

ACE EDUTREND LIMITED

CIN: L29299DL1993PLC201811 Web: www.acedutrend.in

Reg Office: A-7/6, Jhilmil Industrial Area, Shahdara, New Delhi – 110095

Contact No. 011-22133000, E-Mail ID: csaceindia@gmail.com

NOTICE

Notice is hereby given that the 22nd Annual General Meeting of **M/s Ace Edutrend Limited** will be held on Friday, 30th September, 2016 at 1100 HRS at YMCA, 1, Jai Singh Road, New Delhi-110 001 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31st March, 2016 along with the report of Independent Auditors and Directors thereon.
2. To appoint a Director in place of Mrs. Ruma Mukherjee (DIN 03437200), who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible, offers herself for re-appointment.
3. To ratify 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 ratifies the appointment of **M/s PVR-N & Co. Chartered Accountants**, (Firm Registration No. 004062N), as the Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting to be held for the financial year 2016-2017 on such remuneration as may be determined by the Board of Directors of the Company.”

SPECIAL BUSINESS:

4. **To consider and approve the appointment of Ms. Meenu Paliwal (DIN 07440121) as Independent Director of the Company**

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

“RESOLVED THAT pursuant to the provisions of sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Ms. Meenu Paliwal (DIN 07440121) who was appointed as an Additional Director of the company by the Board of directors at its meeting held on 13th February, 2016 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from him proposing her candidature for the office of Director as per section 160 of Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company to hold office for the period of 5 (Five) years, whose office shall not liable to retire by rotation.

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

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

5. To consider and approve the appointment of Mr. Monendra Srivastava (DIN 07489845) as Independent Director of the Company

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

“**RESOLVED THAT** pursuant to the provisions of sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Monendra Srivastava (DIN 07489845) who was appointed as an Additional Director of the company by the Board of directors at its meeting held on 17th May, 2016 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from him proposing her candidature for the office of Director as per section 160 of Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company to hold office for the period of 5 (Five) years, whose office shall not liable to retire by rotation.

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

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

6. To consider and approve the related party transaction.

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

“**RESOLVED THAT** pursuant to the provisions of section 188 read along with The Companies (Meeting of Board and its Powers) Rules, 2014 (subject to any modification and re-enactment thereof) and Regulation 17(6) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the consent of the members of the Company be and is hereby accorded for the payment of Rs. 50,000 per month as consultancy fee for availing services from the non-executive Director, Mr. Pradeep Dutta for a period of three years commencing from 1st of April, 2016 till 31st of March, 2019.

RESOLVED FURTHER THAT Mr. Pradeep Dutta will also be entitled for reimbursement of mobile expenses and all boarding, lodging, travelling and other out of pocket expenses for carrying out consultancy services for the Company.

RESOLVED FURTHER THAT the Company Secretary be and is hereby authorized to take all necessary actions and steps expedient and desirable to give effect to this resolution including filing of requisite e-forms with Registrar of Companies.”

7. To consider and approve the related party transaction.

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

“**RESOLVED THAT** pursuant to the provisions of section 188 read along with The Companies (Meeting of Board and its Powers) Rules, 2014 (subject to any modification and re-enactment thereof) and Regulation 17(6) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the consent of the members of the Company be and is hereby accorded for the payment of Rs. 50,000 per month as consultancy fee for availing services from the non-executive Director, Mrs. Ruma Mukherjee for a period of three years commencing from 1st of April, 2016 till 31st of March, 2019.

RESOLVED FURTHER THAT Mrs. Ruma Mukherjee will also be entitled for reimbursement of mobile expenses and all boarding, lodging, travelling and other out of pocket expenses for carrying out consultancy services for the Company.

RESOLVED FURTHER THAT the Company Secretary be and is hereby authorized to take all necessary actions and steps expedient and desirable to give effect to this resolution including filing of requisite e-forms with Registrar of Companies.”

By order of the Board of Directors
For Ace Edutrend Limited

Date: 10.08.2016
Place: New Delhi

Narender Singh Chauhan
Company Secretary

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 24, 2016 to Friday, September 30, 2016 (both days inclusive) for annual closing.
6. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting of the Company. The Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the Members at the Annual General Meeting of the Company.
7. Members are requested to notify any change in their address, if any to the Registrar & Share Transfer Agent of the company- M/s Beetal Financial Computer Services Private Limited, Beetal House, 3rd Floor, 99, Madangir, behind LSC, New Delhi – 110062.
8. In accordance with the provisions of Section 72 of the Companies Act, 2013, 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, M/s. 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.
 17. Appointment of Directors:

There are two Independent Directors on the Board of the Company as per the Listing Agreement requirements viz., Ms. Meenu Paliwal and Mr. Monendra Srivastava. The Company has received declarations from Independent Director stated above that they meet with the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013.

The Directors seeking appointment have furnished the requisite declarations. The Board of Directors of your Company, after reviewing the declarations submitted by the above Independent Directors is of the opinion that the said Director meet the criteria of Independence as per Section 149(6) of the Companies Act, 2013 and the rules made thereunder and also meet with the requirements of Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for being the Independent Directors on the Board of the Company and are also Independent of the Management.

The proposal for appointment for Independent Directors under the Companies Act, 2013 shall be taken up for approval of the Members of the Company and details under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of Directors seeking appointment at the Annual General Meeting are provided in Explanatory Statement to the Notice.

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 27, 2016** (9:00 am) and ends on **September 29, 2016** (5:00 pm). During this period members’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **23rd September, 2016**, 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 as initial password/PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (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 arorajoshiassociates@gmail.com with a copy marked to 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) :

<u>EVEN (Remote e-voting Event Number)</u>	<u>USER ID</u>	<u>PASSWORD/PIN</u>
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- (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 or call on toll free no.: 1800-222-990.
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VIII. 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).
- IX. 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 **23rd September, 2016**.
- X. 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. **23rd September, 2016**, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or 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” option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

- XI. 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.
- XII. 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.
- XIII. **Mr. Sarvpriya Singh Arora**, Chartered Accountant (Membership No. 529903) and Partner of M/s. Arora Joshi & Associates., having **FRN 529903** 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.
- XIV. 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.
- XV. 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.
- XVI. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company 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.

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

Item No. 4

The Board of Director at their meeting held on 13th February, 2016, appointed Ms. Meenu Paliwal as an Additional 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, Ms. Meenu Paliwal 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 her proposing her candidature for the office of Director of the Company, copy of which is available at the registered office of the Company.

Ms. Meenu Paliwal possesses versatile personality of multifarious activity. She is Commerce Graduate from Delhi University and is pursuing doing professional course. She got the experience in the field of administration.

Ms. Meenu Paliwal does not hold herself or for any other person on a beneficiary basis, any shares in the company.

The Company has also received declarations from Ms. Meenu Paliwal that she 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, Ms. Meenu Paliwal 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 10th August, 2016 approved the terms and conditions of Ms. Meenu Paliwal appointment, subject to the approval of the shareholders.

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

Ms. Meenu Paliwal 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 Ms. Meenu Paliwal 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.

Item No. 5:

The Board of Director at their meeting held on 17th May, 2016, appointed Mr. Monendra Srivastava as an Additional 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, Ms. Monendra Srivastava 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 him 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 is Masters in Computer Science and a diploma holder in Computer & Applications.

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 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. Monendra Srivastava 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 10th August, 2016 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)

Ms. Meenu Paliwal is interested and concerned in the resolutions set out respectively at Item No. 5 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. 5 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. 5 of the Notice.

The Board recommends the Ordinary Resolutions set out at Item No. 5 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.

Item No. 6:

Pursuant to provisions of Section 188(1) of the Companies Act, 2013, the Companies (Meeting of Board and its Powers) Rules, 2014, the Related Party Transactions as mentioned in clause (a) to (g) of the said Section require a Company to obtain prior approval of the Board of Directors and subsequently the Shareholders of the Company by way of Ordinary Resolution in case the value of the Related Party Transactions exceeds the stipulated thresholds prescribed in Rule 15(3) of the said Rules. Further as required under Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, all material related party transactions shall require approval of the shareholders through resolution.

However the amount of transaction is within the limit prescribed in the Act and does not required the member's approval, but Mr. Pradeep Dutta being non-executive Directors are to be paid consultant fees for bringing projects in the Company and it is the requirement of Regulation 17(6)(a) that the board of directors shall recommend all fees or compensation if any paid to non-executive Directors shall require approval of shareholders in general meeting.

Accordingly, the approval of the shareholders by way of Special Resolution is sought under Section 188 of the Companies Act, 2013, the Companies (Meeting of Board and its Powers) Rules, 2014 and Regulation 17(6) & 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, to enable the Company to enter into related party transactions in one or more tranches. The particulars of the related party transactions, which are required to be stated in the Explanatory Statement, as per Rule 15(3) of the Companies (Meetings of Board and its Powers) Rules, 2014 are as follows:

Name of the related party	Pradeep Dutta
Name of the director who is related	Pradeep Dutta
Nature of relationship	Director of the Company
Nature, material terms, monetary value and particulars of the contract or arrangement	Rs. 50000/- be paid per month w.e.f 1 st April 2016 till 31 st March, 19 as consultant fee.

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

Mr. Pradeep Dutta is interested and concerned in the resolutions set out respectively at Item No. 6 of the Notice.

The relatives of Mr. Pradeep Dutta may be deemed to be interested in the resolutions set out respectively at Item No. 6 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 are, in any way, concerned or interested, financially or otherwise, in the Resolutions mentioned at Item No. 6 of the Notice.

The Board recommends the Special Resolutions set out at Item No. 6 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.

Item No. 7:

Pursuant to provisions of Section 188(1) of the Companies Act, 2013, the Companies (Meeting of Board and its Powers) Rules, 2014, the Related Party Transactions as mentioned in clause (a) to (g) of the said Section require a Company to obtain prior approval of the Board of Directors and

subsequently the Shareholders of the Company by way of Ordinary Resolution in case the value of the Related Party Transactions exceeds the stipulated thresholds prescribed in Rule 15(3) of the said Rules. Further as required under Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, all material related party transactions shall require approval of the shareholders through resolution.

However the amount of transaction is within the limit prescribed in the Act and does not required the member's approval, but Mrs. Ruma Mukherjee being non-executive Director is to be paid consultant fees for bringing projects in the Company and it is the requirement of Regulation 17(6)(a) that the board of directors shall recommend all fees or compensation if any paid to non-executive Directors shall require approval of shareholders in in general meeting.

Accordingly, the approval of the shareholders by way of Special Resolution is sought under Section 188 of the Companies Act, 2013, the Companies (Meeting of Board and its Powers) Rules, 2014 and Regulation 17(6) & 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, to enable the Company to enter into related party transactions in one or more tranches. The particulars of the related party transactions, which are required to be stated in the Explanatory Statement, as per Rule 15(3) of the Companies (Meetings of Board and its Powers) Rules, 2014 are as follows:

Name of the related party	Ruma Mukherjee
Name of the director who is related	Ruma Mukherjee
Nature of relationship	Director of the Company
Nature, material terms, monetary value and particulars of the contract or arrangement	Rs. 50000/- be paid per month w.e.f 1 st April 2016 till 31 st March, 19 as consultant fee.

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

Ms. Ruma Mukherjee is interested and concerned in the resolutions set out respectively at Item No. 6 of the Notice.

The relatives of Ms. Ruma Mukherjee may be deemed to be interested in the resolutions set out respectively at Item No. 6 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 are, in any way, concerned or interested, financially or otherwise, in the Resolutions mentioned at Item No. 6 of the Notice.

The Board recommends the Special Resolutions set out at Item No. 6 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.

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	Ms. Meenu Paliwal	Mr. Monendra Srivastava
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DIN	07440121	07489845
Father's Name	Shri Mukesh Paliwal	Shri Surendra Narayan Srivastava
Date of Birth	25.08.1991	01.05.1979
Age	25 years	37 years
Date of First Appointment on Board	13.02.2016	17.05.2016
Educational Qualification	She is a Commerce Graduate from Delhi University and pursuing a professional course.	He is a Graduate in B.sc (Science), M.sc in Computer Science, Advance Diploma in Computer & Applications.
Experience & expertise in specific functional area	She is having experience of two years in the handling the administrative work at senior level.	He is having an extensive experience in Information & Technology for various Companies.
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	Not Applicable	Not Applicable
Directorships held in other Companies (excluding foreign companies) and the membership of Committees of the board	Nil	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	2	N.A.

By order of the Board of Directors
For Ace Edutrend Limited

Date: 10.08.2016
Place: New Delhi

Narender Singh Chauhan
Company Secretary

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 22nd Annual General Meeting of the Company, to be held on Friday, September 30th, 2016 at 1100 HRS at YMCA Tourist Hostel, 1 Jai Singh Road, New Delhi-110011 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution
Ordinary Business	
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31 st March, 2016 along with the report of Independent Auditors and Directors thereon.
2.	To appoint a Director in place of Mrs. Ruma Mukherjee (DIN 03437200), who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible, offers herself for re-appointment.
3	To ratify the appointment of Statutory Auditor of the Company.
Special Business	
4	To consider and approve the appointment of Ms. Meenu Paliwal (DIN 07440121) as Independent Director of the Company.
5	To consider and approve the appointment of Mr. Monendra Srivastava (DIN 07489845) as Independent Director of the Company.
6	To consider and approve the related party transaction with Mr. Pradeep Dutta.
7.	To consider and approve the related party transactions with Mrs. Ruma Mukherjee.

Signed this..... Day of2016

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

22nd Annual General Meeting- 30th September, 2016

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

DP Id*	
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Folio No.	
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Client Id*	
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No. of Shares	
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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 **22nd ANNUAL GENERAL MEETING** of the company held on Friday, September 30, 2016 at 1100 HRS at YMCA Tourist Hostel, 1 Jai Singh Road, New Delhi-110011.

.....
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]

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

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 22nd 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.	Item No. 1: Adoption of the Audited Financial Statements of the Company for the year ended 31 st March, 2016 along with the report of Independent Auditors and Directors thereon.			
2.	Item No. 2: Appointment of a Director in place of Mrs. Ruma Mukherjee (DIN 03437200), who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible, offers herself for re-appointment.			
3.	Item No. 3: Ratification of M/s PVR-N & Co. Chartered Accountants, Auditors of the Company.			
4.	Item No. 4: Appointment of Ms. Meenu Paliwal (DIN 07440121) as Independent Director of the Company.			
5.	Item No. 5: Appointment of Mr. Monendra Srivastava (DIN 07489845) as Independent Director of the Company.			
6.	Item No. 6: Approval of the related party transaction with Mr. Pradeep Dutta.			
7.	Item No. 7: Approval of the related party transaction with Mr. Ruma Mukherjee.			

Place:

Date:

(Signature of the Shareholder**)

NOTE

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