accept responsibility for establishing and maintaining internal control systems of the company and they have disclosed to the auditors and the audit committee, deficiencies in the design or operation of internal controls, if any, of which they are aware and the steps they have taken or propose to take to rectify these deficiencies.
- d) We have indicated to the Auditors and Audit Committee, wherever applicable the following:
  - i) Significant changes in internal control during the year;
  - ii) Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - iii) Instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system.

**Place : Delhi**  
**Date : 31.08.2012**

**Sd/-**  
**Director**

**Sd/-**  
**Manager Finance**

**DECLARATION UNDER CLAUSE 49(I) (D) OF THE LISTING AGREEMENT**

To,  
The Members  
ACE EduTrend Limited  
New Delhi

I, the undersigned, being the Director of ACE Edutrend Limited, to the best of my knowledge and belief, declare that all the members of the Board of Directors and Senior Management personnel have affirmed compliance with the Code of conduct of the Company for the year ended March, 31, 2012.

**Place : Delhi**  
**Date : 31.08.2012**

**Sd/-**  
**Director**

**CORPORATE GOVERNANCE COMPLIANCE CERTIFICATE**

(Pursuant to clause 49 of the Listing Agreement)

The Members  
ACE Edutrend Limited  
New Delhi

We have examined the compliance of conditions of the Corporate Governance by **ACE Edutrend Limited**, for the year ended 31st March, 2012 as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges. We have obtained all the information and explanations which to the best of my knowledge and belief were necessary for the purpose of certification.

The compliance of conditions of Corporate Governance is the responsibility of the Company's Management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the Financial Statements of the Company.

In my opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the Listing Agreement. We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For PVR-N & Co.**  
**Chartered Accountants**

**Sd/-**  
**CA Pradeep Kumar Jindal**  
**Partner**  
**M.No. 082646**

**Place : New Delhi**  
**Date : 31.08.2012**

**AUDITOR'S REPORT TO THE MEMBERS OF  
ACE EDUTREND LIMITED**

1. We have audited the attached Balance Sheet of **ACE EDUTREND LIMITED**, as at 31st March, 2012 and also the Profit and Loss Account and Cash Flow Statement for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An Audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principals' used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditor's Report) Order, 2003 issued by the Central Government of India in terms of sub section (4A) of Section 227 of the Companies Act, 1956, we enclose in the Annexure a statement on the matter specified in paragraph 4 and 5 of the said order.
4. Further to our comments in the Annexure referred to above, we report that: -
  - a) We have obtained all the information and explanation, 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 appears from our examination of those books.
  - c) The Balance Sheet, Profit & Loss Account and Cash Flow Statement dealt with by this report are in the agreement with the books of account.
  - d) In our opinion, the Balance Sheet, Profit & Loss Account and Cash Flow Statement dealt with by this report comply with the Accounting Standards referred to in sub section (3C) of Section 211 of the Companies Act, 1956.
  - e) On the basis of written representations received from the Directors, as on 31st March 2012, and taken on record by the Board of Directors, we report that none of the Directors is disqualified as on 31st March, 2012, from being appointed as a Director in terms of clause (g) of sub section (1) of Section 274 of the Companies Act, 1956.
  - f) In our opinion and to the best of our information and according to the explanations given to us, the said accounts give the information required by the Companies Act, 1956 in the manner so required and give a true and fair view in conformity with the accounting principals generally accepted in India.
    - i) In the case of the Balance Sheet of the state of affairs of the Company as at 31st March, 2012 and
    - ii) In the case of Profit & Loss Account of the Profit for the year ended on that date.
    - iii) In the case of Cash Flow statement, of the cash flows for the year ended on that date.

**For PVR-N & Co.  
Chartered Accountants**

**Sd/-  
CA Pradeep Kumar Jindal  
Partner  
M.No. 82646  
Firm No- 004062N**

**Place : New Delhi  
Date : 31.08.2012**

**ANNEXURE REFERRED TO IN PARAGRAPH 1 OF OUR REPORT OF EVEN DATE**

1. (a) The Company has maintained proper records showing full particulars including quantitative details and location of its Fixed Assets.  
(b) All the Fixed Assets have been physically verified by the Management during the year according to regular programme of verification which, in their opinion, is reasonable having regard to the size of the Company and nature of its assets.  
(c) During the year, the Company has not disposed off any plant and machinery.
2. There were no stock of inventories during the year so no need for physical verification.
3. The Company not granted / taken unsecured loans to / from Companies, Firms or other parties covered in the register maintained u/s 301 of the Companies Act, 1956 and/or from the Companies under the same management as defined under sub-section (1B) of Section 370 of the Companies Act. 1956.
4. In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and nature of its business with regard to purchases of inventory, fixed assets and with regard to the sale of goods. During the course of our audit, no major weakness has been noticed in the internal controls.
5. Based on the audit procedures applied by us and according to the information and explanations provided by the management, we are of the opinion that the transactions that need to be entered into the register maintained u/s 301 of the Companies Act, 1956 have been so entered.
6. In our opinion and according to the information and explanations given to us, the Company has not to be complied with the provisions of Sections 58A and 58AA of the Companies act, 1956 and the Companies (Acceptance of Deposits) Rules, 1975 with regard to the deposits, as the Company has not accepted any deposits from the public.
7. In our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
8. We have broadly reviewed the books of accounts relating to materials, labours and other items of cost maintained by the Company pursuant to the Rules made by the Central Government for the maintenance of cost records under Section 209 (1) (d) of the Companies Act, 1956 and we are of the opinion that prima facie the prescribed amounts and records have been made and maintained.
9. (a) According to the records of the Company, the Company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, investor education protection fund, employees' state insurance, income-tax, sales-tax, wealth-tax, custom duty, excise-duty, cess and other statutory dues applicable to it.  
(b) According to the information and explanations given to us, an amount of Rs. 18,50,775/- payable in respect of income-tax was outstanding, as at 31.03.2012 for a period of more than six months from the date they became payable.
10. The Company does not have any accumulated losses and it has not incurred cash losses during the current financial year covered by our audit and the immediately preceding financial year
11. In our opinion and according to the information and explanations given to us, the transactions made in pursuance of contracts or arrangements entered in the registers maintained u/s 301 of the Companies Act, 1956
12. Based on our audit procedures and on the information and explanations given by the management, we are of the opinion that the Company has not defaulted in repayment of dues to the financial institutions, banks or debenture holders.



13. Based on our examination of documents and records, we are of the opinion that the Company is not required to maintain any records, as the Company has not granted any loans and advances on the bases of security by the way of pledge of shares, debentures and other securities.
14. We have been informed that the provisions of any special statute applicable to Chit Funds, Nidhi's, Mutual Benefit Funds and Societies are not applicable to the Company.
15. Based on our examination of the records and evaluation of the related internal controls, we are of the opinion that proper records have been maintained of the transactions and contracts and timely entries have been made in those records. We also report that the Company is not having any Investments in the shares, securities, debentures and other securities.
16. The Company has not given any guarantee for loans taken by others from bank or financial institutions.
17. The Company has not obtained any Term Loans.
18. During the period covered by our Audit Report The Company has made no allotment of shares.
19. During the period covered by our Audit Report, the Company has not issued any debentures. The Company has not created any security in respect of debentures issued.
20. That we have not to verify the end use of money as no money was raised by public issues.
21. Based upon the audit procedures performed and information and explanations given by the management, we report that no fraud on or by the Company has been noticed or reported during the course of our audit.

**For PVR-N & Co.  
Chartered Accountants**

**Sd/-  
CA Pradeep Kumar Jindal  
Partner  
M.No. 82646  
Firm No- 004062N**

**Place : New Delhi  
Date : 31.08.2012**

**BALANCE SHEET AS ON 31.03.2012**

<b>PARTICULARS</b>	<b>NOTES</b>	<b>31.03.2012</b>	<b>31.03.2011</b>
<b><u>EQUITY AND LIABILITIES</u></b>			
<b>Shareholders fund</b>			
a) Paid up share capital	1	91,609,000.00	91,609,000.00
b) Reserve and surplus	2	19,191,843.70	6,907,387.35
c) Money recived against share warrant		0.00	0.00
<b>Share application money</b>		0.00	0.00
<b>Non Current liabilities</b>			
a) Long term borrowing	3	22,369,212.00	3,619,212.00
b) Deffered tax liability	4	2,574,738.00	2,281,295.00
c) Other long term liability		0.00	0.00
d) Long term provision		0.00	0.00
<b>Current liability</b>			
a) Short term borrowing		0.00	0.00
b) Trade payable	5	2,237,624.00	1,992,935.00
c) Other current liabilities		0.00	0.00
d) Short term provision	6	6,313,942.00	3,166,045.00
<b>TOTAL (A)</b>		<b>144,296,359.70</b>	<b>109,575,874.35</b>
<b><u>ASSETS</u></b>			
<b><u>NON CURRENT ASSETS</u></b>			
Fixed assets	7	61,007,226.00	41,894,980.00
Intangible assets		0.00	0.00
Non current investment		0.00	0.00
Non current loan and advances		0.00	0.00
Deffered tax assets		0.00	0.00
Other non current assets		0.00	0.00
<b><u>CURRENT ASSETS</u></b>			
Trade recievable		0.00	0.00
Inventory		0.00	0.00
Short term loans and advances	8	82,694,498.00	67,101,811.00
Cash and cash equivalent	9	339,828.33	315,100.38
Other current assets	10	254,807.37	263,982.97
<b>TOTAL (B)</b>		<b>144,296,359.70</b>	<b>109,575,874.35</b>

**ACCOUNTING POLICIES AND NOTES ON ACCOUNTS**

As Per our Audit Repot of even date Attached.

For PVR-N & CO  
Chartered AccountantsSd/-  
(PRADEEP KUMAR JINDAL)  
PartnerPLACE : NEW DELHI  
DATE : 31.08.2012For and on behalf of Board of Directors  
For ACE EDUTREND LIMITEDSd/-  
Sushil Aggarwal  
ChairmanSd/-  
Gajanand Gupta  
DirectorSd/-  
Sudist K Thakur  
Company Secretary

**PROFIT & LOSS A/C FOR THE YEAR ENDED 31.03.12**

<b>PARTICULARS</b>	<b>NOTES</b>	<b>31.03.2012</b>	<b>31.03.2011</b>
<b>INCOME</b>			
Sale	11	204,217,000.00	239,172,000.00
Less- excise duty		0.00	0.00
Net sale		204,217,000.00	239,172,000.00
Other income	12	939,718.00	40.00
<b>TOTAL 'A'</b>		<b>205,156,718.00</b>	<b>239,172,040.00</b>
<b>EXPENSE</b>			
Raw material consumed		0.00	0.00
Purchase of stock traded		0.00	0.00
increase/decrease in WIP, Finished good, stock in trade		0.00	0.00
Employee benefit expense	13	119,661,290.00	141,614,829.00
Finance cost	14	6,160.55	6,077.00
Other expense	15	42,768,298.10	67,824,769.65
<b>TOTAL 'B'</b>		<b>162,435,748.65</b>	<b>209,445,675.65</b>
<b>Profit before deprication and tax (A-B)</b>		<b>42,720,969.35</b>	<b>29,726,364.35</b>
Depreciation	7	27,595,024.00	19,743,760.00
Profit before exceptional and extraordinary item		15,125,945.35	9,982,604.35
Exceptional item		0.00	0.00
Profit before extraordinary Extraordinary		15,125,945.35	9,982,604.35
		0.00	0.00
<b>Profit before tax</b>		<b>15,125,945.35</b>	<b>9,982,604.35</b>
Tax expense			
Provision for Taxation	6	-3,026,361.00	-2,365,700.00
Deferred tax Asset/Liability	4	-293,443.00	-1,288,832.00
<b>Profit after tax 'C'</b>		<b>11,806,141.35</b>	<b>6,328,072.35</b>
Profit before tax from discontinuing operation		0.00	0.00
Tax expense		0.00	0.00
Profit after tax from discontinuing operation 'D'		0.00	0.00
<b>TOTAL PROFIT (C+D)</b>		<b>11,806,141.35</b>	<b>6,328,072.35</b>
Basic earning per share		1.29	0.69
Diluted earning per share		1.29	0.69

**ACCOUNTING POLICIES AND NOTES ON ACCOUNTS**

As Per our Audit Repot of even date Attached.

For PVR-N & CO  
Chartered AccountantsFor and on behalf of Board of Directors  
For ACE EDUTREND LIMITEDSd/-  
(PRADEEP KUMAR JINDAL)  
PartnerSd/-  
Sushil Aggarwal  
ChairmanSd/-  
Gajanand Gupta  
DirectorSd/-  
Sudist K Thakur  
Company SecretaryPLACE : NEW DELHI  
DATE : 31.08.2012

## CASH FLOW STATEMENT AS AT 31ST MARCH 2012

	For the year ended on 31.03.2012
<b>A CASH FLOW FROM OPERATING ACTIVITIES</b>	
Net Profit before Taxation	15,125,945.35
Add: Adjustment For	
1 Depreciation	27,595,024.00
Operating Profit Before Working Capital Change	42,720,969.35
Adjustment For	
1 (Increase)/decrease in Loans & Advances	(15,592,687.00)
2 Increase/(decrease) in Current Liabilities	3,392,586.00
3 (Increase)/decrease in Other Current Assets	9,175.60
Cash Generated from Operation	30,530,043.95
Less: Income Tax	3,026,361.00
Previous Year Excess Provision w/off	478,315.00
<b>Net cash Generated from operations</b>	<b>27,981,997.95</b>
<b>B CASH FLOW FROM INVESTING ACTIVITIES</b>	
1 Purchase of Shares	-
2 Purchase of Fixed Assets	(46,707,270.00)
<b>Net cash used in Investing Activites</b>	<b>(46,707,270.00)</b>
<b>C CASH FLOW FROM FINANCING ACTIVITIES</b>	
1 Increase/(decrease) in Unsecured Loans	18,750,000.00
<b>Net cash generate in Financing Activities</b>	<b>18,750,000.00</b>
Net Changes in Cash & Cash Equivalents (A+B+C)	<b>24,727.95</b>
Opening balance of Cash & Cash Equivalents	315,100.38
<b>Closing Balance of Cash &amp; Cash Equivalents</b>	<b>339,828.33</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 2012, 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 31.08.2012

For PVR-N & CO  
Chartered Accountants

For and on behalf of Board of Directors  
For ACE EDUTREND LIMITED

Sd/-  
(PRADEEP KUMAR JINDAL)  
Partner

Sd/-  
Sushil Aggarwal  
Chairman

Sd/-  
Gajanand Gupta  
Director

Sd/-  
Sudist K Thakur  
Company Secretary

PLACE : NEW DELHI  
DATE : 31.08.2012

## NOTES FORMING PART OF THE BALANCE SHEET AND PROFIT &amp; LOSS ACCOUNT

PARTICULARS	NOTE	31.03.2012	31.03.2011	
<b>Share capital</b>	<b>1</b>			
<b>a) Authorised share capital</b>				
No's of share 250000 @Rs. 10/-		250,000,000.00	250,000,000.00	
<b>Total</b>		<b>250,000,000.00</b>	<b>250,000,000.00</b>	
<b>b) Paid up share capital</b>				
No's of equity share 9160900 @10/-		91,609,000.00	91,609,000.00	
<b>Total</b>		<b>91,609,000.00</b>	<b>91,609,000.00</b>	
<b>c) Details of share holder holding more than 5% share</b>				
	<b>No's of share</b>	<b>% of Share</b>	<b>No's of share</b>	<b>% of Share</b>
AMPS Global Pvt. Ltd.	500,000.00	5.46	500,000.00	5.46
Pawan Kumar Bansal	500,000.00	5.46	500,000.00	5.46
Vikram Bansal	500,000.00	5.46	500,000.00	5.46
Abhishek Bansal	500,000.00	5.46	500,000.00	5.46
<b>Total</b>	<b>2,000,000.00</b>	<b>21.83</b>	<b>2,000,000.00</b>	<b>21.83</b>
<b>d) Reconcillation statement of share capital</b>				
Opening equity share capital		9,160,900.00	3,160,900.00	
Add: new issue of share		0.00	6,000,000.00	
Less: buy back		0.00	0.00	
Closing share capital		<b>9,160,900.00</b>	<b>9,160,900.00</b>	
<b>e) Reserve and surplus</b>	<b>2</b>			
<b>General Reserve</b>				
Opening balance		6,907,387.35	801,857.00	
Net profit transferred during the year		11,806,141.35	6,328,072.35	
Provision for income tax previous years		514,925.00	36,610.00	
TDS receivable written off		0.00	-259,152.00	
MAT Credit written off		-36,610.00	0.00	
<b>TOTAL</b>		<b>19,191,843.70</b>	<b>6,907,387.35</b>	

PARTICULARS	NOTE	31.03.2012	31.03.2011
<b>Non current liabilities</b>			
a) Unsecured loans (unsecured considered good)	3		
1) LOANS FROM RELATED PARTIES SUSHIL AGGARWAL		1,619,212.00	1,619,212.00
2) LOANS FROM OTHERS			
IKF GREEN FUEL LIMITED		12,750,000.00	2,000,000.00
BLS EDUCATION SOCIETY		3,300,000.00	0.00
USG TECH SOLUTIONS LIMITED		4,700,000.00	0.00
<b>TOTAL</b>		<b>22,369,212.00</b>	<b>3,619,212.00</b>
<b>Deffered tax</b>			
Opening balance	4	-2,281,295.00	-992,463.00
Based on absorption of depreciation			
Adjustments during the year		-293,443.00	-1,288,832.00
<b>Deffered tax asset/(-)liability</b>		<b>-2,574,738.00</b>	<b>-2,281,295.00</b>
<b>Trade payable</b>			
	5	2,237,624.00	1,992,935.00
		<b>2,237,624.00</b>	<b>1,992,935.00</b>
<b>Short-Term Provision</b>			
TDS Payable	6	0.00	249,401.00
Audit fee payable		28,090.00	27,575.00
Professional Fees		0.00	134,326.00
Salaries Payable		1,456,016.00	372,551.00
Telephone expnese payable		0.00	8,100.00
Provision Income Tax		4,829,836.00	2,365,700.00
Other Payable Expenses		0.00	8,392.00
<b>Total</b>		<b>6,313,942.00</b>	<b>3,166,045.00</b>

**Note - 7****List of Fixed Asset for the Year Ended 31.03.2012**

PARTICULARS	Depreciation Rate	As on 1.4.2011	Addition	Sale	Cost on 31.3.2012	Dep for the Year	Up To 31.3.2011	Up To 31.3.2012	W.D.V 31.3.2012	W.D.V 31.3.2011
Computer	40.00%	39767590.00	33580750.00	0.00	73348340.00	21875514.00	15907036.00	37782550.00	35565790.00	23860554.00
Films & Albums	20.00%	12314406.00	0.00	0.00	12314406.00	1970305.00	2462881.00	4433186.00	7881220.00	9851525.00
Furniture & Fixtures	18.10%	785878.00	0.00	0.00	785878.00	116498.00	142244.00	258742.00	527136.00	643634.00
Plant & Machinery	13.91%	8401039.00	4950020.00	0.00	13351059.00	1638144.00	1168585.00	2806729.00	10544330.00	7232454.00
Office Equipments	13.91%	179827.00	0.00	0.00	179827.00	21534.00	25014.00	46548.00	133279.00	154813.00
Electricity Equipments	20.00%	190000.00	0.00	0.00	190000.00	30400.00	38000.00	68400.00	121600.00	152000.00
Furniture & Fixtures	25.88%	0.00	8176500.00	0.00	8176500.00	1942629.00	0.00	1942629.00	6233871.00	0.00
<b>TOTAL</b>		<b>61638740.00</b>	<b>46707270.00</b>	<b>0.00</b>	<b>108346010.00</b>	<b>27595024.00</b>	<b>19743760.00</b>	<b>47338784.00</b>	<b>61007226.00</b>	<b>41894980.00</b>

<b>PARTICULARS</b>	<b>NOTE</b>	<b>31.03.2012</b>	<b>31.03.2011</b>
<b>SHORT TERM LOANS AND ADVANCES</b> (unsecured considered good)	<b>8</b>		
Other loans and advances		82,647,861.00	67,101,811.00
TDS RECEIVABLE		46,637.00	0.00
<b>Total</b>		<b>82,694,498.00</b>	<b>67,101,811.00</b>
<b><u>Cash and Cash Equivalent</u></b>	<b>9</b>		
a) Cash In Hand		328,640.50	10,232.00
b) Bank Balance Axis Bank		11,187.83	304,868.38
<b>Total</b>		<b>339,828.33</b>	<b>315,100.38</b>
<b><u>Other Current Assets</u></b>	<b>10</b>		
Service Tax		253,062.10	225,627.70
MAT Credit		1,730.00	38,340.00
Other Duties & Taxes		15.27	15.27
<b>Total</b>		<b>254,807.37</b>	<b>263,982.97</b>
<b><u>Sale</u></b>	<b>11</b>		
Training income		204,217,000.00	239,172,000.00
<b>Total</b>		<b>204,217,000.00</b>	<b>239,172,000.00</b>
<b><u>Other Income</u></b>	<b>12</b>		
Interest received		939,368.00	0.00
Scrap sold		350.00	40.00
<b>TOTAL</b>		<b>939,718.00</b>	<b>40.00</b>
<b><u>Employee Benefit Expense</u></b>	<b>13</b>		
Manpower Cost		116,193,000.00	132,146,000.00
Salaries paid		3,375,607.00	8,378,727.00
Staff welfare		92,683.00	69,685.00
Director Remuneration		0.00	1,020,417.00
<b>Total</b>		<b>119,661,290.00</b>	<b>141,614,829.00</b>
<b><u>Financial expense</u></b>	<b>14</b>		
Bank charges		6,160.55	6,077.00
<b>Total</b>		<b>6,160.55</b>	<b>6,077.00</b>

PARTICULARS	NOTE	31.03.2012	31.03.2011
<b>Other Expense</b>	<b>15</b>		
Advertisement		23,740.00	410,957.00
AGM Expenses		19,017.00	21,345.00
Auditors remuneration		25,000.00	25,000.00
Books & Periodicals		17,955.00	2,625.00
Business promotion		0.00	71,662.00
CDSL Charges		16,545.00	19,894.00
Charity & Donation		0.00	5,100.00
Conference Fees		0.00	40,680.00
Consumable stores		4,159,176.00	12,097,585.00
Conveyance Expenses		82,621.00	52,085.00
Director's Sitting Fees		90,000.00	43,760.00
Electricity expense		197,333.00	206,769.00
E-mail Id Expenses		0.00	8,595.00
Generator Running expense		36,750.00	42,230.00
Hotel Expenses		88,334.00	17,140.00
Interest Paid (Non Financing)		7,118.00	965.00
ISO Certification		8,500.00	16,545.00
Listing Fees		27,575.00	99,371.00
Maintenance charges		35,355,879.00	42,125,656.00
Mandir Expenses		11,575.00	21,668.00
Meeting Expenses		0.00	11,441.00
Misc. Expenses		28,575.00	8,088.00
NSDL Charges		0.00	34,193.00
Office Expenses		25,552.00	97,994.00
Office Rent		1,400,000.00	2,000,000.00
Other Legal Expenses		0.00	6,725.00
Postage & courier charges		6,389.60	29,704.00
Printing & Stationary		81,195.00	95,514.00
Professional fees		361,613.00	1,744,009.00
Repairs & Maintenance		92,791.00	237,369.00
ROC Expenses		7,972.50	28,775.00
RTA Charges		10,745.00	46,345.00
Short & Excess		0.00	1.65
Telephone charges		148,092.00	241,520.00
Tender Expenses		101,000.00	118,861.00
Tour And Travelling Expenses		337,255.00	717,429.00
Depreciation as per AS-6 (change in valuation method)		0.00	5,337,161.00
Leasehold Assets Written off		0.00	1,740,008.00
<b>TOTAL</b>		<b>42,768,298.10</b>	<b>67,824,769.65</b>

For PVR-N & CO  
Chartered Accountants

For and on behalf of Board of Directors  
For ACE EDUTREND LIMITED

Sd/-  
(PRADEEP KUMAR JINDAL)  
Partner

Sd/-  
Sushil Aggarwal  
Chairman

Sd/-  
Gajanand Gupta  
Director

Sd/-  
Sudist K Thakur  
Company Secretary

PLACE : NEW DELHI  
DATE : 31.08.2012



**SCHEDULE - 16****ACCOUNTING POLICIES AND NOTES ON ACCOUNTS****(1) SIGNIFICANT ACCOUNTING POLICIES:-****(a) BASIS OF PREPARATION**

The Financial Statement of ACE EduTrend Ltd. has been prepared under the historical cost convention, on the basis of going concern concept and relevant presentational requirement of the Companies Act, 1956. The Company follows the accrual system of accounting taking cognizance of the guidelines on prudential norms for Income Recognition.

**(b) FIXED ASSETS**

Fixed Assets are recorded at cost of acquisition less depreciation and impairment loss, if any. Direct cost are capitalized until asset are ready to be put to use.

**(c) DEPRECIATION**

Depreciation on Fixed Assets are provided under Written Down Method at the rates prescribed in Schedule XIV of the Companies Act, 1956 on pro-Rata Basis.

**(d) REVENUE RECOGNITION**

Revenue is recognized when there is reasonable certainty of its ultimate realization/ collection.

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

**(e) CONTINGENT LIABILITIES**

These are disclosed by way of notes on the Balance Sheet. Provisions is made in the Accounts in respect of those liabilities which are likely to materialize after the year end till the finalization of accounts and material effect on the position stated in the Balance Sheet.

**(f) INCOME TAX**

Taxation is accounted on the basis of the "liability Method" which is generally followed in India. Provision is made for Income Tax based on computation after considering rebates, relief and exemption under the Income Tax Act, 1961.

In accordance with the requirements of Accounting Standard 22 i.e. "Accounting for taxes on income" issued by "The Institute of Chartered Accountants of India", the total deferred tax liabilities / asset as on 31.03.2012 have been recognized in the following manner:

<b>Particulars</b>	<b>31.03.2012</b>
Depreciation as per company law	27595024.00
Depreciation allowable as per income tax act	35529501.00
Difference	7934477.00
Tax rate (32.45%)	2574738.00

**(g) PROVISION, CONTINGENT LIABILITIES & CONTINGENT ASSETS**

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Liabilities are not recognized but are disclosed in the notes. Contingent Assets are neither recognized nor disclosed in the financial statement.

**(h) SEGMENT INFORMATION**

The Company is engaged in the business of recreation activities, which constitutes a single business segment, and accordingly, disclosures are not required under AS-17, issued by "The Institute of Chartered Accountants of India".

**(2) Notes to Accounts**

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

Deferred Tax Liability in respect of Depreciation Rs. 25,74,738

Deferred Tax Assets in respect of Brought Forward

Losses and Tax Credit u/s 115JAA of the Income Tax Act, 1961  
(i.e. Minimum Alternate Tax Provisions)

Deferred Tax Liability (Net Deferred Tax Assets) Rs. 25,74,738

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 31st March 2012	Year ended 31st March 2011
(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.)	11806141.35	63,28,073
(c) Basic and diluted Earning Per Share (Rs)	1.29	0.69
(d) Nominal value per Share (Rs)	10	10

- (3) Estimated amount of contracts remaining to be executed on Capital Account and not provided for NIL (Previous year NIL)

- (4) Payment to Auditors:

Particulars	Current Year (Rs.)	Previous Year (Rs.)
(a) As Auditor	12500	12,500
(b) Other Services (Certification fees etc)	5000	5,000
(c) Tax Audit Fees	7500	7,500
<b>Total</b>	<b>25000</b>	<b>25,000</b>

- (5) Provision for Taxation has been made after taking into consideration carried forward losses and in accordance with the provisions of Section 115JB of the Income Tax Act, 1961 (i.e. Minimum Alternate Tax Provisions).

- (6) No provision has been made for gratuity as none of the employees of the company has completed the eligible tenure of the services as per the provisions of the Gratuity Act.

**(7) Related Party Disclosures:**

Key Management Personnel:

➤ Mr. Sushil Aggarwal Chairman

**Related Party Transactions:**

Payment to Chairman/ whole time director:

<b>Particulars</b>	<b>Current Year (Rs.)</b>	<b>Previous Year (Rs.)</b>
Directors Remuneration	NIL	10,20,417
Loan from Director	16,19,212	16,19,212

**(8)** Corresponding figures of previous year have been regrouped and/ or rearranged to confirm with this year's grouping wherever found necessary.

**(9)** Expenditure in Foreign Currency: NIL

Notes forms an integral part of Accounts and have been duly authenticated.

In terms of our report of even date.

**For PVR-N & CO**  
**Chartered Accountants**

Sd/-  
**(PRADEEP KUMAR JINDAL)**  
Partner

**PLACE : NEW DELHI**  
**DATE : 31.08.2012**

**For and on behalf of Board of Directors**  
**For ACE EDUTREND LIMITED**

Sd/- Sd/- Sd/-  
**Sushil Aggarwal Gajanand Gupta Sudist K Thakur**  
Chairman Director Company Secretary

**ACE EDUTREND LIMITED**

**Registered Office:** 10178/304A, Ravindera Plaza, Abdul Aziz Road,  
Karol Bagh, New Delhi-110005

**PROXY FORM**

Folio No./Client ID No. ....  
No. of Shares.....

I/We .....being  
Resident of.....  
a member/ members of the above named Company hereby appoint Mr./Mrs./Miss .....  
Resident of..... as my/  
our proxy to vote for me/us on my/our behalf at the 18th Annual General Meeting of the Company to be held on  
Monday, the 24th day of September, 2012 at 11.00 A.M. and at at Hindi Bhawan, 11, Vishnu Digambar Marg, New  
Delhi-110002

Signed this..... day of ..... 2012.

Signature.....



- Note :** a) The Form should be signed across the stamp as per specimen signature registered with the Company.  
b) The Proxy Form, in order to be effective, must be deposited at the Registered Office of the Company before 48 hours of the time fixed for holding the meeting.

**Tear Here**

**ACE EDUTREND LIMITED**

**Registered Office:** 10178/304A, Ravindera Plaza, Abdul Aziz Road,  
Karol Bagh, New Delhi-110005

**ATTENDANCE SLIP**  
**18th ANNUAL GENERAL MEETING**

Folio No..... No. of Share held .....

I hereby record my presence at the 18th Annual General Meeting of the Company to be held on Monday, 24th September 2012 at 11.00 a.m. at Hindi Bhawan, 11, Vishnu Digambar Marg, New Delhi-110002 or at any adjournment thereof.

**ALL PARTICULARS SHOULD CONFIRE WITH THAT OF COMPANY’S RECORD**

Member’s Name \_\_\_\_\_  
(1st Joint Holder) \_\_\_\_\_  
(2nd Joint Holder) \_\_\_\_\_  
Father’s Name \_\_\_\_\_  
Complete Address \_\_\_\_\_  
Proxy’s Name \_\_\_\_\_

I certify that I am registered share holders/proxy for the registered Share holder of the Company.

- Note :** 1. Attendance Slip which is not complete in all respect shall not be accepted.  
2. Attendance Slip shall be handed over at the registration counter for obtaining entry coupon.  
3. Please not irrespective of number of Attendance Slip and/or proxies and joint holders, only on refreshment coupon and one entry coupon shall be given to each person.  
4. **NO GIFTS WILL BE DISTRIBUTED AT THE AGM.**

.....  
(Signature of Member/Proxy)

# BOOK POST

*If undelivered, please return to :-*

**ACE EduTrend Limited**

10178/304A, Ravinder Plaza,  
Abdul Aziz road, Karol Bagh,  
New Delhi - 110005