

ACE EXPORTS LIMITED

20/157 PATKAPUR, KANPUR, UTTAR PRADESH -208001

NOTICE

NOTICE is hereby given that the 25TH Annual general Meeting of the Members of Ace Exports Limited will be held on Wednesday, 30th September, 2015 at 12.30 P.M. at the Registered Office of the Company to transact the following businesses:-


ORDINARY BUSINESS:

01. To receive, consider and adopt the Audited Profit and Loss Account for the year ended 31st March, 2015, the Balance Sheet at that date together with the Reports of Directors and Auditors thereon.
02. To re-appoint Mrs. Nuzhat Ramzi, who retires by rotation and has communicated her eligibility and willingness to be re-appointed as Director.
03. To re-appoint Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the 27th AGM of the Company to be held in the year 2017, subject to ratification of their appointment at every AGM, and to fix their remuneration.

DATE : 14-08-2015
PLACE: KANPUR

By Order of the Board
For ACE EXPORTS LIMITED

Registered Office:
20/157,
Patkapur,
Kanpur


[R.S. ROOFI WAKI]
MANAGING DIRECTOR
DIN: 00641653

ACE EXPORTS LIMITED

20/157 PATKAPUR, KANPUR, UTTAR PRADESH -208001

Directors' Report

Dear Shareholders,

The Directors have the pleasure in presenting the Annual Report and Audited Accounts of the Company for the year ended on March 31, 2015.

FINANCIAL RESULTS:

The summarized standalone financial performance of the Company for the financial year ended

PARTICULARS	Standalone (Amount in Rs.)	
	Year ended March 31, 2015	Year ended March 31, 2014
Revenue from Operations	125897989.35	114670660.81
Other Income	28451.00	43113.70
Total Expenditure	125159702.30	113561360.99
Profit before Interest, Depreciation, Prior Period Items and Tax (PBIDTA)	766738.05	1152413.52
Less: Finance Costs	2053104.23	1517549.88
Less: Depreciation and Amortization	3373509.09	2917580.8309
Profit before Exceptional/ Prior Period Items and Tax		
Less: Exceptional/ Prior Period Items (Net)	766738.05	115243.52
Profit Before Taxes (PBT)		
Less: Tax Expense (Net)		
Profit for the year (PAT)		

March 31, 2015 as compared to previous year was as under:

FINANCIAL HIGHLIGHTS:

The company is involved in the business of exports of footwears and owing to the fluctuation during the portions of the year the company has made revenue from its operation amount to Rs. 125897989.35 in financial year 2014-2015 as compared to Rs. 114670660.81 in the financial year 2013-2014.

FINANCE:

Company has obtained Finance Facilities from Punjab National Bank, Gumti No. 5, Kanpur.

TRANSFER TO RESERVES

During the year under review there is no any transfer to the General Reserves (Statutory Reserve).

COMPANIES POLICY ON DIRECTORS APPOINTMENT AND REMUNERATION:

The company has made its own selection process viz a viz for executive and non executive directors. Nomination and Remuneration Committee has checked out all the norms as provide in section 149 (6) of Companies Act, 2013 for selection and appointment of Independent Directors in company to ensure that the thoughts of such director are not biased at all. All the directors who have been appointed as independent director in company are well competent since they are working in the company for a very long period. The company follows proper mechanism for the remuneration paid to the directors as per the recommendation made by the Nomination and Remuneration committee after observing their comments.

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COMMITTEES TO THE BOARD:

The Company has several Committees which have been established in Compliance with the requirements of the relevant provisions of applicable laws and statutes.

The Company has following Committees of the Board:

- Audit Committee
- Nomination & Remuneration Committee
- Stakeholders Relationship Committee
- Committee of Independent Directors

The details with respect to the composition, powers, roles, terms of reference, policies etc. of relevant Committee are given in details in the 'Report on Corporate Governance' of the Company which forms part of the Annual Report.

MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION:

The company would like to inform that no material changes and commitments affecting the financial position of the company have occurred during the period from the end of financial Year till the date of this report.

PARTICULARS OF LOANS, GUARANTEES & INVESTMENTS:

The Company has not granted any secured or unsecured loans from /to companies ,firms or other parties listed in the register maintained under section 189 of the act Companies Act, 2013 dealing with any loan, investments and /or guarantee.

LEGAL FRAMEWORK AND REPORTING STRUCTURE:

The Company would like to inform that a legal compliance tool has been installed vertically within the organization for monitoring and complying all laws applicable to the Company. This tool is being overseen and supervised by the office of the Chief Financial Officer. Further the Chief Financial Officer has also been cast the responsibility of providing a compliance certificate at every Board meeting including the key non-compliances during the quarter.

CSR ACTIVITIES:

CSR Activities are not applicable to the company. Since the Company does not meet the criteria as defined under section 135 of Companies Act, 2013 and the rules made thereunder.

DISCLOSURES:

(i)MEETINGS OF THE BOARD:

Ten board meetings of the Board of Directors were held during the year. For further details, please see report on corporate governance.

(ii)AUDIT COMMITTEE:

The Company has constituted an Audit Committee of Directors in accordance with the requirements of section 292A of the Companies Act, 1956 read with clause 49 of the Listing Agreement. The Audit Committee consists of Mrs. Nuzhat Ramzi, M.A.W. Khurram, Mrs. Shabana Roofi all being Non Executive Directors. The broad terms of reference to the Audit Committee include, reviewing with management the quarterly and annual financial results/ statements, financial or risk management policies, adequacy of internal control systems and internal audit functions, overseeing of the Company's financial reporting process, recommending the appointment and removal of auditors etc.

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(ii) ESTABLISHMENT OF VIGIL / WHISTLE BLOWER MECHANISM:-

The Company promotes ethical behavior in all its business activities and in line with the best practices for corporate governance. It has established a system through which directors & employees may report breach of code of conduct, unethical business practices, illegality, fraud, and corruption etc at work place without fear of reprisal. The functioning of the Vigil mechanism is reviewed by the Audit Committee from time to time. None of the Whistle Blowers have been denied access to the Audit Committee of the Board. The details of the Whistle Blower Policy are explained in the Report on Corporate Governance and also available on the website of the company.

The company has established a whistle blower mechanism for the directors and employees to report concerns about unethical behavior, actual or suspected fraud or violation of the company's code of conduct or ethics policy.

During the Financial Year 2014-2015 there was no complaint reported by any Director or employee of the company under this mechanism.

(iv) EXTRACT OF ANNUAL RETURN:-

Pursuant to sub-section 3(a) of Section 134 and sub-section (3) of Section 92 of the Companies Act 2013, read with Rule 12 of the Companies (Management and Administration) Rules, 2014 the extracts of the Annual Return in MGT-9 as at March 31, 2015 to be set out in **Annexure 1** to the Director's Report.

AUDITORS & AUDITORS' REPORT:

(a) Statutory Auditors & Audit Report:

Mehrotra & mehrotra Statutory Auditors of the Company Kanpur hold office till the conclusion of the 27th Annual General Meeting and are eligible for re-appointment. They have confirmed their eligibility under Section 141 of the Companies Act, 2013.

The observations of the auditors are explained wherever necessary in appropriate notes to the accounts. Also, there is no adverse comment in the Auditor's Report.

(b) Secretarial Audit & Secretarial Audit Report:

Pursuant to Section 204 of the Companies Act, and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s P.R.Singh & Co. , Practicing Company Secretary as secretarial auditor for conducting Secretarial Audit for all applicable laws for the Financial Year 2015. The Report of the Secretarial Audit Report to be set out in **Annexure-2** to the Director's Report.

There was no observation made by the secretarial auditor in his report.

PARTICULARS OF TRANSACTION WITH RELATED PARTIES

Particulars of all contracts and arrangements with related parties referred to in Section 188(1) of the Companies Act, 2013 in the prescribed Form AOC-2, is appended as **Annexure 3** to the Board's Report.

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DECLARATION BY INDEPENDENT DIRECTORS

The company has received necessary declaration from each independent director under section 148 (7) of the Companies act, 2013, that he/she meets the criteria of independence laid down in Section 149 (6) of the Companies act, 2013 and Clause 49 of the Listing Agreement

DIRECTORS' RESPONSIBILITY STATEMENT:-

In accordance with the requirements of Section 134(5) of the Companies Act, 2013, it is hereby confirmed that:-

- a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b) the directors had 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 at the end of the financial year and of the profit and loss of the company for that period;
- c) the directors had 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;
- d) the directors had prepared the annual accounts on a going concern basis;
- e) the directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively; and
- f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

CORPORATE GOVERNANCE:

A Report on Corporate Governance as stipulated under Clause 49 of the Listing Agreement entered with the Stock Exchanges, forms part of the Annual Report. The Company has been in compliance with all the norms of Corporate Governance as stipulated in Clause 49 of the Listing Agreement.

A. EMPLOYEES REMUNERATION

- (i) In terms of the provisions of Section 197 (12) of the Companies Act, 2013, read with Rule 5 (2) and (3) of the Companies (Appointment and Remuneration) Rules, 2013 as amended, the names and other particulars of the employees are not required to be set out in the Directors' Report as none of the employee is drawing the remuneration as prescribed under Rule 5(2)(i).

In terms of Section 136 of the Companies Act, 2013 the Annual Report excluding the aforesaid information is being sent to all the Members of the Company and others entitled thereto. Members who are interested in obtaining such particulars may write to the Chief Financial Officer of the Company at its Registered Office.

- (ii) The ratio of the remuneration of each director to the median employee's remuneration and other details in terms of sub-section 12 of Section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are not required to be set out in the Directors' Report as none of the Directors are drawing remuneration owing to the limited profits available in the company as detailed in .

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

a) Conservation of Energy

Since the operations of the company are not energy intensive, therefore does not call for any steps to be taken. Therefore clause (i) & (ii) are not applicable

b) Technology Absorption

The Company has not imported any specific technology for its operations which are not updated in India.

c) Foreign Exchange Earnings and Outgo

During the period under review there was Foreign Exchange Earnings or out flow in the company

ACKNOWLEDGMENTS:

The Directors would like to express their sincere appreciation of the cooperation and assistance received from the Authorities, Stock Exchanges, Associates, Bankers as well as our Shareholders at large during the year under review.

The Directors also wish to place on record their deep sense of appreciation for the commitment, abilities and hard work of all executives, officers and staff who enabled Company to consistently deliver satisfactory and rewarding performance even in the challenging economic conditions.

DATE : 14-08-2015

PLACE: KANPUR

**By Order of the Board
For ACE EXPORTS LIMITED**



**[R.S. ROOFI WAKI]
MANAGING DIRECTOR
DIN: 00641653**

Ref. No.

INDEPENDENT AUDITORS' REPORT

To,
The Members,
Ace Exports Limited

Report on the Financial Statements

We have audited the accompanying financial statements of ACE EXPORTS LIMITED ("the Company") which comprise the Balance Sheet as at 31st March, 2015, the Statement of Profit & Loss and the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

This responsibility includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial control that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatements, whether due to fraud or error.

Auditors' Responsibility

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

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

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or



Ref. No.

error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company Directors, as well as evaluating the overall presentation of the financial statements.

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the Accounting principles generally accepted in India:

- (a) in the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2015;
- (b) in the case of Statement of Profit & Loss, of the Profit of the Company for the year ended on that date; and
- (c) in the case of Cash Flow Statement, of the Cash Flows for the year ended on that date.

Report on Other legal and Regulatory Requirements


1. As required by the Companies (Auditors' Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
 - (a) We have sought and obtained all information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
 - (b) In our opinion, proper books of accounts as required by law have been kept by the Company, so far as appears from our examination of those books.
 - (c) The Balance sheet, the Statement of Profit & Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of accounts.
 - (d) In our opinion, the aforesaid financial statement comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.



Ref. No.

- (e) On the basis of the written representations received from the directors as on 31st March, 2015 and taken on records by the Board of Directors, none of the directors is disqualified as on 31st March, 2015, from being appointed as a director in terms of Section 164(2) of the Act; and
- (f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note No.22.2 to the financial statements.
 - ii. The Company did not have any long-term contracts including derivatives contracts for which there were any material losses.
 - iii. There has been no delay in transferring amounts, required to be transferred to the Investor Education and Protection Fund by the Company.

For MEHROTRA & MEHROTRA
CHARTERED ACCOUNTANTS
FRN 000226C


(A.N. Rastogi)
Partner
M.No. 070168

Place: Kanpur

Date: 14 AUG 2015



Ref. No.

provisions of the Act and the Rules framed there under. Accordingly, paragraph 3(v) of the Order is not applicable to the Company.

(vi) As informed to us the Central Government has not prescribed maintenance of cost records under sub-section (1) of section 148 of the Act, in respect of the activities carried on by the Company.

(vii) In respect of statutory dues:

The Company is regular in depositing undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income-tax, Sales tax / Value Added Tax, Wealth Tax, Service tax, Custom Duty, Cess and any other statutory dues with the appropriate authorities.

According to the information and explanations given to us, there are no undisputed amounts payable in respect of Income-tax, Wealth-tax, Service-tax, Sales-tax / Value Added Tax, Custom duty and Cess as at 31st March, 2015 which were outstanding for a period of more than six months from the date they became payable.

(viii) In our opinion, the accumulated losses of the company at the end of the financial year are less than fifty per cent of its net worth. The company has not incurred cash losses during the financial year covered by our audit and also in the preceding year.

(ix) As per information and explanations given by the management, in our opinion the Company has not defaulted in repayment of dues taken from financial institution or banks.

(x) According to the information and explanation given to us, the company has given guarantee for loans taken by others from bank or financial institutions. We are of the opinion that the terms and conditions thereof are not *prima facie* prejudicial to the interest of the Company.

(xi) The term loans obtained by the company have been applied for the purpose for which they were obtained.

(xii) To the best of our knowledge and belief and according to the information and explanations given to us, no fraud on or by the Company have been noticed or reported during the course of our audit.

For MEHROTRA & MEHROTRA,
CHARTERED ACCOUNTANTS
FRN 000226C

(A.N. Rastogi)

Partner

M.No. 070168

Place: Kanpur

Date: 14 AUG 2015



Ref. No.

ANNEXURE TO THE INDEPENDENT AUDITORS'S REPORT

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date) to the members of Ace Exports Limited on the financial statement for the year ended 31st March 2015.

- (i) In respect of its fixed assets:
- (a) The Company is maintaining proper records showing full particulars, including quantitative details and situation of its fixed assets.
 - (b) According to the information and explanations given to us, these fixed assets have been physically verified by the management at reasonable intervals during the year and no material discrepancies were noticed on such verification.
 - (c) The disposal of fixed assets has been done in the normal course of business and it has not affected the going concern.
- (ii) In respect of Inventories:
- (a) The inventories have been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable.
 - (b) The procedures of physical verification of inventory followed by the management is reasonable and adequate in relation to the size of the Company and the nature of its business.
 - (c) The Company is maintaining proper records of inventory. As far as we can ascertain and according to the information and the explanation given to us, the discrepancies noticed between the physical stocks and book stocks were not material and the same have been properly dealt with in the books of accounts.
- (iii) In respect of Loans & Advances:
- As per the information and explanation given to us, the company has not granted any secured or unsecured loans from/to companies, firms or other parties listed in the register maintained under section 189 of the Act. Accordingly, (iii) (a) and (b) of the order are not applicable to the Company.
- (iv) In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business, for the purchase of inventory and fixed assets and for the sale of goods. During the course of our audit, no major weakness has been noticed in the internal controls in these respects.
- (v) The Company has not accepted any deposits from the public as per the directives issued by the Reserve Bank of India under the provisions of Section 73 to 76 or any other relevant



ACE EXPORTS LTD.
Balance Sheet

Particulars		Notes Number	As At 31/03/2015	As At 31/03/2014
I. EQUITY AND LIABILITIES				
(1) Shareholder's Funds				
(a) Share Capital		1	53,928,000.00	53,928,000.00
(b) Reserves and Surplus		2	(19,867,757.29)	(18,134,976.63)
(c) Money received against share warrants				
(2) Share application money pending allotment				
(3) Non-Current Liabilities				
(a) Long-term borrowings				
(b) Deferred tax liabilities (Net)				
(c) Other Long term liabilities		3	2,387,073.00	172,838.00
(d) Long term provisions				
(4) Current Liabilities				
(a) Short-term borrowings		4	21,887,848.32	17,475,667.21
(b) Trade payables		5	12,219,181.56	15,802,767.08
(c) Other current liabilities		6	7,843,813.32	31,339.00
(d) Short-term provisions		7	2,371,912.34	2,015,605.50
Total			80,770,076.35	71,281,241.33
II. Assets				
(1) Non-current assets				
(a) Fixed assets				
(i) Tangible assets		8	31,805,583.25	32,420,488.04
(ii) Intangible assets				
(iii) Capital work-in-progress				
(iv) Intangible assets under development				
(b) Non-current investments				
(c) Deferred tax assets (net)				
(d) Long term loans and advances				
(e) Other non-current assets				
(2) Current assets				
(a) Current investments				
(b) Inventories		9	42,105,388.00	23,435,655.08
(c) Trade receivables		10	0.00	11,474,274.87
(d) Cash and cash equivalents		11	1,645,917.32	773,879.74
(e) Short-term loans and advances		12	5,213,187.78	2,167,943.77
(f) Other current assets				
Total			80,770,076.35	71,281,241.33

Significant Accounting Policies:

Notes are the integral part of Financial Statements 1 - 33.

As per our Audit Report of even date attached hereto.

For MEHROTRA & MEHROTRA

Chartered Accountants

FRN/000266

(A.N. Rastogi)

Partner

M.No. 70168

Place: Kanpur

Dated:

For & on behalf of Board of Directors of
ACE EXPORTS LTD.

(R.S. Rishi Waki)
Managing Director

(M.A.W. Khurram)
Director

14 AUG 2015

Statement of Profit and Loss for the Period Ended

Particulars	Notes Number	As At 31/03/2015	As At 31/03/2014
I. Revenue from operations	13	125,897,989.35	114,670,660.81
II. Other Income	14	28,451.00	43,113.70
III. Total Revenue (I+II)		125,926,440.35	114,713,774.51
IV. Expenses:			
Cost of materials consumed	15	98,352,765.68	74,576,465.08
Purchase of Stock-in-Trade	16		
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade			
stock in Trade	17	(19,413,614.00)	2,454,654.00
Employee benefit expense	18	6,467,745.00	6,139,286.00
Finance costs	19	2,053,104.23	1,317,346.88
Depreciation and amortization expense	8	3,373,509.09	2,917,830.83
Other expenses	20	34,336,192.30	26,935,555.20
Total Expenses		125,159,702.30	112,561,560.99
V. Profit(Loss) before exceptional and extraordinary items and tax (III-IV)		766,738.05	1,152,413.52
VI. Exceptional Items		0.00	0.00
VII. Profit(Loss) before extraordinary items and tax (V-VI)		766,738.05	1,152,413.52
VIII. Extraordinary Items		0.00	0.00
IX. Profit before tax (VII-VIII)		766,738.05	1,152,413.52
X. Tax expense:			
(a) Current tax			
(b) Deferred tax			
XI. Profit(Loss) from the period from continuing operations (IX-X)		766,738.05	1,152,413.52
XII. Profit(Loss) from discontinuing operations		0.00	0.00
XIII. Tax expense of discontinuing operations=B47		0.00	0.00
XIV. Profit(Loss) from Discontinuing operations (XII-XIII)		0.00	0.00
XV. Profit(Loss) for the period (XI+XIV)		766,738.05	1,152,413.52
XVI. Earnings per equity share:			
(a) Basic		0.142	0.214
(b) Diluted			

Significant Accounting Policies

Notes are the integral part of Financial Statements
as per our Audit Report of even date attached hereto.
or MEHROTRA & MEHROTRA

Chartered Accountants
RND0002260

A.N. Rastogi
Partner
C.No. 70168
Jalgaon, Kanpur
dated



For & on behalf of Board of Directors of
ACE EXPORTS LTD.

(R.S. Rastogi Waki)
Managing Director

(M.A.W. Khurram)
Director

14 AUG 2015

ANNEXURE -1

Significant Accounting Policies

1.1 Basis of Accounting

1.1.1

The financial statements have been prepared under the historical cost convention, in accordance with generally accepted accounting principles in India and the Accounting Standards issued by the Institute of Chartered Accountants of India and referred to in Section 133 of the Companies Act 2013 read together with paragraph 7 of the Companies (Accounts) Rules 2014.

1.1.2

The fundamental accounting assumptions relating to going concern, consistency and accrual have been followed. Accounting concepts followed during the year are prudence, substance over form and materiality.

1.1.3

Accounting Policies not specifically referred to otherwise be consistent and in consonance with Generally Accepted Accounting Principles consistently followed by the company.

1.1.4

Use of Estimates

1.1.5

The preparation and presentation of financial statements requires estimates and assumptions and/or revised estimates and assumptions to be made that affect the reported amount of assets and liabilities and disclosure of contingent liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Differences between the actual results and estimates are recognised in the period in which the results are known/materialised.

1.2

Fixed Assets and Depreciation

All Fixed Assets are stated at cost which comprises the cost price, levies, duties and other direct administrative expenses which have been incurred to bring the assets into intended use.

a) The useful life of Fixed Assets have been revised in accordance with the Schedule II of the Companies Act 2013, which is applicable from the accounting period on or after 1st April 2014. Accordingly an additional depreciation has been reassessed on assets whose useful life has been reassessed as given in annexed annexure No. 8 of Fixed Assets (which is subject to final reconciliation and adjustments if any).

b) No amount has been written off in respect of leasehold land.

1.3

Inventories

- Finished Goods: is valued at cost or net realisable value whichever is lower.
- FPS Licences are valued at the net realisable value which is estimated to realise.
- Raw Material and Packing Material are valued at cost (FIFO).

1.4

Gratuity

Provision has been made, for employees who have completed five years of employment and are eligible for Gratuity Payment.

1.5

Exchange Rate Fluctuation

- Transactions in foreign currency are recorded at the exchange rates prevailing on the date of the transaction.
- Current assets and Current Liabilities being monetary items in foreign currency remaining unsettled at the year end are converted at the year end rates.

1.6

Earning Per Share

The earning considered in ascertaining the company's earning per share comprises the net profit / (loss) for the period attributable to equity shareholders. The number of shares used in computing basic earning per share is the weighted average number of shares outstanding during the year.

Provision for Current and Deferred Tax

Provision for Current income tax is made on the taxable income using the applicable tax rules and tax laws. Deferred tax arising on account of timing difference and which are capable of reversal in one or more subsequent periods, is recognised using the tax rates and tax laws that have enacted or substantively enacted. Deferred tax assets are not recognised unless there is sufficient assurance with respect to reversal of the same in future years.

1.8

VAT claims are accounted for in the years in which VAT assessment is finalised by the Department.



1	Share Capital			
1.1	Classification			
1.1.1	Authorised share capital 7500000 equity shares of Rs. 10/- each	75,000,000.00	75,000,000.00	
1.1.2	Issued Capital 5515400 equity shares of Rs. 10/- each	75,000,000.00	75,000,000.00	
		55,154,000.00	55,154,000.00	
1.1.3	Subscribed Capital 5392800 equity share of Rs. 10/- each	53,928,000.00	53,928,000.00	
1.1.4	Paid up Capital 5392800 equity share of Rs. 10/- each	53,928,000.00	53,928,000.00	
		53,928,000.00	53,928,000.00	
1.3	Details of shares held by shareholders holding more than 5% of the aggregate shares in the Company			
	R.S. Roofi Waki	728000 Shares	728000 Shares	
	Shabana Roofi	13.499%	13.499%	
	M. Nadeem Waki	692000 Shares	692000 Shares	
	M. Adnan Waki	12.832%	12.832%	
		404000 Shares	404000 Shares	
		7.491%	7.491%	
		404000 Shares	404000 Shares	
		7.491%	7.491%	
2	Reserves and surplus			
2.1	Surplus in the Statement of Profit & Loss			
	Balance at the beginning of the year	(18,134,975.65)	(19,287,389.17)	
	Add: Profit of the year	766,738.05	1,152,413.52	
	Less: Depreciation Adjustments as per Schedule II of the Companies Act	(17,368,237.60)	(18,134,975.65)	
		(2,499,519.69)	0.00	
		(19,867,757.29)	(18,134,975.65)	
3	Other Long Term Liabilities			
3.1.1	Long Term Borrowings			
	Term Loans from Other Parties- PNB Secured by Equitable Mortgage of Land & Building including Plant & Fixed Assets of the Company	887,073.00	172,838.00	
3.2.1	Unsecured Loans (From Director)	887,073.00	172,838.00	
		1,500,000.00	0.00	
		1,500,000.00	0.00	
		2,387,073.00	172,838.00	
4	Short Term Borrowings			
	From Banks- PNB (C/C A/c)			
4.1.1	PNB (C/C A/c)	4,782,575.52	2,804,314.32	
	Security- Primary- Secured against hypothecation of stock of Raw Material; Semi-Finished and Finished Goods of Fashion and Safety Footwear Leather Soles and Shoe Uppers.	17,105,273.00	14,671,325.00	
		21,887,848.52	17,475,639.32	



Trade Payables for Goods & Services (Cts)

6 Other current liabilities			12,219,181.56	15,802,767.19
6.1 TDS Payable			12,219,181.56	15,802,767.19
6.2 Advance From Customers				
			20,547.00	27,339.00
			7,823,266.32	0.00
			7,843,813.32	27,339.00
7 Short Term Provisions				
9 Inventories			2,371,917.24	2,015,605.58
9.1 Raw Materials			2,371,917.24	2,015,605.58
9.1.1	Valued at Cost			
9.2 Packing Material			9,598,961.00	10,277,114.00
9.2.1	Valued at Cost			
9.3 Finished goods			285,897.00	251,875.00
9.3.1	Valued at Cost			
9.4 Focus Product			31,423,007.00	32,806,816.00
9.4.1	Net Realisable value			
			797,523.00	0.00
			42,105,388.00	23,435,655.00
10 Trade Receivable (Unsecured considered goods)				
10.1	Debits outstanding for over six months		0.00	0.00
10.2	Other debts		0.00	11,474,274.87
			0.00	11,474,274.87
11 Cash and Bank Balances				
11.1 Balance With Banks:				
11.1.1 In current accounts			1,150,737.10	482,976.70
11.1.2 In fixed deposit accounts			275,000.00	275,000.00
11.2 Cash in Hand			120,180.22	15,905.04
			1,645,917.32	771,879.74
12 Short term Loans and Advances				
12.1 Unsecured considered good				
12.1.1	Other Advances		5,080,895.78	2,036,700.77
12.1.2	TDS		12,292.00	11,245.00
12.1.3	Security Deposits		120,000.00	120,000.00
			5,213,187.78	2,167,945.77
13 Revenue Form Operations				
(a)	Sale of products		124,595,294.35	114,294,522.81
(b)	Sale of services		0.00	0.00
(c)	Other operating revenues (Duty Drawback)		1,302,695.00	276,138.00
Less:	Excise Duty		125,897,989.35	114,670,660.81
			0.00	0.00
			125,897,989.35	114,670,660.81
14 Other Income				
Interest Received on FDR			28,325.00	26,008.00
Interest on I.T. Refund			128.00	0.00
Petty Balances Written off			0.00	17,105.70
			28,453.00	43,113.70
15 Cost of Raw Material Consumed				
Opening Stock			10,277,114.00	11,317,516.00
Add:	Purchases		97,674,612.68	73,576,063.00
Less:	Closing Stock		107,951,726.68	84,853,379.00
			9,598,961.00	10,277,114.00
			98,352,765.68	74,576,405.00
16 Purchase of Stock-in-Trade			0.00	0.00
			0.00	0.00



17. Changes in Inventories of Finished Goods, Work-In-Process & Stock-in-Trade

A. Opening Stock

Finished Goods	12,806,916.00	15,261,570.00
Work-in-Process	0.00	0.00
Focus Product	0.00	0.00
Stock-in-Trade	0.00	0.00

B. Closing Stock

Finished Goods	31,423,007.00	12,806,916.00
Work-in-Process	0.00	0.00
Focus Product	797,523.00	0.00
Stock-in-Trade	0.00	0.00

Change in Inventories (A-B)

(19,413,614.00)	2,454,654.00
-----------------	--------------

18 Employee Benefits Expenses

Salaries & Bonus	5,262,025.00	4,779,427.00
Contribution to Gratuity & P.F.	688,302.00	939,002.00
Staff Welfare (P.S.I. Leave encashment & Staff Welfare	517,418.00	440,857.00
	6,467,745.00	6,159,286.00

19 Finance Costs

Interest on Car Loan		
Interest on C.C. P.C. & T.L.	0.00	8,672.45
Bank Charges	1,896,313.00	1,122,414.00
Processing Charges	88,761.23	118,287.45
	68,030.00	68,176.00
	2,053,104.23	1,517,549.88



20 Other Expenses

Production Expenses	16,834,353.00	12,873,795.72
Consumption of Stores and Spare Parts	615,215.00	354,688.90
Power and Fuel	2,927,669.00	2,655,421.00
Rent	620.00	620.00
Repairs to Building	214,178.00	171,119.20
Repairs to Machinery	1,480,665.00	927,830.00
Insurance	280,167.00	172,568.00
Rates & Taxes	6,865.00	27,026.00
Travelling Expenses	206,023.00	150,673.00
Carriage Outward	1,099,099.45	518,937.49
Director Remuneration	900,000.00	720,000.00
Quality Control	76,450.00	135,975.20
Packing Material Consumed	6,699,984.10	4,562,077.67
Miscellaneous Expenses	2,984,903.71	2,664,827.96
	<u>34,326,192.30</u>	<u>25,935,555.20</u>

Additional Information

21 Miscellaneous Expenses

Freight & Cartage Inward	153,628.41	98,703.00
Conveyance Expenses	100,311.00	110,536.00
Audit fee	79,800.00	101,124.00
Advertisement	0.00	4,141.00
Fee & Subscription	124,983.00	87,994.20
Repairs & Maintenance (Others)	185,525.30	163,880.16
Postage & Courier charges	140,812.16	63,755.89
Printing & stationery	228,507.00	161,233.25
Internal Audit Fees	18,000.00	12,000.00
Sampling Expenses	202,401.00	201,765.00
Telephone Expenses	5,668.00	3,309.00
Legal Exp.	102,733.00	217,018.00
Misc. Expenses	120,016.00	91,485.00
Mobile Phone Exp.	109,363.61	168,644.48
Sales Promotion	105,944.00	100,399.00
Donation & Charity	0.00	5,000.00
VAT Demand	65,348.00	0.00
Interest on VAT demand	45,148.00	0.00
Interest on TDS	260.00	0.00
Interest on Service Tax	334.00	0.00
Entertainment Exp.	67,664.00	53,266.00
Vehicle Running	908,149.17	776,901.23
Website Expenses	3,355.00	13,910.00
Petty Balances written off	8,679.00	0.00
Computer Exp.	48,369.00	60,493.00
Round off	44.93	7.20
Listing Fees	0.00	19,500.00
Rebate & Discount	0.00	22,685.00
Fluctuation in Exchange Rates	112,979.15	157,258.00
Broad Band (Internet)	46,681.00	32,316.53
	<u>2,984,903.71</u>	<u>2,664,827.96</u>



Ace Exports Ltd.

8: Tangible Assets:

PARTICULARS	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	As on 1.04.2014	Addition	Sales/ Adjust- ment	As on 31.03.2015	As on 1.04.2014	For the Year	Adjust- ment	Upto 31.03.2015	As on 31.03.2015	As on 31.03.2014
LAND	1,610,461.00	0.00	0.00	1,610,461.00	0.00	0.00	0.00	0.00	1,610,461.00	1,610,461.00
BUILDINGS	15,880,840.82	535,399.00	0.00	16,416,239.82	6,299,656.82	523,560.00	271,763.82	7,094,980.64	9,321,259.18	9,581,184.00
PLANT & MACHINERY	33,405,866.00	3,221,227.00	0.00	36,627,093.00	17,964,539.00	1,370,177.00	1,857,719.33	20,992,435.33	15,634,657.67	15,441,327.00
COMPUTER	93,100.00	106,127.00	0.00	199,227.00	6,625.00	73,953.51	23,680.39	104,258.90	94,968.10	86,475.00
Other Equipment	1,219,473.88	85,163.00	0.00	1,304,636.88	318,680.88	248,466.53	246,948.88	814,098.29	490,538.59	900,793.00
Store Less	2,964,276.24	200,159.00	0.00	2,324,435.24	1,756,501.24	76,392	260,159.00	2,095,062.24	229,363.00	307,775.00
Furniture & Fixtures	976,724.11	0.00	0.00	976,724.11	405,921.14	134,051.05	12,793.45	552,765.61	422,958.50	569,803.00
Vehicles	5,879,536.00	0.00	0.00	5,879,536.00	1,484,429.00	826,573.00	12,459.52	2,253,920.45	3,625,715.55	4,415,107.00
Air Condition	147,985.00	0.00	0.00	147,985.00	48,076.00	21,080.00	23,432.00	90,588.00	57,397.00	101,909.00
Electrical Installation	583,773.75	16,327.00	0.00	600,100.75	169,119.75	57,254.00	15,482.34	281,856.09	318,244.66	414,654.00
TOTAL	61,861,036.89	4,224,402.00	0.00	66,085,438.80	28,431,548.80	3,373,509.09	2,499,519.69	34,279,855.56	31,805,583.25	33,429,488.00
PREVIOUS YEAR	59,382,247.07	3,312,038.97	833,249.24	61,861,036.80	26,346,947.21	2,917,850.83	833,249.24	28,431,548.80	33,429,488.00	

Note: The useful life of Fixed Assets have been revised in accordance with the Schedule II of the Companies Act, 2013, which is applicable from on and after 1st April, 2014. Accordingly an Additional Depreciation has been reassessed on assets whose useful life has been reassessed at Rs. 2,499,519.69 (which is subject to final reconciliation and adjustment, if any).



CONTINGENT LIABILITIES:

For Bank Guarantee Given

31/03/2015

31/03/2014

2,75,000/-

2,75,000/-

Contingent Liabilities not provided for:

a) Claims against the Company not acknowledged as debt

b) Demand for taxes and duties in respect of which Company has preferred appeal with appropriate authority

1) Income Tax

2) Customs, Excise, Service Tax & Sales Tax

c) Other matters

NIL

NIL

NIL

NIL

NIL

NIL

NIL

NIL

In the opinion of the Board, on realisation the value of Current Assets, Loans & Advances, if realised, in ordinary course of business, shall not be less than the amount at which they are stated in the Balance Sheet.

Earning Per Share

Particulars

31/03/2015

31/03/2014

Rs.

Rs.

24.1 Numerator

Profit after tax

24.2 Denominator

Weighted average number of equity shares

(Fully paid).

766738/05

11,52,414.52

5,392,800

5,392,800

24.3 Earning per share (EPS)

Basic & diluted (a/b)

Nominal Value of share

0.142

0.214

10/-

10/-

Accounting for Taxes on Income

The Company has not accounted for deferred tax assets/liabilities on account of unabsorbed depreciation available under the Income Tax Act 1961 (In view of past losses).

The Company is primarily, a Leather Footwear Manufacturing Company. Other activities do not contribute significantly to the Company's business. Therefore there are no separate reportable segments as defined by AS-17 (Segmental Reporting) issued by the Institute of Chartered Accountants of India.

(I) Value of Imports calculated on C.I.F. Basis

(a) Raw Materials

(b) Components & Spare Parts

(II) Earnings in Foreign Currency

Export (at C.I.F. value)

NIL

NIL

NIL

NIL

NIL

NIL

14,993,016.00

4,464,575.00

Value of raw materials, consumable stores Consumed - Indigenous :

(a) Raw Materials

98,352,765.68

74,576,405.08

Amount remitted during the year in Foreign Currency on account of Dividend

NIL

NIL

Expenditure in Foreign Currency on Foreign travel.

NIL

NIL

Total outstanding dues to SME/Small Scale Industrial undertakings (SSI) could not be ascertained as the necessary information have not been received from the suppliers.

The figures of the previous year have been regrouped, reclassified and rearranged wherever considered necessary to make them comparable.

Significant Accounting Policies and Practices adopted by the company are disclosed in the statement annexed to these financial statement as Annexure - I

As per our report of even date attached hereto

For MEHROTRA & MEHROTRA

Chartered Accountants

FRN000226C

(A.N. RASTOGI)

Partner

M.No. 70168

PLACE: KANPUR

DATE :

14 AUG 2015



(R.S. ROOFI WAKI)
Managing Director

(M.A.W. KHURRAM)
Director

ACE EXPORTS LIMITED
CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015

	(Amount Rs. In Thousand)	
	(2014-2015)	(2013-2014)
CASH FLOW FROM OPERATING ACTIVITIES:		
Net Profit/Loss before tax & Extra ordinary items	766.74	1152.41
Adjustment for:		
Depreciation	3373.51	2917.85
Interest on Borrowings	1896.31	1322.41
Net Profit Before Change in Working Capital	5269.82	4240.26
Adjustment for Increase /Decrease in current Assets & Current liabilities:	6036.56	5392.67
Inventories	-18669.73	3679.84
Provision for Expenses	0	939.61
Trade receivable	11474.27	4678.89
Short term loans & Advances	-3045.24	544.2
Short term borrowing	4412.18	-664.66
Trade payable	-3583.59	-11085.87
Other current liabilities	7822.47	-255.19
Short term provision	356.31	0
NET CASH USED IN OPERATING ACTIVITIES (A)	4803.23	3229.49
CASH FLOW FROM INVESTING ACTIVITIES:		
Sale of Fixed Assets	0	
Purchase of fixed assets	-4249.12	-3312.04
(B)	-4249.12	-3312.04
CASH FLOW FROM FINANCING ACTIVITIES:		
Issue of shares	0	1602.75
Secured Loans	714.24	-255.39
Unsecured Loans	1500	-100
Interest paid	-1896.31	-1322.41
(C)	317.93	-75.05
Net Increase in Cash (A+B+C)	872.04	-157.6
Cash (Opening Balance)	498.88	656.48
Cash (Closing Balance)	1370.92	498.88

The figures of Previous year have been re-grouped / reset whenever considered necessary to make them comparable with those of the current year.

For MEHROTRA & MEHROTRA
Chartered Accountants
FRN 000226C

(A.N. RASTOGI)
(Partner)
M.No. 70168



(R. S. ROOF WAKI)
Managing Directors

(M.A.W KHURRAM)
Director

PLACE: KANPUR

DATE: 14 AUG 2015

ACE EXPORTS LIMITED

20/157 PATKAPUR, KANPUR, UTTAR PRADESH -208001

CORPORATE GOVERNANCE REPORT

CORPORATE GOVERNANCE PHILOSOPHY:

ACE Exports Limited ("the Company") believes in conducting its affairs in a fair, transparent and professional manner and maintaining the good ethical standards in its dealing with all its constituents.

Thus the Company is committed to follow good Corporate Governance practices which includes having experienced directors on the Board, adopting pragmatic policies and effective systems and procedures and subjecting business procedures to audits and checks measuring up to the required standards.

The policies and actions of the Company are in terms of applicable guidelines on Corporate Governance pursuant to clause 49 of the Listing Agreement of Stock Exchange, the following details are presented:

BOARD OF DIRECTORS:

1. The Board of Directors has 75% Non-executive Directors. The Chairman is an Executive Director. All the members of the Board are eminent persons with excellent qualifications and experience and have made valuable contribution to the Company.
2. The Board of Directors met at least once in a quarter to review the Company's performance and financial results.
3. The composition and details with regard to the Board of Directors are as under:

Name of Directors	Category of Directors	No. of Directorships in other Public Companies	No. of Committees Memberships in other Public Companies
MR. R.S. ROOFI WAKI	VICE-CHAIRMAN & EXECUTIVE	NIL	NIL
MRS. NUZHAT RAMZI	INDEPENDENT & NON EXECUTIVE	NIL	NIL
MR. M.A.W. KHURRAM	INDEPENDENT & NON EXECUTIVE	NIL	NIL
MRS. SHABANA ROOFI	NON EXECUTIVE	NIL	NIL

During the financial year 2014-2015 Ten Board meetings were held. The dates on which the Board meetings are as follows:

ACE EXPORTS LIMITED

20/157 PATKAPUR, KANPUR, UTTAR PRADESH -208001

The last Annual General Meeting was held on 30th September, 2014. Details regarding attendance of Directors at the Board meeting and Annual General Meeting held during the financial year are as follows:

Name of Directors	No. of Board Meetings held during the tenure of Directors	No. of meetings attended	Last AGM Attended
MR. R.S. ROOFI WAKI	TEN	TEN	YES
MR. M.A.W. KHURRAM	TEN	TEN	YES
MRS. SHABANA ROOFI	TEN	TEN	YES
MRS. NUZHAT RAMZI	TEN	TEN	YES

AUDIT COMMITTEE:

The Company has constituted an Audit Committee of Directors in accordance with the requirements of section 292A of the Companies Act, 1956 read with clause 49 of the Listing Agreement. The Audit Committee consists of Mrs. Nuzhat Ramzi, M.A.W. Khurram, Mrs. Shabana Roofi all being Non Executive Directors. The broad terms of reference to the Audit Committee include, reviewing with management the quarterly and annual financial results/ statements, financial or risk management policies, adequacy of internal control systems and internal audit functions, overseeing of the Company's financial reporting process, recommending the appointment and removal of auditors etc.

During the financial year the Audit Committee met on:

S.NO.	DATE OF MEETINGS OF AUDIT COMMITTEE
01	26 th JUNE, 2014
02	22 nd JULY, 2014
03	16 th AUGUST, 2014
04	30 th OCTOBER, 2014
05	28 th JANUARY, 2015

DETAILS OF REMUNERATION PAID TO ALL THE DIRECTORS AS UNDER:

S.N	NAME	2014-2015	2013-2014
1	MR R S ROOFI WAKI	9,00,000.00	7,20,000.00
2	MS SHABANA ROOFI	NIL	NIL
3	MR M A W KHURRAM	NIL	NIL
4	MRS. NUZHAT RAMZI	NIL	NIL

SHARE TRANSFER AND SHAREHOLDER'S GRIEVANCE COMMITTEE:

The Share transfer & Shareholder's Grievance Committee was constituted to specifically look into Share Transfers and redressal of investor's complaints relating to transfer of shares, non-receipt of balance sheet, non-receipt of declared dividends etc. under the Chairmanship of Mr. M.A.W. Khurram who is independent, non-executive Director. The other members of the Committee are Mr. R.S. Roofi Waki, Managing Director and Mrs. Nuzhat Ramzi, Director of the company.

ACE EXPORTS LIMITED

20/157 PATKAPUR, KANPUR, UTTAR PRADESH -208001

Compliance Officer: R.S. ROOFI WAKI

No. of Complaints received from
Investors from 01.04.14 to 31.03.15 NIL

No. of solved to the satisfaction
of the Shareholders NIL

No. of pending share transfers NIL

DISCLOSURES:

a) ANNUAL GENERAL MEETINGS

Location and time of last three Annual General Meetings:

Year	Location	Date
2011-2012	20/157, patkapur, Kanpur	29.09.2012
2012-2013	-----do-----	27.09.2013
2013-2014	-----do-----	30.09.2014

For the year ended 31st March, 2015 there have been no resolutions passed by the Shareholders through postal ballot.

b) Related Party Transactions:

The company has not entered into any commercial transaction where Directors or their relatives have personal interests. There are no materially significant related party transactions which have potential conflict with the interest of the Company at large.

Relatives of Directors have drawn salaries within the Provisions of Companies Act as per Form AOC-2 forming part of this report.

c) There has not been any non-compliance by the Company, penalties, strictures imposed on the Company by stock exchanges or SEBI or any Statutory authority on matter related to Capital markets during last three years.

d) Means of Communication:

The Quarterly, Half yearly and annual results and information relating to Annual General Meeting, Book Closures is published as required under the listing agreement. In addition, the Company also files quarterly results, shareholding pattern etc. in such form so as to enable the Stock Exchanges on which the Company is listed to put it on its own web-site.

The Management Discussions and analysis is a part of this Annual Report and is annexed separately.

GENERAL SHAREHOLDER INFORMATION:

1. Annual General Meeting: [Date, Time and Venue]

The 25th Annual General Meeting of the Company is scheduled to be held on 30th September, 2015 at 12:30 P.M. at the Registered Office of the Company as per notice enclosed with the Annual Report.

M. No.: 9839104877

E-Mail ID: aceexportsnp@gmail.com

CIN:- L19111UP1990PLC012053

ACE EXPORTS LIMITED

20/157 PATKAPUR, KANPUR, UTTAR PRADESH -208001

2. Financial Calendar: [Tentative]

Financial Year	April-March
First Quarter Results	End July, 2015
Half-yearly Results	End October, 2015
Third Quarter Results	End January, 2016
Results for the year ending March 31, 2016	End June, 2016

3. Book Closure Dates:

The share transfer registers of the Company will remain closed from 22nd September, 2015 to 30th September, 2015 (both days inclusive) for the purpose of Annual General Meeting for the year 2015.

4. Dividend Payment Date:

No dividend shall be paid to the shareholders during the period under review.

5. Listing on Stock Exchanges:

The Equity Shares of the Company are listed on U.P. Stock Exchange Association Ltd., Civil Lines, Kanpur and Delhi Stock Exchange Association Ltd., DSE House, 3/1, Asaf Ali Road, New Delhi-110002. However both the above regional stock exchanges are De-recognised by SEBI.

6. Market Price Data:

Company's share price was not quoted during the year under review on account of the absence of trading of its shares in the Stock Exchange.

7. Share Transfer System:

Share Transfers in physical form can be lodged at the registered office of the company or to Post Box No. 39, Kanpur, 208001.

8. Distribution of Holdings:

The distribution of holdings as on 31.03.2015 is as follows:

DIRECTOR AND THEIR RELATIVES	:	44%
OTHER	:	56%

ADDRESSES:

REGISTERED OFFICE:
20/157, PATKAPUR,
KANPUR-208001

CORRESPONDENCE ADDRESS:
POST BOX NO. 39,
KANPUR-208001

DATE : 14.08.2015
PLACE: KANPUR

By Order of the Board
For ACE EXPORTS LIMITED

(R.S. ROOFI WAKI)
MANAGING DIRECTOR
DIN: 00641653

P. R. SINGH & CO.
Company Secretaries

www.thesalahkars.com

**15/258, CIVIL LINES,
KANPUR-01**

☎. 0512- 2332833, 9919815121
customercare@thesalahkars.com

**211 A, MURLI BHAWAN,
10 A, ASHOK MARG,
LUCKNOW-01**

☎. 0522- 4065895, 9935231111
helpdesk.lko@thesalahkars.com

Form No. MR-3
SECRETARIAL AUDIT

REPORT FOR THE FINANCIAL YEAR ENDED 31.03.2015

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
Ace Exports Limited.

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Ace Exports Limited (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Ace Exports Limited books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31.03.2015 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by Ace Exports Limited ("the Company") for the financial year ended on 31.03.2015 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (b) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (c) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
- (vi) RBI regulations and notifications as applicable on the company so introduced and amended from time to time



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Company Secretaries

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

- (i) The Listing Agreements entered into by the Company with Kolkata Stock Exchange.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

I further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

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

I further report that during the audit period there was no specific events / actions having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above.



Date :14-08-2015

Place: Kanpur

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Certificate by Practicing Company Secretary on Corporate Governance

To

The Members of Ace Exports Limited

Re: Report on Corporate Governance

We have examined the compliance of conditions of Corporate Governance by Ace Exports Limited for the year ended on 31st March, 2015 as stipulated in clause 49 of the Listing Agreement of the said company with the Stock Exchange.

The compliance of the conditions of Corporate Governance is the responsibility of the Management. Our examination has been limited to a review of the procedures and implementations thereof adopted by the company for ensuring compliance with the condition of the Certificate of Corporate Governance as stipulated in the said clause. It is neither an audit nor an expression of opinion on the financial statement of the company.

In our opinion and to the best of our information and according to explanation given to us and the representation made by the Directors and the Management, we certify that the company has complied with the conditions of Corporate Governance as stipulated in clause 49 of the Listing Agreement.

We state that no investor grievance for the period exceeding one month as at March 31, 2015 against the company as per the records maintained by the relevant committees.

We further state that such compliance is neither an assurance as to the future viability of the company nor of the efficiency or effectiveness with which the management has conducted the affairs of the company.

FOR P.R. SINGH & CO.
Company Secretaries

