

DRAFT INFORMATION DOCUMENT

[In accordance with SEBI (Listing of Specified Securities on Institutional Trading Platform) Regulations, 2013]



LEARNING EDGE ACADEMY OF PROFESSIONALS LIMITED

Our Company was incorporated in New Delhi as “Learning Edge Academy of Professionals Private Limited” on August 10, 2009 under the Companies Act, 1956 vide certificate of incorporation issued by the Registrar of Companies, National Capital Territory of Delhi & Haryana. Our Company was subsequently converted into a public company and consequently name was changed to “Learning Edge Academy of Professionals Limited” vide fresh certificate of incorporation dated February 24, 2014 issued by Registrar of Companies, National Capital Territory of Delhi & Haryana.

Registered Office & Corporate Office:

82, LGF, Sukhdev Vihar,
New Delhi - 110025

Telephone: +91 9958635959

Website: www.learnedge.in

Email: info@learnedge.in

Contact Person: Mr. Bhagwan Kewal Ramani

Company Secretary & Compliance Officer: Ms. Nisha Aggarwal

Promoters of the Company: Mr. Bhagwan Kewal Ramani
Mrs. Lakshmi Kewal Ramani

This Draft Information Document is in terms of the Chapter XC of the SEBI (ICDR) Regulations, 2009, as amended from time to time and we propose to list our Equity Shares on Institutional Trading Platform (ITP) of BSE SME.

NO EQUITY SHARES ARE PROPOSED TO BE SOLD OR OFFERED PURSUANT TO THIS DRAFT INFORMATION DOCUMENT.

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GENERAL

DEFINITIONS & ABBREVIATIONS

Unless the context otherwise indicates, the following terms have the meanings given below. References to statutes, rules, regulations, guidelines and policies will be deemed to include all amendments and modifications notified thereto.

In this Draft Information Document, unless the context otherwise indicates, all references to “LEAPL”, “the Company” and “our Company” are to Learning Edge Academy of Professionals Limited, a company incorporated in India under the Companies Act, 1956 (the “Companies Act”) with its Registered Office at 82, LGF, Sukhdev Vihar, New Delhi - 110025. Furthermore, all references to the terms “we”, “us” and “our” are to Learning Edge Academy of Professionals Limited.

Conventional/General Terms:

Terms	Description
Act/Companies Act	The Companies Act, 1956 and/or The Companies Act, 2013, to the extent applicable
Angel Investor	Angel Investor being Mr. Ashish Aggarwal (As a member of M/s Sarthi Angels Venture Foundation which is registered with National Stock Exchange of India Limited vide Letter No. NSE/SME/227624-T dated January 16, 2014 and with BSE Limited vide letter dated 22 nd January, 2014)
AOA/Articles/ Association	Articles of Association of Learning Edge Academy of Professionals Limited
Banker to our Company	HDFC Bank, Sarita Vihar, Delhi
Board of Directors /Director(s)	The Board of Directors of Learning Edge Academy of Professionals Limited
BSE/ Stock Exchange	BSE Limited (the designated stock exchange)
BSE-SME	SME Platform of BSE Limited
Depositories	NSDL and CDSL; Depositories registered with the SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996, as amended from time to time
Depositories Act	The Depositories Act, 1996 as amended from time to time
Director(s)	Director(s) of Learning Edge Academy of Professionals Limited, unless otherwise specified
DP/ Depository Participant	A depository participant as defined under the Depositories Act, 1996
EPS	Unless otherwise specified, Earnings Per Share, i.e., profit after tax for a fiscal year divided by the weighted average outstanding number of equity shares during that fiscal year
Financial Year/ Fiscal/ FY	Period of twelve months ended March 31 of that particular year
GoI/ Government	Government of India
Promoters	The promoters being Mr. Bhagwan Kewal Ramani and Mrs. Lakshmi Kewal Ramani

IFRS	International Financial Reporting Standard
Income Tax Act	The Income Tax Act, 1961, as amended from time to time
Indian GAAP	Generally Accepted Accounting Principles in India
ITP	Institutional Trading Platform of BSE-SME
Key Managerial Personnel / Key Managerial Employees/ KMP	The officers vested with executive powers and the officers at the level immediately below the Board of Directors as described in the section titled “Our Management” on page 52 of this Draft Information Document
MOA/ Memorandum/ Memorandum of Association	Memorandum of Association of Learning Edge Academy of Professionals Limited
ROC	Registrar of Companies, National Capital Territory of Delhi and Haryana
RTA	Registrar & Transfer Agent being Bigshare Services Pvt. Ltd.
SEBI/ Board	The Securities and Exchange Board of India constituted under the SEBI Act, 1992
SEBI Act	Securities and Exchange Board of India Act 1992, as amended from time to time
Stamp Act	The Indian Stamp Act, 1899

Company/Industry Related Terms:

Term	Description
AIEEE	All India Engineering Entrance Examination
AIPMT	All India Pre Medical Test
CA	Chartered Accountant
CAT	Common Admission Test
CBSE	Central Board of Secondary Education
CPT	Common Proficiency Test
E-Learning	Learning conducted via electronic media with the help of Internet and related technology
GMAT	Graduate Management Admission Test
IAS	Indian Administrative Service
IITJEE	Indian Institute of Technology - Joint Entrance Examination
IPCC	Integrated Professional Competence Course
IT Park	Information Technology Park
PE	Private Equity
VC	Venture Capital

Abbreviations:

Abbreviation	Full Form
A/c	Account
AGM	Annual General Meeting
AS	Accounting Standards as issued by the Institute of Chartered Accountants of India
AY	Assessment Year
BSE	BSE Limited
CAGR	Compounded Annual Growth Rate
CDSL	Central Depository Services (India) Limited
CIN	Corporate Identification Number
CIT	Commissioner of Income Tax
CS & CO	Company Secretary & Compliance Officer
DER	Debt Equity Ratio
DP ID	Depository Participant's Identification
DIN	Director Identification Number
EBITDA	Earnings Before Interest, Tax, Depreciation and Amortisation
ECS	Electronic Clearing Service
EGM	Extraordinary General Meeting
EPS	Earnings Per Share
FY/ Fiscal/ Financial Year	Period of twelve months ended March 31 of that particular year, unless otherwise stated
GoI/Government	Government of India
GDP	Gross Domestic Product
HUF	Hindu Undivided Family
INR/ Rupees	Indian Rupees, the legal currency of the Republic of India
I.T. Act	Income Tax Act, 1961, as amended from time to time
Ltd.	Limited
MD	Managing Director
MoF	Ministry of Finance, Government of India
MOU	Memorandum of Understanding
NA	Not Applicable
NAV	Net Asset Value
NPV	Net Present Value
NSDL	National Securities Depository Limited
P.A.	Per Annum
PAC	Persons Acting in Concert
P/E Ratio	Price/Earnings Ratio
PAN	Permanent Account Number
PAT	Profit After Tax
Pvt. / (P)	Private
RBI	The Reserve Bank of India
ROE	Return on Equity
RONW	Return on Net Worth
RTGS	Real Time Gross Settlement
SCRR	Securities Contracts (Regulation) Rules, 1957, as amended from time to time

SCRA	Securities Contract (Regulation) Act, 1956, as amended from time to time
Sec.	Section
S. No.	Serial Number
w.e.f.	With effect from

CERTAIN CONVENTIONS – USE OF MARKET DATA

In this Draft Information Document, unless the context otherwise requires or unless stated otherwise, the financial data is derived from our financial statements prepared in accordance with the applicable regulations. In this Draft Information Document, any discrepancies in any table between the total and the sums of the amounts mentioned are owing to rounding-off.

In this Draft Information Document, unless the context otherwise requires, all references to one gender also refers to another gender and the word “lacs” means “one hundred thousand” and the word “million” means “ten lacs” and the word “Crore” means “ten million” and the word billion refers to “Thousand Million”. Throughout this Draft Information Document, all figures have been expressed in lacs. Unless otherwise stated, all references to “India” contained in this Draft Information Document are to the Republic of India.

Industry data used throughout this Draft Information Document has been obtained from industry publications and other authenticated published data. Industry publications generally state that the information contained in those publications has been obtained from sources believed to be reliable but that their accuracy and completeness are not guaranteed and their reliability cannot be assured. Although we believe that industry data used in this Draft Information Document is reliable, it has not been independently verified by the company.

FORWARD –LOOKING STATEMENTS

Statements included in this Draft Information Document which contain words or phrases such as “will”, “aim”, “will likely result”, “believe”, “expect”, “will continue”, “anticipate”, “estimate”, “intend”, “plan”, “contemplate”, “seek to”, “future”, “objective”, “goal”, “project”, “should”, “will pursue” and similar expression or variations of such expressions, that are “forward-looking statements”.

All forward looking statements are subject to risks, uncertainties and assumptions that could cause actual results to differ materially from those contemplated by the relevant forward looking statement. Important factors that could cause actual results to differ materially from our expectations include, among others: -

- General economic and business conditions in India and other countries,
- Our ability to successfully implement our strategy, our growth and expansion, technological changes, our exposure to market risks that have an impact on our business activities or investments,
- The changes in monetary and fiscal policies of India, inflation, deflation, unanticipated turbulence in interest rates, foreign exchange rates, equity prices or other rates or prices,
- The performance of the financial markets in India and globally, changes in domestic and foreign laws, regulations and taxes and changes in competition in our industry,
- The occurrence of natural disasters or calamities,
- Change in political and social conditions in India,
- The Loss of our Key Employees and Staff,
- Our ability to respond to Technological changes.

GENERAL INFORMATION

Leaning Edge Academy of Professionals Limited

Our Company was incorporated in New Delhi as “Learning Edge Academy of Professionals Private Limited” on August 10, 2009 under the Companies Act, 1956 vide certificate of incorporation issued by the Registrar of Companies, National Capital Territory of Delhi & Haryana. Our Company was subsequently converted into a public company and consequently name was changed to “Learning Edge Academy of Professionals Limited” vide fresh certificate of incorporation dated February 24, 2014 issued by Registrar of Companies, National Capital Territory of Delhi & Haryana.

REGISTERED OFFICE:

82, LGF, Sukhdev Vihar,
New Delhi – 110025,
Tel: +91 9958635959
Website: www.learnedge.in
E-Mail: info@learnedge.in

COMPANY REGISTRATION NUMBER: 193013

COMPANY IDENTIFICATION NUMBER: U80302DL2009PLC193013

ADDRESS OF REGISTRAR OF COMPANIES

4th Floor, 61, Nehru Place,
New Delhi – 110019
Email: roc.delhi@mca.gov.in

BOARD OF DIRECTORS:

Our Board of Directors comprise of the following directors:

Name	Designation	DIN	Address
Mr. Bhagwan Kewal Ramani	Managing Director	02988910	Block No. 3/30, West Patel Nagar, New Delhi-110008
Mrs. Lakshmi Kewal Ramani	Whole Time Director	02988932	Block No. 3/30, West Patel Nagar, New Delhi-110008
Mr. Sudesh Chand Gupta	Non Executive Independent Director	01077417	47, Maitri Apartments, Plot No. 5, Mayur Vihar I, New Delhi – 110091
Mr. Urvish Pradip Bosmaya	Non Executive Independent Director	06803166	Krishna Kunj, 2 nd Floor, Hanuman Cross Road No - 01, Vile Parle – East Mumbai – 400057

For further details of Management of our Company, please refer to section titled "Our Management" on page 52 of this Draft Information Document.

COMPANY SECRETARY & COMPLIANCE OFFICER:

Ms. Nisha Aggarwal
82, LGF, Sukhdev Vihar,
New Delhi – 110025,
Tel: +91 9958635959
Email: info@learnedge.in

STATUTORY AUDITORS:

R.K. Baheti & Co.
25, LGF, Babar Road,
Bengali Market,
New Delhi – 110001,
Delhi, India
Contact Person: Mr. Ajay Baheti
Tel: +91 11 43525890
Email: ajay.baheti@gmail.com
Firm Registration No.:010528N

ANGEL INVESTOR:

Mr. Ashish Aggarwal

(As a member of M/s Sarthi Angels Venture Foundation which is registered with National Stock Exchange of India Limited vide Letter No. NSE/SME/227624-T dated January 16, 2014 and with BSE Limited vide letter dated 22nd January, 2014)

R- 582, Ground Floor,
New Rajinder Nagar,
New Delhi- 110060



Sarthi Angels Venture Foundation

AD – 27, Ground Floor, Shalimar Bagh,
New Delhi – 110088
Tel: +91 11 22449817/18
Fax: +91 11 22439816
Contact Person: Mr. Anand Lakhotia

159/11, Amar Brass Compound,
Vidya Nagari Marg, Kalina, Santacruz (E),
Mumbai- 400098
Tel: +91 22 26528671/72
Fax: +91 22 26528673
Contact Person: Mr. Deepak Sharma

REGISTRAR OF THE COMPANY:

Bigshare Services Pvt. Ltd.
E/2, Ansa Industrial Estate,
Saki Vihar Road, Saki Naka,
Andheri (East),
Mumbai - 400 072
Tel: +91 22 40430200
Fax: +91 22 28475207
Contact Person: Mr. Ashok Shetty

ELIGIBILITY CRITERIA

We are an unlisted company as on date and we propose to list our Equity Shares on Institutional Trading Platform (ITP) of BSE SME in terms of the Chapter XC of the SEBI (ICDR) Regulations, 2009. Our Company is eligible for the listing in terms of 106 Y and other provisions of Chapter XC of the SEBI (ICDR) Regulations, 2009.

We Confirm that

1. The name of our company, our promoters, any of our group companies or directors does not appear in the wilful defaulters list of Reserve Bank of India as maintained by Credit Information Bureau (India) Limited;
2. There is no winding up petition against the company that has been admitted by a competent court;
3. Our company, group companies or subsidiaries have not been referred to the Board for Industrial and Financial Reconstruction within a period of five years prior to the date of application for listing;
4. No regulatory action has been taken against the company, its promoter or director, by the Board, Reserve Bank of India, Insurance Regulatory and Development Authority or Ministry of Corporate Affairs since the incorporation of company;
5. We have been incorporated on August 10, 2009 and, thus, not completed more than ten years after incorporation and our revenues have not exceeded Rs. One Hundred Crores in any of the previous financial years.
6. The paid up capital of the company has not exceeded twenty five crore rupees in any of the previous financial years;
7. We have completed fiscal 2012-2013 being one full year of audited financial statements, for the immediately preceding financial year at the time of making listing application;
8. In accordance with Regulation 106Y(h)(ii) of SEBI (ICDR) Regulations, 2009, as amended, **Mr. Ashish Aggarwal** (As a member of Sarthi Angels Venture Foundation) has invested a sum of Rs. 50,00,000 on 07th February, 2014 by applying for 5,00,000 Equity Shares of our Company at a price of Rs. 10 each.
9. In accordance with Regulation 106ZB of Chapter XC of the SEBI (ICDR) Regulations, 2009, our Promoter, Mr. Bhagwan Kewal Ramani, has given his consent to lock-in 5,04,000 Equity Shares respectively, representing 20% of Paid up Capital of the Company.
10. We are in the process of entering into tripartite agreement with NSDL and CDSL.

Absolute Responsibility of Learning Edge Academy of Professionals Limited

Learning Edge Academy of Professionals Limited having made all reasonable inquiries, accepts responsibility for, and confirms that this Draft Information Document contains all information with regard to the company, which is material, that the information contained in the Draft Information Document is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Draft Information Document as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect.

SECTION I – BUSINESS

1. DESCRIPTION OF OUR BUSINESS AND OPERATIONS

E LEARNING

Our company is prominently engaged into E learning, educational technology that electronically or technologically supports learning and teaching. Our main focus is on new applications and developments, and also bringing learning and media psychology into consideration.

We provide Virtual Learning Environments, also known as learning platforms, utilize virtual classrooms and meetings which often use a mix of communication technologies that enables students and instructors to communicate with each other via webcam, microphone, and real-time chatting in a group setting.

Our virtual classroom provides the opportunity for students to receive direct instruction from a qualified teacher in an interactive environment. Students have direct and immediate access to their instructor for instant feedback and direction. The virtual classroom also provides a structured schedule of classes, which can be helpful for students who may find the freedom of asynchronous learning to be overwhelming.

Each class is recorded and stored on our heavily equipped servers, which allows for instant playback of any class over the course of the year. This can be extremely useful for students to review material and concepts for an upcoming exam. This also provides students with the opportunity to watch any class that they may have missed, so that they do not fall behind. It also gives parents the ability to monitor any classroom to ensure that they are satisfied with the education their child is receiving.

Key Features

- Improved open access to education, including access to full degree programs
- Better integration for non-full-time students, particularly in continuing education
- Improved interactions between students and instructors
- Provision of tools to enable students to independently solve problems
- No age-based restrictions on difficulty level
- Acquisition of technological skills through practice with tools and computers

The company will provide the following courses:

- CA – CPT, IPCC, Final
- IITJEE and AIEEE
- AIPMT
- CAT
- IAS
- GMAT

CONSULTANCY

Our Consulting practice is an independent business advisory service based out of Delhi, India. Our team is driven by passionate and committed people who believe in driving innovation in thinking and execution to deliver measurable business results. All of our engagements are engineered to work with clients across various stages of the business life-cycle. In the process, we have transformed management consulting while helping our clients transform their businesses. We are committed to delivering a service par excellence to all our clients, whether they are from the Small and Medium sector (SME) or a big corporate.

2. HUMAN RESOURCES

As on the date of this Draft Information Document, our Company has a total strength of 3 (three) employees.

MR. BHAGWAN KEWAL RAMANI

Mr. Bhagwan Kewal Ramani has been appointed as the Managing Director of the company w.e.f 13th January, 2014 for the period of five years at a monthly remuneration of Rs. 1,00,000/- per month. The detailed profile is included in the Section “Our Management” on page 52.

MRS. LAKSHMI KEWAL RAMANI

Mrs. Lakhmi Kewal Ramani has been appointed as the whole time director in our company w.e.f 13th January, 2014 at a monthly remuneration of Rs. 50,000/- per month. She is also the Chief Financial Officer of the company. She possesses extensive experience in the field of Accounts and Finance. The detailed profile is included in the Section “Our Management” on page 52.

MS. NISHA AGGARWAL

She has been appointed as Company Secretary of the company w.e.f. 01st February, 2014. She has comprehensive experience in dealing with secretarial and compliance related matters of companies.

3. WORKING CAPITAL

Our business does not envisage substantial working capital. Working capital generally comprises of Trade Receivables, Cash and Cash Equivalents, Short term Loans and Advances and other Current Assets. Our working capital requirements may increase if, in certain consultancy services, payment terms do not provide for advance payments to us or if payment schedules are less favorable to us.

As on 31st March, 2013 and 31st January, 2014, our working capital comprised of following:

Particulars	Amount (As at 31 st January, 2014)	Amount (As at 31 st March, 2013)
A. CURRENT ASSETS		
1. Trade Receivables	99,477	-
2. Cash and Cash Equivalents	4,84,72,806.90	1,01,890
3. Short Term Loans and Advances	8,51,68,286	-
4. Other Current Assets	19,25,404.40	-
Total (A)	13,56,65,974.30	1,01,890
B. CURRENT LIABILITIES		
1. Short-term borrowings	11,56,41,250	-

2. Trade Payables	1,03,465	29,030
3. Other Current Liabilities	1,52,436	45,120
Total (B)	11,58,97,151	74,150
Working Capital (A-B)	1,97,68,823.30	27,740

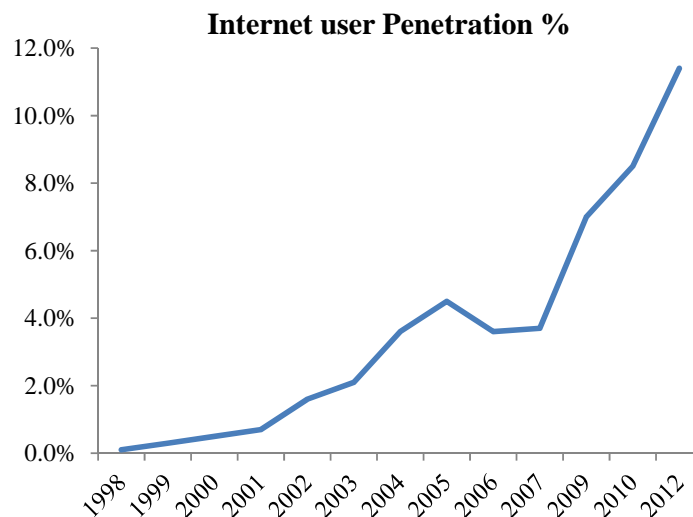
Companies engaged in industry in which we operate, finance its working capital through borrowed funds (mainly bank and financial institutions) as well as through its own funds.

INDUSTRY OVERVIEW

The E-LEARNING market in India is valued at approximately INR 26.51 trillion in FY13 and expected to reach to approximately INR 54.97 trillion by FY17, registering a CAGR of 20%. India is a nation of young people. Out of a population of 1.1 billion, 672 million people are in the age-group of 15 to 59 years, which is usually treated as the “working age population”. Over the last decade, with growing focus on literacy and primary education, the Government of India has increased its outlay on education at a CAGR of approximately 20%.

Indian coaching industry market is expected to grow from INR 55,130 crore in 2012-13 to INR 75,629 crore in 2014-15. The industry at the secondary education level is expected to grow at a CAGR of approximately 8.4% to INR 1,689 crore in 2014-15 from INR 1,437 crore in 2012-13. The coaching industry for higher education (including bachelor’s degree in arts, science or commerce) is expected to grow at a CAGR of 9.4% to INR 239 crore in 2014-15 from INR 200 crore in 2012-13. The coaching industry for chartered accountancy (including CPT, CA IPCC, and CA Final) is expected to grow at a CAGR of 17% to INR 139 crore in 2014-15 from INR 101 crore in 2012-13.

The numbers of internet users have also increased over the decade and growth is expected at more higher pace in near future which in turn will boost the students to opt for E – Learning. This is evident from the graph below which shows that the use of internet has increased to 12% by 2012.



Indian education market is valued at around \$100 billion. The revenue growth in the sector is one of the fastest in the world with the education spend growing at a median rate of 15% every year since 2000. India’s private education industry is expected to grow from \$30 billion currently to \$45 billion by the end of 2015. The formal education system is heavily regularized in India, whereas the parallel education sector is virtually outside the scope of any regulation or supervisory system. The e-learning segment is growing at a fast pace of about 27.9% since the last three years.

FINANCIAL INFORMATION

The Annual Audited Balance Sheet, Statement of Profit & Loss along with all annexures and notes to accounts and Auditors' Report thereon for the financial year ended March 31, 2013, is produced as under:

Independent Auditor's Report

To the Members of

M/s Learning Edge Academy of Professionals Private Limited

1. Report on the Financial Statements

We have audited the accompanying financial statements of **M/S Learning Edge Academy of Professionals Private Limited**, which comprise the Balance Sheet as at 31st March, 2013, the Statement of Profit & Loss for the year then ended, and a summary of significant accounting policies and other explanatory information.

2. Management's Responsibility for the financial statements

Management is responsible for 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 the Accounting Standards referred to in sub-section (3C) of Section 211 of the Companies Act, 1956 ("the Act"). This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

3. Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and 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 statement, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Management, 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.

4. Opinion

In our opinion and to the best of our information and according to the explanations given to us, the 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 on March 31, 2013;
- b) In the case of the Statement of Profit & Loss, of the loss for the year ended on that date.

5. Report on Other Legal & Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order (as amended), 2003 issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraph 4 and 5 of the Order.
2. As required by Section 227(3) of the Act, we report that:
 - a. we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b. in our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - c. the Balance Sheet, Statement of Profit & Loss dealt with by this Report are in agreement with the books of account;
 - d. in our opinion, the Balance Sheet and Statement of Profit and Loss comply with the Accounting Standards referred to in sub-section (3C) of Section 211 of the Companies Act, 1956;
 - e. on the basis of written representations received from the directors as on March 31, 2013, and taken on record by the Board of Directors, none of the directors are disqualified as on March 31, 2013, from being appointed as a director in terms of clause (g) of sub-section (1) of Section 274 of the Companies Act, 1956.

For **S. Agarwal & Co.**
Chartered Accountants
[Firm Reg. No. 000808N]

Sd/-

S.N. Agarwal
(Proprietor)
M. No. 012103

Date: 03.09.2013

Place: New Delhi

**M/S LEARNING EDGE ACADEMY OF PROFESSIONALS (P) LTD.
BALANCE SHEET AS AT 31.03.2013**

(IN RUPEES)

S. NO.	PARTICULARS	NOTE	AS AT 31 ST MARCH, 2013	AS AT 31 ST MARCH, 2012
I	<u>EQUITY AND LIABILITIES</u>			
	<u>SHAREHOLDERS FUNDS</u>			
	(a) SHARE CAPITAL	2	100,000	100,000
	(b) RESERVES AND SURPLUS	3	(72,260)	(61,230)
	TOTAL(1)		27,740	38,770
	<u>CURRENT LIABILITIES</u>			
	(a) TRADE PAYABLES	4	29,030	29,030
	(b) OTHER CURRENT LIABILITIES	5	45,120	33,090
	TOTAL(2)		74,150	62,120
	TOTAL(1+2)		101,890	100,890
II	<u>ASSETS</u>			
	<u>NON-CURRENT ASSETS</u>			
	(a) OTHER NON CURRENT ASSETS	6	-	-
	TOTAL(1)		-	-
	<u>CURRENT ASSETS</u>			
	(a) CASH AND CASH EQUIVALENTS	7	101,890	100,890
	(b) OTHER CURRENT ASSETS			
	TOTAL(2)		101,890	100,890
	TOTAL(1+2)		101,890	100,890

SIGNIFICANT ACCOUNTING POLICIES NOTE NO.1

AND NOTES 2 – 10 ARE AN INTEGRAL PART OF THE FINANCIAL STATEMENT

AS PER OUR REPORT ON EVEN DATE ATTACHED HERE TO

S AGARWAL & CO.

Chartered Accountants

REG. NO. 000808N

Sd/-

S.N. AGARWAL

(PARTNER)

M NO. 012103

PLACE: NEW DELHI

DATE: 03.09.2013

For and on behalf of the Board of Directors

Sd/-

Manmohan Nautiyal

Director

Sd/-

Bhagwan Kewal Ramani

Director

M/S LEARNING EDGE ACADEMY OF PROFESSIONALS (P) LTD.

NOTES TO AND FORMING PART OF THE BALANCE SHEET AS AT MARCH 31, 2013

(IN RUPEES)

Note	Particulars	As at 31st March,2013	As at 31st March,2012
2	SHARE CAPITAL		
	(1) AUTHORISED :		
	10,000 (P.Y 10,000) EQUITY SHARES OF RS. 10/- EACH	100,000	100,000
	(2) ISSUED, SUBSCRIBED AND PAID UP		
	10,000 (P.Y 10000) EQUITY SHARES OF RS. 10/- EACH	100,000	100,000
		100,000	100,000

Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting period

PARTICULARS	AS AT 31 ST MARCH, 2013		AS AT 31 ST MARCH, 2012	
	Number	Amount	Number	Amount
Equity Shares				
Shares at the beginning of the year	10,000	100,000	10,000	100,000
Shares issued during the year	-	-	-	-
Shares at the end of the year	10,000	100,000	10,000	100,000

Shares in the company held by each shareholder holding more than 5 percent shares

Name of Shareholder	AS AT 31 ST MARCH, 2013		AS AT 31 ST MARCH, 2012	
	No. of Shares	% of Holding	No. of Shares	% of Holding
Amit Ramani	9,999	99.99	9,999	99.99

3 RESERVE & SURPLUS

Particulars	As at 31st March,2013	As at 31st March,2012
<u>SURPLUS</u>		
At the beginning of the accounting period	(61,230)	-
Additions during the year (balance in statement of profit & loss)	(11,030)	(61,230)
At the end of the accounting period	(72,260)	(61,230)

4 TRADE PAYABLES

Particulars	As at 31st March, 2013	As at 31st March, 2012
Sundry Creditors	29,030	29,030
Advance from Parties-Interest Free	-	-
	29,030	29,030

5 OTHER CURRENT LIABILITIES

Particulars	As at 31st March, 2013	As at 31st March, 2012
Auditor Remuneration Payable	44,120	33,090
Director	1,000	
	45,120	33,090

6 OTHER NON-CURRENT ASSETS

Particulars	As at 31st March, 2013	As at 31st March, 2012
<u>MISC. EXPENDITURE</u>	-	-
(To the extent not written off or adjusted)	-	-
<u>PRELIMINARY & PRE OPERATIVE EXPENSES</u>		
Opening Balance/Addition	-	21,627
Less: Written Off During The Year	-	(21,627)
	-	-

7 CURRENT ASSETS

Particulars	As at 31st March, 2013	As at 31st March, 2012
CASH & CASH EQUIVALENTS:		
(a) BALANCE WITH BANKS		
In Current Accounts:	-	-
HDFC Bank(04802000003263)	1,01,890	1,00,890
	1,01,890	1,00,890

M/S LEARNING EDGE ACADEMY OF PROFESSIONALS (P) LTD.

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31.03.2013

(IN RUPEES)

S. NO.	PARTICULARS	NOTE	FOR THE PERIOD ENDED MARCH 31, 2013	FOR THE PERIOD ENDED MARCH 31, 2012
	<u>REVENUE FROM OPERATIONS:</u>			
	Revenue from Operations:		-	-
	Total Revenue		-	-
	<u>EXPENSES</u>			
	Depreciation and Amortization Expenses	8	-	21,627
	Other Expenses	9	11,030	11,030
	Total Expenses		11,030	32,657
	Profit Before Tax		(11,030)	(32,657)
	Tax expense			
	Current tax		-	-
	Profit/(Loss) for the period		(11,030)	(32,657)
	Earning per equity share			
	(1) Basic		(1.10)	(3.27)
	(2) Diluted		(1.10)	(3.27)

SIGNIFICANT ACCOUNTING POLICIES NOTE NO.1

AND NOTES 2 – 10 ARE AN INTEGRAL PART OF THE FINANCIAL STATEMENT

AS PER OUR REPORT ON EVEN DATE ATTACHED HERE TO

S AGARWAL & CO.

Chartered Accountants

REG. NO. 000808N

Sd/-

S.N. AGARWAL

(PARTNER)

M NO. 012103

PLACE: NEW DELHI

DATE: 03.09.2013

For and on behalf of the Board of Directors

Sd/-

Manmohan Nautiyal

Director

Sd/-

Bhagwan Kewal Ramani

Director

M/S LEARNING EDGE ACADEMY OF PROFESSIONALS (P) LTD.

**NOTES TO AND FORMING PART OF THE PROFIT AND LOSS FOR THE YEAR ENDED
31.03.2013**

(IN RUPEES)

Note	Particulars	FOR THE PERIOD ENDED MARCH 31, 2013	FOR THE PERIOD ENDED MARCH 31, 2012
8	<u>DEPRECIATION AND AMORTISATION EXPENSE:</u>		
	Preliminary & Pre Operative Exp. Written off	-	21,627
		-	21,627

Note	Particulars	FOR THE PERIOD ENDED MARCH 31, 2013	FOR THE PERIOD ENDED MARCH 31, 2012
9	<u>OTHER EXPENSES</u>		
	<u>AUDITOR REMUNERATION</u>		
	For Audit	11,030	11,030
		11,030	11,030

M/s LEARNING EDGE ACADEMY OF PROFESSIONALS PRIVATE LIMITED

Note-1

SIGNIFICANT ACCOUNTING POLICIES

1. ACCOUNTING CONVENTION

The Financial Statements are prepared under historical cost Convention and on Accrual basis and are in accordance with the requirements of the Companies Act, 1956 and accounting standards as Applicable to SME level II Enterprise in India

2. FIXED ASSETS & DEPRECIATION

Fixed Assets are stated at cost Depreciation is charged at W.D.V method as per the rates given in Schedule XIV of the Companies Act, 1956.

3. RETIREMENT BENEFIT

The Gratuity and Leave Encashment are accounted for and on accrual basis.

4. PROVISION FOR CURRENT AND DEFERRED TAX

Provision for Current tax is made after taking into consideration benefits admissible under the provisions of the income-tax Act, 1961.

Deferred tax resulting from “timing difference” between book and taxable profit is accounted for using the tax rates and laws that have been enacted or substantively enacted as on the balance sheet date. The deferred tax asset is recognized and carried forward only to the extent that there is a reasonable certainty that the assets will be realized in future.

M/S LEARNING EDGE ACADEMY OF PROFESSIONALS PRIVATE LIMITED

NOTE-10

NOTES ON ACCOUNTS

1. There is no Contingent liability.
2. Auditors Remuneration

	31.3.2013	31.3.2012
• For Audit		
	<u>11,030</u>	<u>11,030</u>
	<u>11,030</u>	<u>11,030</u>
3. CIF Value of Imported material : Nil
4. Amount remitted in foreign currency : Nil
5. Expenditure in foreign currency : Nil
6. Earnings in foreign currency : Nil
7. As per the information available with the Company, as on 31st March 2013, there are no dues to Micro, Small and Medium Enterprise as per the Micro, Small and Medium Enterprises Development Act, 2006.
8. There are no Fixed Assets.
9. Since the company has not undertaken any business activity during the accounting year thus revenue generation is nil.
10. The previous year figures are given in brackets and have been regrouped or re-arranged wherever necessary.

For **S. Agarwal & Co.**
CHARTERED ACCOUNTANTS
(Firm Reg. No. 000808N)

For and on behalf of the Board of Directors

Sd/-

S.N. AGARWAL
(PARTNER)
M. No. 12103

Sd/-
Manmohan Nautiyal

Sd/-
Bhagwan Kewal Ramani

PLACE: NEW DELHI
DATE: 03.09.2013

Director

Director

Limited Review Report

**Review Report to
The Board of Directors
Learning Edge Academy of Professionals Pvt. Ltd.**

We have reviewed the accompanying statement of financial results of **Learning Edge Academy of Professionals Private Limited** for the period ended 31st January, 2014, This Statement is the responsibility of the Company's Management and has been approved by the Board of Directors. Our responsibility is to issue a report on these financial results based on our review.

Results for the period starting from 1st April, 2013 ended 31st January, 2014 were reviewed.

We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. This Standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatements. A review is limited primarily to inquiries of Company personnel and analytical procedures applied to financial data and thus provide less assurance than an audit. We have not performed a detailed audit and accordingly we do not express an opinion.

For **R.K. Baheti & Co.**
Chartered Accountants

Sd/-
Ajay Baheti
(Partner)

Membership No.: 088545

FRN: 010528N

Date: 01.02.2014

LEARNING EDGE ACADEMY OF PROFESSIONALS PVT. LTD.

Balance Sheet as at 31st January, 2014

Particulars	Note No.	As at 31st January, 2014 (Rs.)	As at 31st March, 2013 (Rs.)
<u>EQUITY AND LIABILITIES</u>			
(1) Shareholder's Funds			
(a) Share Capital	2	2,02,00,000.00	100,000.00
(b) Reserves and Surplus	3	17,24,285.30	(72,260.00)
(c) Money received against share warrants		-	-
(2) Non-Current Liabilities			
(a) Long-term borrowings		-	-
(b) Deferred tax liabilities (Net)		-	-
(c) Other Long term liabilities		-	-
(d) Long term provisions			
(3) Current Liabilities			
(a) Short-term borrowings	4	11,56,41,250.00	-
(b) Trade payables	5	1,03,465.00	29,030.00
(c) Other current liabilities	6	1,52,436.00	45,120.00
(d) Short-term provisions			
Total		13,78,21,436.30	1,01,890.00
<u>ASSETS</u>			
(1) Non-current assets			
(a) Fixed assets			
(i) Tangible assets		-	-
(ii) Intangible assets		-	-
(iii) Capital work-in-progress		21,55,462.00	
(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		-	-
(c) Trade receivables	7	99,477.00	-
(d) Cash and cash equivalents	8	4,84,72,806.90	1,01,890.00
(e) Short-term loans and advances	9	8,51,68,286.00	-
(f) Other current assets	10	19,25,404.40	-
Total	1 to 18	13,78,21,436.30	1,01,890.00

As per our report on even date attached here to

For **R.K. Baheti & Co.**

Chartered Accountants

Sd/-

Ajay Baheti

Partner

Mem. No. 088545

Firm No. 010528N

Place: New Delhi

Date: 01.02.2014

For and on behalf of the Board of Directors

Sd/-

Bhagwan Kewal Ramani

Director

Sd/-

Lakshmi Kewal Ramani

Director

Statement of Profit and Loss for the Period from the 1st April, 2013 till 31st January, 2014

Particulars	Note No.	As at 31st January, 2014 (Rs.)	As at 31st March, 2013 (Rs.)
INCOME			
Revenue from Operations	11	76,94,421.00	-
Other Income	12	45,95,089.20	
Total Revenue (I)		1,22,89,510.60	
EXPENDITURE			
Cost of materials consumed			
Purchase of Stock-in-Trade		-	
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade		-	
Employee benefit expense	13	91,935.00	
Financial costs	14	2,556,655.30	-
Depreciation and amortization expense		-	-
Other expenses		78,44,375.00	11,030.00
Total Expenses (II)		1,04,92,965.30	11,030.00
Profit before exceptional and extraordinary items and tax {(I)+(II)}		17,96,545.30	(11,030.00)
Exceptional Items			
Profit before extraordinary items and tax		17,96,545.30	(11,030.00)
Extraordinary Items			
Profit before tax		17,96,545.30	(11,030.00)
Tax expense:			
(1) Current tax		-	-
(2) Deferred tax		-	-
Profit (Loss) from the period from Continuing Operations (III)		17,96,545.30	(11,030.00)
Profit/(Loss) from discontinuing operations (IV)		-	-
Tax expense of discounting operations (V)		-	-
Profit/(Loss) from Discontinuing operations {(IV)+(V)}		--	-
Profit/(Loss) for the period {(III)-((IV)+(V))}		17,96,545.30	(11,030.00)
XVI. Earning per equity share:			

(1) Basic		25.66	(1.10)
(2) Diluted	1 to 18	25.66	(1.10)

**As per our report on even date attached here to
For R.K. Baheti & Co.**
Chartered Accountants

For and on behalf of the Board of Directors

Sd/-
Ajay Baheti
Partner
Mem. No. 088545
Firm No. 010528N

Sd/-
Bhagwan Kewal Ramani
Director

Sd/-
Lakshmi Kewal Ramani
Director

Place: New Delhi
Date: 01.02.2014

Note-1

SIGNIFICANT ACCOUNTING POLICIES

a) Basis of Accounting:

The Company maintains its accounts on accrual basis following historical cost convention, in accordance with the Indian GAAP. Management makes estimates and technical and other assumptions regarding the amounts of income and expenses, assets and liabilities and disclosure of contingencies, In accordance with the Generally Accepted Accounting Principle in India in the preparation of the financial statements. Management believes that the estimates used in preparation of financial statements are prudent and reasonable. Future results could differ from these estimates. Difference between the actual results and estimates are recognised in the period in which they are determined.

All assets and liabilities have been classified as current or non-current as per the company's normal operating cycle and other Criteria set out in the Revised Schedule -VI to the Companies Act, 1956. Based on the nature of products and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has determined its operating cycle as twelve months for the purpose of current – non current classification of assets and liabilities.

b) Fixed Assets:

Fixed assets are stated at cost of acquisition including attributable interest & financial costs till the date of acquisition / Installation of the assets and improvement thereon less accumulated depreciation / amortisation and accumulated impairment losses if any. The company has started to acquire assets. However, the same have not yet been capitalised.

c) Capital Work in Progress

Capital expenditure on assets not owned by the company is reflected as a distinct Item in Capital Work in Progress till the period of completion and thereafter shown as distinct Item in the Fixed Assets as memoranda item

d) Depreciation and Amortisation:

Depreciation on fixed assets is provided:

No Dep. is provided during the period since the assets have not yet been capitalised. However, as a policy:

i) Depreciation is provided under the Written Down Value Method at rates prescribed in Schedule XIV of the Companies Act, 1956.

ii) Depreciation / amortisation is provided on Pro-rata basis from the date the assets are put to use during the financial year. In respect of assets sold or disposed off during the year, depreciation / amortisation is provided till the date of sale or disposal of the assets.

e) Impairment of Assets

An asset is treated as Impaired when the carrying cost of asset exceeds its recoverable value. Recoverable amount is higher of an asset's net selling price and its value in use is the present value of estimated future cash flows, expected to be arise from the continuing use of the asset and from its disposal at the end of its useful life. Net Selling price is the amount obtainable from the sale of the asset in the arm's length transaction between knowledgeable, willing parties, less the costs of disposals. An impairment loss is charged to statement of profit and loss in the year in which an asset is identified as impaired. The impaired loss recognised in prior accounting periods if reversed if there has been a change in the estimate or recoverable value.

f) Investments

Investments, which are readily realisable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other Investments are classified as long - term investments.

Current investments are carried in the financial statements at lower of cost or fair value determined on an individual investment basis. Long-term (Non-current) Investments are carried at cost, provisions for diminution in value is made to recognize a decline other than temporary in the value of the investments.

g) Employee Benefits

- i) Short Term Employee benefit are recognized as an expense at the undiscounted amount in the statement of Profit & Loss of the year in which the related service is rendered.
- ii) For defined benefit plans such as Gratuity: the cost of providing benefits is determined using the Projected Unit Credit Method, with actuarial valuations being carried out at each Balance Sheet date. Actuarial gains or losses are recognized in full in the statement of profit and loss for the period in which they occur. The retirement benefit obligations recognized in the balance sheet represents the present value of the defined obligations.

h) Provisions, Contingent liabilities and Contingent assets

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. A disclosure for a contingent liability is made when there is a possible obligation of a present obligation that may, but probably will not, require an outflow of resources. Contingent assets are neither recognized for disclosed in the financial statements.

(i) Foreign Exchange Transactions

- a) Current assets and current liabilities are translated at the exchange rate prevailing on the last day of the year i.e 31st January, 2014
- b) Gains or losses arising out of remittance / translations at the time of realisation are credited / debited to the statement of profit and loss for the year.
- c) Foreign exchange transactions are converted Into Indian rupees at a standard rate decided for the year.

e) Foreign Exchange Earnings / Expenses:	Current Year (Rs.)	Previous Year (Rs.)
Foreign Expenses	8, 39,580.00	NIL
Foreign Earnings	NIL	NIL

j) Revenue Recognition

- i) Revenue from Training & Consulting services are recognised in books of Account on the basis of Invoice raised.
- ii) Other operating revenue comprise of income from ancillary activities incidental to the operations of the Company and is recognised when the right to receive the income is established as per terms of the contract.

k) Taxation

- i) Current Income tax expense comprises taxes on income from operations in India. Current Income tax payable in India is determined in accordance with the provisions of Income Tax Act, 1961.

- ii) Deferred tax expense or benefit is recognized on timing differences being the difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax assets and liabilities are measured using the tax rates and the tax laws that have been enacted or substantively enacted by the balance sheet date.
- iii) Deferred tax assets in respect of unabsorbed depreciation and carry forward of losses are recognized only to the extent that there is virtual certainty that taxable income will be available to realize these assets. All other deferred tax assets are recognized only to the extent that there is reasonable certainty that future taxable Income will be available to realize such assets.
- iv) Advance taxes and provisions for current Income taxes are presented in the balance sheet after off-setting advance tax paid and income tax provision arising in the same tax jurisdiction and the Group intends to settle the asset and liability on a net basis.

i) Cash and cash equivalents

Cash and cash equivalents comprise cash in hand, balance with bank, FDR's encashable on demand and other short-term highly liquid investments that are readily convertible into known amounts of cash.

j) Earning Per shares

Basic and Diluted earning per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders and weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders are weighted average number of equity shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

As per our report on even date attached here to

For R.K. Baheti & Co.

Chartered Accountants

For and on behalf of the Board of Directors

Sd/-

Ajay Baheti

Partner

Mem. No. 088545

Firm No. 010528N

Place: New Delhi

Date: 01.02.2014

Sd/-

Bhagwan Kewal Ramani

Director

Sd/-

Lakshmi Kewal Ramani

Director

LEARNING EDGE ACADEMY OF PROFESSIONALS PVT. LTD.				
Notes on Financial Statement for the period ended 31st January, 2014				
<u>Note-2</u>				
<u>Share Capital</u>				
Particulars	31st January, 2014		31st March, 2013	
	No. of Shares	Rs.	No. of Shares	Rs.
Equity Share Capital				
<u>Authorised Capital</u>				
Equity Share of Rs.10 each	30,00,000	3,00,00,000.00	10,000	1,00,000.00
<u>Issued,Subscribed and fully paid up Capital</u>				
Equity Share of Rs.10 each fully paid up	20,20,000	2,02,00,000.00	10,000	1,00,000.00
Total	20,20,000	2,02,00,000.00	10,000	1,00,000.00
(a) The details of shareholders holding more than 5% shares in the company : -				
Name of Shareholder	No. of Shares held	% of holding	No. of Shares held	% of holding
Amit Ramani	-	-	9,999	99.99
Lakshmi Kewal Ramani	5,10,000	25	-	-
Bhagwan Kewal Ramani	15,10,000	75	-	-
(a) The Reconciliation of the number of shares outstanding is set out below :				
Particulars	No. of Shares		No. of Shares	
Equity Shares at the beginning of the year	10,000		10,000	
Add: Shares issued	20,10,000		-	
Less : Shares Cancelled	-		-	
Equity Shares at the end of the year	20,20,000		10,000	

Note-3

Reserves and Surplus

Particulars	As at 31 st January, 2014 (Rs.)	As at 31 st March, 2013 (Rs.)
Profit and Loss Account		
- Balance at the beginning of the year	(72,260.00)	(61,230.00)
- Add: Profit for the year	17,96,545.30	(11,030.00)
- Balance at the Closing of the year	17,24,285.30	(72,260.00)
Total Reserve & Surplus	17,24,285.30	(72,260.00)

Note-4

Short term Borrowings

Particulars	As at 31 st January, 2014 (Rs.)	As at 31 st March, 2013 (Rs.)
Unsecured Loan		
From Director and their Relatives	4,00,00,000.00	-
Inter-Corporate Deposits	7,56,41,250.00	-
	11,56,41,250.00	-

Note-5

Trade Payables

Particulars	As at 31 st January, 2014 (Rs.)	As at 31 st March, 2013 (Rs.)
<u>Less than six months</u>		
-Creditors against expenses	74,435.00	-
-Other Payable	29,030.00	29,030.00
	1,03,465.00	29,030.00

Note-6

Other Current Liabilities

Particulars	As at 31 st January, 2014 (Rs.)	As at 31 st March, 2013 (Rs.)
- Auditor Remuneration Payable	-	44,120.00
- Salary Payable	-	1,000.00
- Service Tax Payable	9,932.00	-
- TDS Payable	1,42,504.00	-
	1,52,436.00	45,120.00

Note-7

Trade Receivables

Particulars	As at 31 st January, 2014 (Rs.)	As at 31 st March, 2013 (Rs.)
- Thermo Fisher India Pvt. Ltd.	99,477.00	-
	99,477.00	-

Note-8

Cash and Cash Equivalents

Particulars	As at 31 st January, 2014 (Rs.)	As at 31 st March, 2013 (Rs.)
(a) Balance with Scheduled Banks	27706678.10	101,890.00
(b) Cash in Hand	52,500.00	-
(c) FDR with Bank	2,05,69,920.80	-
(d) Interest Accrued on FDR	143,708.00	-
	4,84,72,806.90	1,01,890.00

Note-9

Short term Loans & Advances

Particulars	As at 31 st January, 2014 (Rs.)	As at 31 st March, 2013 (Rs.)
-Advances to suppliers	8,810.00	-
-Unsecured, Considered Good by management	8,51,59,476.00	-
	8,51,68,286.00	-

Note-10

Other Current Assets

Particulars	As at 31 st January, 2014 (Rs.)	As at 31 st March, 2013 (Rs.)
-Interest Receivable – others	3,33,893.00	-
-Misc Expenditure	2,93,700.00	-
-TDS Receivable	12,97,811.40	-
	19,25,404.40	-

Note-11

Revenue from Operations

Particulars	As at 31 st January, 2014 (Rs.)	As at 31 st March, 2013 (Rs.)
- Sale of Services	76,94,421.40	-
	76,94,421.40	-
Particulars of sale of Services		
- Training, Consultancy and Marketing Charges	76,94,421.40	-
	76,94,421.40	-

Note-12

Other Income

Particulars	As at 31 st January, 2014 (Rs.)	As at 31 st March, 2013 (Rs.)
- Interest Income	45,90,589.20	-
-Misc. Income	4,500.00	-
	45,95,089.20	-

Note-13

Employee Benefit Expense

Particulars	As at 31 st January, 2014 (Rs.)	As at 31 st March, 2013 (Rs.)
-Directors Remuneration	91,935.00	-
	91,935.00	-

Note-14

Financial Costs

Particulars	As at 31 st January, 2014 (Rs.)	As at 31 st March, 2013 (Rs.)
- Interest Expense	25,55,655.00	-
-Bank Charges	1,000.30	-
	25,56,655.30	-

Note-15

Other Expenses

Particulars	As at 31 st January, 2014 (Rs.)	As at 31 st March, 2013 (Rs.)
- Training Prog Exp.	41,98,973.00	11,030.00
- Legal & Professional Charges	22,00,000.00	-
- Travelling Exp	1,4,36,592.00	-
- Electricity Expense	5,390.00	
- Sundry Balance w/o	3,420.00	
	78,44,375.00	11,030.00

Notes on Financial Statement for the Year Ended 31st January, 2014

16 Related Party Transactions

a) Names of related parties:

i. Individuals and their relatives having Significant influence in the company

Mr. Amit Ramani
Mrs. Lakshmi Kewal Ramani

ii. Key Managerial Personnel

Mr. Bhagwan Kewal Ramani
Mrs. Lakshmi Kewal Ramani

iii. Companies or entities under significant influence of (i) and (ii) mentioned above

Mr. Amit Ramani

Ncube Planning & Design Private Limited
Nelson Engineering Consultants Private Limited
Cube X Interiors Private Limited

Mr. Bhagwan Kewal Ramani

Ncube Planning & Design Private Limited

Mrs. Lakshmi Kewal Ramani

Cube X Interiors Private Limited

iv. Companies or Entities under significant influence of the reporting entity

Nelson Engineering Consultants Pvt. Ltd.
Cube X Interiors Private Limited

b) Transactions during the period/year:-

Nature of Transactions	Related Party	Current Year (Rs.)	Previous Year (Rs.)
Loan Received	Amit Ramani	5,00,00,000.00	-
	Total	5,00,00,000.00	-
Loan paid Back	Amit Ramani	1,00,00,000.00	-
	Total	1,00,00,000.00	-
Closing Balance	Amit Ramani (Loan)	4,00,00,000.00	-
		4,00,00,000.00	-

Directors Remuneration

Payable	Bhagwan Kewal Ramani	61,290.00	-
	Lakshmi Kewal Ramani	30,645.00	
		91,935.00	

Remuneration to Auditors:

AS Audit Fees	-	11,030.00
As Tax Audit Fees	-	-
Total		11,030.00

- 17** In the opinion of the management, current assets, loans and advances are stated atleast equal to the value at which they are stated in the Balance Sheet.
- 18** The accounts of certain Trade Receivable, Trade Payable, Advances & Lenders are subject to confirmation/ reconciliation and adjustments, if any. The management does not expect any material difference affecting the current year's financial statements.

As per our report on even date attached here to

For R.K. Baheti & Co.

Chartered Accountants

For and on behalf of the Board of Directors

Sd/-

Ajay Baheti

Partner

Mem. No. 088545

Firm No. 010528N

Sd/-

Bhagwan Kewal Ramani

Director

Sd/-

Lakshmi Kewal Ramani

Director

Date: 01.02.2014

Place: New Delhi

CAPITAL STRUCTURE

The Share Capital of the Company as at the date of this Draft Information Document is set forth below:

(Rs. In Lacs)

S. No	Particulars	Aggregate Nominal Value
A. Authorized Share Capital		
	30,00,000 Equity Shares of face value of Rs. 10 each	300.00
B. Issued, Subscribed and Paid-up Equity Share Capital		
	25,20,000 Equity Shares of face value of Rs. 10 each	252.00

The securities premium account of the Company is set forth below:

(Rs. In Lacs)

Date	Particulars	Share Premium	Cumulative Share Premium
NIL			

The following is the history of the Equity Share Capital of the Company:

Date of Allotment	No. of Shares Allotted	Face Value (In Rs.)	Issue Price (In Rs.)	Nature of Allotment	Nature of Consideration	Cumulative No. of Shares	Cumulative paid-up Capital
August 10, 2009	10,000	10	10	Subscription to MOA	Cash	10,000	1,00,000
September 27, 2013	10,000	10	10	Further Allotment	Cash	20,000	2,00,000
January 13, 2014	20,00,000	10	10	Further Allotment	Cash	20,20,000	2,02,00,000
February 7, 2014	5,00,000	10	10	Further Allotment	Cash	25,20,000	2,52,00,000
Total	25,20,000						

Shareholding of our Promoters:

Mr. Bhagwan Kewal Ramani

Date of Allotment/ Transfer	No. of Shares Allotted/ Transferred	Face Value (In Rs.)	Issue Price (In Rs.)	Nature of Allotment/ Transfer	Nature of Consideration	Shareholding %
October 25, 2013	9,999	10	10	Transfer from Mr. Amit Ramani	Cash	0.40

October 25, 2013	01	10	10	Transfer from Mr. Manmohan Nautiyal	Cash	0.00
January 13, 2014	15,00,000	10	10	Further Allotment	Cash	59.52
Total	15,10,000					59.92

Mrs. Lakshmi Kewal Ramani

Date of Allotment	No. of Shares Allotted	Face Value Per Share (Rs.)	Issue Price Per Share (Rs.)	Nature of Allotment	Nature of Consideration	Shareholding %
September 27, 2013	10,000	10	10	Further Allotment	Cash	0.40
January 13, 2014	5,00,000	10	10	Further Allotment	Cash	19.84
February 07th, 2014	400	10	10	Transfer to others	Cash	0.02
Total	5,09,600					20.22

List of top seven Shareholders of our Company

S. No.	Name of Shareholders**	No. of Shares held	Shareholding %
1.	Mr. Bhagwan Kewal Ramani	15,10,000	59.92
2.	Mrs. Lakshmi Kewal Ramani	5,09,600	20.22
3.	Mr. Ashish Aggarwal*	5,00,000	19.84
4.	Ms. Moneesha Devnani	100	0.004
5.	Mr. Amit Agarwal	100	0.004
6.	Mr. Sudesh Chand Gupta	100	0.004
7.	Mr. Urvish Pradip Bosmaya	100	0.004
TOTAL		25,20,000	100

*Angel Investor as a member of Sarthi Angels Venture Foundation

**As on date of this Draft Information Document, our Company has only seven shareholders.

(D)(a) Shareholding Pattern of the Company as per clause 34 of Listing Agreement as on date of filing of Draft Information Document

S. No.	Category of Shareholders	No. of Holders	No. of Shares	No. of Shares in Demat*	% of (A+B)	% of (A+B+C)
(A)	Promoter and Promoter Group					
1	Indian					
A	Individual/HUF	2	20,19,600	-	80.14	80.14
B	Central Govt./ State Govt.	-	-	-	-	-

C	Bodies Corporate	-	-	-	-	-
D	Financial Institution/ Bank	-	-	-	-	-
E	Any Other	-	-	-	-	-
	Sub-Total of (A)(1)	2	20,19,600		80.14	80.14
2	Foreign					
A	Individuals (NRIs/Foreign)	-	-	-	-	-
B	Bodies Corporate	-	-	-	-	-
C	Institutions	-	-	-	-	-
D	Any Other	-	-	-	-	-
	Sub-Total of (A)(2)	-	-	-	-	-
	Shareholding of Promoter & Promoter Group (A) = A1+A2	2	20,19,600		80.14	80.14
(B)	Public Shareholding					
1	Institutions	-	-	-	-	-
A	Mutual Funds/ UTI	-	-	-	-	-
B	Financial Institution/ Bank	-	-	-	-	-
C	Central Govt./ State Govt.	-	-	-	-	-
D	Foreign Institutional Investors	-	-	-	-	-
E	Any Other	-	-	-	-	-
	Sub-Total of (B)(1)	-	-	-	-	-
2	Non –Institutions					
A	Bodies Corporate	-	-	-	-	-
B	Individuals					
	i. Individual Shareholders Holding Nominal Share UptoRs. 1 Lakh	4	400	-	0.02	0.02
	ii. Individual Shareholders Holding Nominal Share more than Rs. 1 Lakh	1	5,00,000	-	19.84	19.84
C	Any Other	-	-	-	-	-
	Sub-Total of (B)(2)	5	5,00,400	-	19.86	19.86
	Total Public Shareholding (B) = B(1) + B(2)	5	5,00,400	-	19.86	19.86
	Total (A) + (B)	7	25,20,000	-	100	100
(C)	Shares held by Custodians and against which DRs have been issued	-	-	-	-	-
	Grand Total (A) + (B) + (C)	7	25,20,000	-	100	100

*Our Company is in the process of Dematerialization of its Equity Shares.

(I)(b) Statement showing holding of securities (including shares, warrants, convertible securities) of persons belonging to the category “Promoter and Promoter Group”

S. No	Name of Shareholder	Details of Shares held		Shares pledged or otherwise encumbered		Details of Warrants		Details of Convertible Securities		Total Shares
		No. of shares held	As a %	No.	As a %	No. of Warrants held	As a %	No.	As a %	
1.	Mr. Bhagwan Kewal Ramani	15,10,000	59.92	Nil	Nil	Nil	Nil	Nil	Nil	15,10,000
2.	Mrs. Lakshmi Kewal Ramani	5,09,600	20.22	Nil	Nil	Nil	Nil	Nil	Nil	5,09,600

(I)(c) Statement showing Shareholding of persons belonging to the category “Public” and holding more than 1% of the total number of shares:

S. No.	Name of Shareholder	No. of Shares	Shares as percentage of total number of shares
1.	Mr. Ashish Aggarwal*	5,00,000	19.84

*Angel Investor as a member of M/s Sarthi Angels Venture Foundation

(I)(d) Statement showing details of locked-in shares

S. No.	Name of Shareholder	No. of locked-in Shares	Shares as a percentage of total number of shares
-	-	-	-

(II)(a) Statement showing details of Depository Receipts (DRs)

S. No.	Type of outstanding DR (ADRs, GDRs, SDRs, etc)	Number of outstanding DRs	Number of shares underlying outstanding DRs	Shares underlying outstanding DRs as a percentage of total number of shares
-	-	-	-	-
-	-	-	-	-

(II)(b) Statement showing holding of Depository Receipts (DRs), where underlying shares are in excess of 1% of the total number of shares

S. No.	Name of DR Holder	Type of outstanding DR (ADRs, GDRs, SDRs, etc)	Number of shares underlying outstanding DRs	Shares underlying outstanding DRs as a percentage of total number of shares
-	-	-	-	-
-	-	-	-	-

DESCRIPTION OF PROPERTY

Description of properties of Company is set forth below:

Following are the details of properties taken on lease by us:

S. No.	Location of the Property	Document and Date	Licensor/Lessor	Lease Rent/License Fees	Lease/License Period		Activity
					From	To	
1	82, LGF, Sukhdev Vihar, New Delhi – 110025	Lease Agreement	Mr. Amit Ramani	Rs. 10,000/- per month	January 9, 2014	January 8, 2017	Registered Office of our Company

SECTION – III RISK FACTORS

INTERNAL RISK FACTORS

- 1. Our Company has limited operating history in the business of education and, therefore, investors may not be able to assess our company's prospects based on past results.***

The Company has limited operating history from which it is difficult to evaluate the business and future prospects and viability of the Company. The Company's prospects and viability will be based on the performance of the promoters of the Company. The Company cannot assure about its future performance or that its business strategy will be successful.

- 2. Our Company has lack of profitable operations in the past, therefore investors may not be able to assess the Company's prospects based on past results.***

Our Company has lack of profitable operations in the past. So, it is difficult to evaluate the future financial performance, prospects and viability of the Company. The Company cannot assure you about its future performance or that its business strategy will be successful.

- 3. We are dependent on our management team for success whose loss could seriously impair the ability to continue to manage and expand business efficiently.***

Our success largely depends on the continued services and performance of our management and other key personnel. The loss of service of the Promoters and other senior management could seriously impair the ability to continue to manage and expand the business efficiently. Further, the loss of any of the senior management or other key personnel may adversely affect the operations, finances and profitability of our Company. Any failure or inability of our Company to efficiently retain and manage its human resources would adversely affect our ability to implement new projects and expand our business.

- 4. Failure on our part to meet consumer expectations could impact our business operations.***

Our business depends on consumer preferences which cannot be predicted with certainty and are subject to rapid change. We feel that if we fail to understand and in turn respond in a timely and appropriate manner to changing consumer demand with quality services, may result in decline in sales. In addition, any new services that we introduce in future may not be successfully received by consumers. Any failure on our part to successfully meet consumer demand or preference may negatively affect our business, financial condition and results of operations.

- 5. Lack of active trading market for our company's Equity Shares.***

Till date there has been no public market for our Equity Shares. We propose to list our Equity Shares on Institutional Trading Platform (ITP) of BSE SME. We cannot assure that pursuant to listing on ITP, active trading market of our Equity Shares would develop as trading on ITP is restricted. Further, the securities listed on ITP will be mandatorily exited within 18 months of triggering various events such as completion of ten years on listing of ITP or attaining paid-up capital of Rs. 25 Crores or attaining revenue of Rs. 300 Crores or attaining market capitalization of Rs. 500 Crores. Accordingly, there will be no active trading market for our Equity Shares after the listing.

External Risks related to our Industry and India

1. Government policies have a bearing on our performance

The performance of our company depends, to a large extent, upon the Government policies on education. Any change in government policies or reallocation of the government budget away from education services could impact our business prospects.

2. Any changes made by the Government in Education curriculum could affect our business operations.

Our product is closely linked to the prevailing education curriculum and systems. If changes will take place in the education system, our services may need substantial change or it might be rendered obsolete.

3. Any disruption in the supply of power, IT infrastructure, telecom lines and disruption in internet connectivity could disrupt our business process or subject us to additional costs.

Any disruption in basic infrastructure or the failure of the Government to improve the existing infrastructure facilities could negatively impact our business since we may not be able to provide timely or adequate services to our clients. We do not maintain business interruption insurance and may not be covered for any claims or damages if the supply of power, IT infrastructure, internet connectivity or telecom lines is disrupted. This may result in the loss of a client, impose additional costs on us and have an adverse effect on our business, financial condition and results of operations and could lead to decline in the price of our Equity Shares.

4. Increase in taxes, levies etc. may lead to higher input cost.

There is a risk of increased hardware and software costs due to any increase in taxes, duties, levies etc. on computer hardware and software by the government.

5. A slowdown in economic growth in India could cause our business to suffer.

Our performance and the growth of our business are necessarily dependent on the health of the overall Indian economy. As a result, a slowdown in the Indian economy could adversely affect our business. India's economy could be adversely affected by a general rise in interest rates, inflation, natural calamities, such as earthquakes, tsunamis, floods and drought, and protectionist efforts in other countries or various other factors. In addition, the Indian economy is in a state of transition. It is difficult to gauge the impact of these fundamental economic changes on our business.

6. Terrorist attacks, civil unrest and other acts of violence or war involving India and other countries could adversely affect financial markets and our business.

Terrorist attacks and other acts of violence or war may negatively affect the Indian markets on which our Equity Shares are listed and also adversely affect the worldwide financial markets. These acts may also result in a loss of business confidence, making travel and other services more difficult and ultimately adversely affecting our business. India has also witnessed civil disturbances in recent years and it is possible that future civil unrest as well as other adverse social, economic and political events in India could have a negative impact on our business. Such incidents could also create a greater perception that investment in Indian companies involves a higher degree of risk and could have an adverse impact on our business.

7. Political instability or changes in the Government could adversely affect economic conditions in India and consequently our business.

Our performance may be affected by changes in exchange rates and controls, interest rates, government policies, taxation, social and ethnic instability and other political and economic developments affecting India. The Government has traditionally exercised and continues to exercise a significant influence over many aspects of the economy. The business of our Company may be affected by changes in Government policy, taxation, social and civil unrest and other political, economic or other developments in or affecting India. Since 1991, successive Indian governments have pursued policies of economic liberalization, including significantly relaxing restrictions on the private sector. The governments have usually been multi-party coalitions with differing agendas. Any political instability could affect the rate of economic liberalization and the specific laws and policies affecting foreign investment, the entertainment and media industry and ISP industry. A significant change in India's economic liberalization and deregulation policies could adversely affect business and economic conditions in India generally, and our business in particular, if new restrictions on the private sector are introduced or if existing restrictions are increased.

SECTION – IV SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

1. Information with respect to the Shareholding of a Beneficial Owner

The following table sets forth certain information concerning the beneficial ownership of our shares of by each person known by us to be the beneficial owner (In case different from registered owner) of the issued and subscribed capital.

Class/Type of Securities	Name and address of beneficial owner	Amount and nature of beneficial ownership	Percent
Equity Shares	Nil	N.A.	N.A.

2. Shareholders Agreement

Our Company has not entered into any shareholders agreement except a Share Subscription Agreement with Mr. Ashish Aggarwal (as a member of M/s **Sarathi Angels Venture Foundation**) for 5,00,000 Equity Shares aggregating to Rs. 50,00,000 dated February 07th, 2014 as on the date of this Draft Information Document.

Following is a summary of the key details pertaining to the Share Subscription Agreement:

- (1) On and subject to the terms and conditions contained in this Agreement and in reliance upon the agreements, undertakings, covenants, indemnities and Warranties and representations of the Company (as contained in this Agreement), and upon fulfilment of the Conditions Precedent set forth in this Agreement to the satisfaction of the Investor, at Completion, the Investor agrees to subscribe to and the Company agrees to issue, allot and deliver to the Investor, Subscription Shares (i.e. 5,00,000 shares) on the Subscription Date, free of all liens and Encumbrance & Charges, for the Subscription Price (i.e. Rs. 10/- per equity share).
- (2) Upon Completion, the Paid-Up Equity Share Capital of the Company shall be Rs. 2,52,00,000 divided into 25,20,000 (Twenty Five Lac and Twenty Thousand) Equity Shares of INR 10 (Indian Rupees Ten only, being the par value) per paid-up Equity Share.
- (3) The Subscription Shares shall be fully paid-up and shall be free from all Encumbrances and shall at all times rank pari passu with all outstanding, issued and paid-up Equity Shares in relation to all stock activities including voting rights, rights issuance, bonus issues, dividends or any corporate actions.
- (4) It is hereby agreed and understood between the Parties hereto that the Company shall utilise the Investment Amount only for the purposes for expenditure to be incurred on the capital expenditure or for the working capital requirements of the company.

Any further utilization of the Investment Amount shall be subject to the approval of the Board with an affirmative vote of the Investor.

- (5) The Investor shall not be required to pledge its shareholding in the Company as and by way of security for any loans or Indebtedness of the Company or provide any guarantee or any other support to any third party, including but without limitation to the lenders of the Company. It is hereby clarified that none of the Investor Shares or any proportionate shareholding of the Investor

in Subsidiaries shall be pledged and/or Encumbered without the prior written consent of the Investor.

- (6) At Completion, the Parties shall ensure the following:
- (a) The Investor shall pay the Subscription Consideration through normal banking channels or through a telegraphic transfer to the Company Bank Account;
 - (b) The Board shall, in accordance with the terms of this Agreement and the Articles, issue a allotment letter to the Investor with respect to for the Subscription Shares subscribed by the Investor;
 - (c) The Company and the Investor shall take all such actions as are necessary and required to effectively effect Completion in accordance with the letter and spirit of this Agreement;
 - (d) The Company shall hold a Board and a Shareholders meeting in order to give effect to the following:
 - (i) Recording the execution of this Agreement and ratifying the transactions contemplated in (including the terms and conditions of) this Agreement;
 - (ii) Recording the receipt of the Subscription Consideration into the Company Bank Account;
 - (iii) Issuing and allotting the Subscription Shares to the Investor;
 - (iv) Authorizing the issuance of duly stamped share certificates or through electronically through their RTA and the letter of allotment in relation to the Subscription Shares to the Investor;
 - (v) Authorizing the entering in the register of shareholders maintained under Section 150 of the Companies Act, the name of the Investor as the beneficial holder of the Subscription Shares;
 - (vi) Authorizing the making of appropriate entries in the the register of allotments maintained by the Company, in relation to the issue and allotment of the Subscription Shares to the Investor respectively;
 - (vii) Authorizing the making of appropriate entries in relation to the issue and allotment of the Subscription Shares in the register of allotments maintained by the Company; and
 - (viii) Approving and adopting the Business Plan in an Agreed form.
 - (e) The Company shall deliver to the Investor, the share certificates or shares electronically in the investor's DP account in relation to the Subscription Shares;
 - (f) The Company shall deliver to the Investor a certified true copy of the updated register of members, register of allotment and the register of transfers maintained by the Company evidencing the name of the Investor as the legal and beneficial owner of the Subscription Shares.

- (g) The Company shall deliver to the Investor a certified true copy of the updated register of directors maintained by the Company evidencing the name of the directors nominated by the Investor as the duly appointed non retiring Director on the Board;
 - (h) The Company shall provide to the Investor, a certificate from its auditor certifying that the issue of the Subscription of Shares to the Investor is in accordance with applicable Law;
 - (i) As at Completion, the Company shall execute an undertaking to the Investor stating that the representation and Warranties contained in this Agreement are true and accurate as of the Completion Date.
- (7) This Agreement shall become effective immediately upon execution and shall continue to remain valid and subsisting until fulfillment of all obligations of the Parties hereto, unless terminated in accordance with Clause 12.2, subject however to Clauses 12.3 and 12.4 below.
- (8) This Agreement may be terminated prior to Completion:
- (a) Based on the mutual agreement of Parties; or
 - (b) By the Investor on occurrence of an event resulting in a Material Adverse Effect; or
 - (c) By the Investor in the event that the Conditions Precedent are not fulfilled, unless extended by the Investor.
- (9) In the event that this Agreement is terminated, no Party hereto shall be entitled to make any claim against any other Party, save and except in respect of any prior breach of this Agreement. Provided, that the provisions of Indemnification, Notices, Dispute Resolution and Governing Law shall survive the termination of this Agreement.
- (10) Any termination of this Agreement shall be without prejudice to any rights and obligations of the Parties accrued or incurred prior to the date of such termination, which shall survive the termination of this Agreement.

SECTION – V OUR MANAGEMENT

BOARD OF DIRECTORS

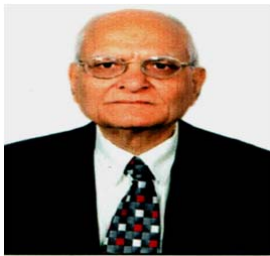
Under our Articles of Association, our Company is required to have not less than three (3) directors and not more than twelve (12) directors. Our Company currently has four (4) directors constituting Board of Directors. The following table sets forth the details regarding our Board of Directors:

DIRECTORS' PROFILE

S. No.	Name, Father's Name, Address, Occupation, Nationality, Tenure and DIN	Date of assuming office in the Company	Status of Directorship in our Company	Other Directorships
1.	Name: Mr. Bhagwan Kewal Ramani Age: 72 Years Father's Name: Mr. Metharam Pesumal Ramani Address: Block No. 3/30, West Patel Nagar, New Delhi- 110008 Occupation: Business Nationality: Indian Tenure: 5 years DIN: 02988910	July 22, 2011	Managing Director	1. Nelson Planning and Design Private Limited 2. Ncube Planning and Design Private Limited
2.	Name: Lakshmi Kewal Ramani Age: 72 Years Father's Name: Vishindas Hemrajani Address: Block No. 3/30, West Patel Nagar, New Delhi- 110008 Occupation: Business Nationality: Indian Tenure: Liable to retire by rotation DIN: 02988932	October 14, 2013	Whole Time Director	-
3.	Name: Mr. Sudesh Chand Gupta Age: 45 Years Father's Name: Mr. Krishan Lal Gupta Address: 47, Maitri Apartments, Plot No. 5, Mayur Vihar-I, New Delhi - 110091 Occupation: Business Nationality: Indian Tenure: Liable to retire by rotation DIN: 01077417	January 13, 2014	Non-Executive and Independent Director	1. Perpetual Enterprise Private Limited 2. Orcus Capital Advisors Private Limited
4.	Name: Mr. Urvish Pradip Bosmaya Age: 35 Years	January 31, 2014	Non-Executive and	-

<p>Father's Name: Mr. Pradip Vithaldas Bosmaya</p> <p>Address: Krishna Kunj, 2nd Floor, Hanuman Cross Road No. 01, Vile Parle – East Mumbai - 400057</p> <p>Occupation: Business</p> <p>Nationality: Indian</p> <p>Tenure: Liable to retire by rotation</p> <p>DIN: 06803166</p>	<p>Independent Director</p>
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DETAILS OF DIRECTORS



Mr. Bhagwan Kewal Ramani is the Promoter and Managing Director of our Company. He has done B.E (Mechanical Engineering) and has an extensive experience of 35 years of working at senior levels of management. He also has a rich experience in the important areas of Human Resource Development, Energy Management, Planning and Scheduling, preparation of Technical specifications, Renovation and Modernization of Units, Operation Monitoring, Financial Rehabilitation Plans and Training. He has over the years been invited for and participated in UNDP fellowship training, discussions with World Bank, Advanced International Management Training. He has been on the Board of Directors of the Nelson Group of Companies and has actively advised them on their growth strategy, financial and HR matters and has been instrumental in overseeing their phenomenal growth over the past 4 years.



Mrs. Lakshmi Kewal Ramani is the Promoter and Whole Time Director of our Company. She has been appointed as Chief Financial Officer of the company w.e.f. 13th January, 2014. She started her career in the accounts department of Bush Radio, New Delhi and handled their accounts, cash and other administrative duties. She has also worked with Atlas Copco (I) Ltd where she was given the additional responsibility of Public Relations. She has been active in as a Director in assisting the Nelson Group of Companies till 2013 in their Finance and Administrative matters. She now brings her vast experience to this venture.



Mr. Sudesh Chand Gupta is the Non-Executive and Independent Director of our Company. He has more than 30 years' experience in formulating and strengthening retail business, accounting/control systems, fund raising and management, statutory compliances, financial statements, negotiating commercial agreements with channel partners including teambuilding for leading brands such as Walter Johnson, Lee Cooper, Energy, Miss Sixty, Hakoba etc. He has a keen understanding and significant experience in managing the tax procedures (Direct/Indirect) and handling all kinds of Audits. He now brings his understanding on segmentation, targeting, positioning, distribution, promotional tactics, responding to competitor strategies, profit maximization and revenue maximization experience to this venture.



Mr. Urvish Pradip Bosmaya is the Non-Executive and Independent Director of our Company. He has been an entrepreneur since the beginning of his career. He has successfully set up enterprises in the field of Turnkey Design and built interior projects. His companies have gone on to work and provide solutions to some of the top most corporations of the world operating in India, including Grant Thornton, Oswal Chemicals and Fertilizers Ltd., Podar World School, Siyaram Silk Mills Ltd. amongst others. He has over the years established a good network of contacts across Industries.

NATURE OF FAMILY RELATIONSHIP AMONG DIRECTORS

Mrs. Lakshmi Kewal Ramani is spouse of Mr. Bhagwan Kewal Ramani. None of the other Directors are having family relationship with each other.

TERMS OF APPOINTMENT AND COMPENSATION OF OUR DIRECTORS

Mr. Bhagwan Kewal Ramani	
Designation	Managing Director
Tenure	5 years
Date of Appointment	13 th January, 2014
Remuneration	Rs. 1,00,000 per month
Remuneration paid during FY ended 31st March, 2013	Nil

Mrs. Lakshmi Kewal Ramani	
Designation	Whole Time Director
Tenure	Liabile to retire by rotation
Date of Appointment	13 th January, 2014
Remuneration	50,000 per month
Remuneration paid during FY ended 31st March, 2013	Nil

There is no definitive and/ or service agreement that has been entered into between our Company and the directors in relation to their appointment, except we have entered into an agreement dated 13th January, 2014 with our Managing Director which is in the normal course of business.

NON – EXECUTIVE DIRECTORS

Currently, non-executive directors are not being paid sitting fees or any other kind of remuneration.

CORPORATE GOVERNANCE

Our Company stands committed to good corporate governance practices based on the principles such as accountability, transparency in dealings with our stakeholders, emphasis on communication and transparent reporting. We have complied with the requirements of the applicable regulations, including the Listing Agreement to be executed with the Stock Exchange and the SEBI Regulations, in respect of corporate governance including constitution of the Board of Directors and Committees thereof. The corporate governance framework is based on an effective independent Board of Directors, separation of the Board of Directors' supervisory role from the executive management team and constitution of the Committees of the Board of Directors, as required under law.

We have a Board of Directors constituted in compliance with the Companies Act and the Listing Agreement in accordance with best practices in corporate governance. The Board of Directors functions either as a full Board of Directors or through various committees constituted to oversee specific operational areas. Our executive management provides the Board of Directors detailed reports on its performance periodically.

Currently our Board of Directors has four (4) Directors.

We have one (1) Managing Director, one (1) Whole Time Director and two (2) independent Non Executive Directors. The constitution of our Board of Directors is in compliance with the requirements of Clause 42 of the Listing Agreement.

The following committees have been formed in compliance with the corporate governance norms:

- A) Audit Committee
- B) Remuneration Committee
- C) Shareholders/Investors Grievance Committee

AUDIT COMMITTEE

Our Company has constituted an audit committee ("Audit Committee"), as per the provisions of Clause 42 of the Listing Agreement to be entered with Stock Exchange, vide resolution passed in the meeting of the Board of Directors held on February 25, 2014.

The terms of reference of Audit Committee complies with the requirements of Clause 42 of the Listing Agreement, proposed to be entered into with the Stock Exchange in due course. The committee presently comprises following three (3) directors. Mr. Sudesh Chand Gupta is the Chairman of the Audit Committee.

S. No.	Name of Director	Status	Nature of Directorship
1.	Mr. Sudesh Chand Gupta	Chairman	Non-Executive Independent Director
2.	Mr. UrvishPradipBosmaya	Member	Non-Executive Independent Director
3.	Mr. Bhagwan Kewal Ramani	Member	Managing Director

Role of Audit Committee

The terms of reference of the Audit Committee are given below:

1. To investigate any activity within its terms of reference.
2. To seek information from any employee
3. To obtain outside legal or other professional advice
4. To secure attendance of outsiders with relevant expertise. If it considers necessary
5. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial information is correct, sufficient and credible.
6. Recommending to the Board of Directors, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
7. Approval of payment to statutory auditors for any other services rendered by the statutory auditors
8. Reviewing, with the management, the annual financial statements before submission to the Board of Directors for approval, with particular reference to:
 - (a) Matters required to be included in the Directors' Responsibility Statement to be included in the Director's report in terms of clause (2AA) of section 217 of the Companies Act, 1956.
 - (b) Changes, if any, in accounting policies and practices and reasons for the same
 - (c) Major accounting entries involving estimates based on the exercise of judgment by management.
 - (d) Significant adjustments arising out of audit.
 - (e) Compliance with listing and other legal requirements relating to financial statements.
 - (f) Disclosure of any related party transactions.
 - (g) Qualifications in the draft audit report.

9. Reviewing, with the management, the half-yearly financial statements before submission to the Board of Directors for approval.
10. Reviewing, with the management, the statement of uses / application of funds raised through an issue (rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board of Directors to take up steps in this matter.
11. Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems.
12. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing, and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
13. Discussion with internal auditors any significant findings and follow up there on.
14. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board of Directors.
15. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
16. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
17. To review the functioning of the Whistle Blower mechanism, in case if the same is existing.
18. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate.
19. Carrying out any other function as mentioned in the terms of reference of the Audit Committee.

In addition to carry out such other functions/powers as may be delegated by the Board of Directors to the Committee from time to time.

REMUNERATION COMMITTEE

Our Company has constituted a remuneration committee ("Remuneration Committee"), as per the provisions of Clause 42 of the Listing Agreement to be entered with Stock Exchange, vide resolution passed in the meeting of the Board of Directors held on February 25, 2014.

The terms of reference of Remuneration Committee complies with the requirements of Clause 42 of the Listing Agreement, proposed to be entered into with the Stock Exchange in due course. The committee presently comprises following directors. Mr. Sudesh Chand Gupta is the Chairman of the Remuneration Committee.

S. No.	Name of Director	Status	Nature of Directorship
1.	Mr. Sudesh Chand Gupta	Chairman	Non-Executive Independent Director
2.	Mr. UrvishPradipBosmaya	Member	Non-Executive Independent Director
3.	Mr. Bhagwan Kewal Ramani	Member	Managing Director

The Remuneration Policy of the Company rewards performance based on achievement and existing industry benchmarks. The remuneration of the Executive Directors is governed by the terms and conditions approved by the Remuneration Committee, the Board of Directors, the Shareholders and the Central Government (if required). The remuneration structure comprises of salary and commission linked to profits, perquisites and

allowances, contribution to Provident Fund, super annuity and gratuity as per schedule XIII and other applicable provisions of the Companies Act 1956.

SHAREHOLDERS/INVESTORS GRIEVANCE COMMITTEE

Our Company has constituted a Shareholders/Investors Grievance committee ("Shareholders/Investors Grievance Committee"), as per the provisions of Clause 42 of the Listing Agreement to be entered with Stock Exchange, vide resolution passed in the meeting of the Board of Directors held on February 25, 2014.

The terms of reference of Shareholders/Investors Grievance Committee complies with the requirements of Clause 42 of the Listing Agreement, proposed to be entered into with the Stock Exchange in due course. The committee presently comprises following directors. Mr. Sudesh Chand Gupta is the Chairman of the Shareholders/Investors Grievance Committee.

S. No.	Name of Director	Status	Nature of Directorship
1.	Mr. Sudesh Chand Gupta	Chairman	Non-Executive Independent Director
2.	Mr. Urvish Pradip Bosmaya	Member	Non-Executive Independent Director
3.	Mr. Bhagwan Kewal Ramani	Member	Managing Director

The Committee was constituted to deal with matters relating to transfers/ transmissions of shares and monitor redressal of complaints from shareholders. The committee attends to the investors/shareholders, correspondence and share transfers expeditiously and usually reply is sent within a period of 15 days of receipt, except in those cases, which are disputed, and sub-judice.

SHAREHOLDING DETAILS OF THE DIRECTORS IN OUR COMPANY

As per Articles of Association of our Company, a director is not required to hold any qualification shares. The following table sets forth the shareholding of our directors:

S. No.	Name of Director	No. of Equity shares held
1.	Mr. Bhagwan Kewal Ramani	15,10,000
2.	Mrs. Lakshmi Kewal Ramani	5,09,500
3.	Mr. Sudesh Chand Gupta	100
4.	Mr. Urvish Pradip Bosmaya	100
	Total	20,19,700

CHANGES IN DIRECTORS DURING THE LAST THREE (3) YEARS

S. No.	Name of Director	Date of Appointment	Date of Cessation	Reasons, if any
1.	Bhagwan Kewal Ramani	July 22, 2011	-	
2.	Amit Ramani	August 10, 2009	June 22, 2013	Due to personal reasons
3.	Manmohan Nautiyal	August 10, 2009	October 14, 2013	Due to personal reasons

4.	Lakshmi Kewal Ramani	October 14, 2013	-
5.	Sudesh Chand Gupta	January 13, 2014	-
6.	Urvish Pradip Bosmaya	January 31, 2014	-

CHANGE IN AUDITORS

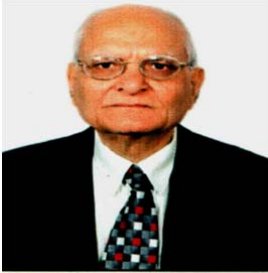
S. No.	Name of Auditor	Date of Appointment	Date of Cessation	Reasons, if any
1.	M/s S. Agarwal & Co. 123, Vinobapuri, Lajpat Nagar – II, New Delhi – 110024 Firm Regn. No. – 000808N	Since Incorporation	September 30, 2013	Due to pre occupation
2.	M/s R.K. Baheti & Co.	September 30, 2013	-	

SECTION VI - OUR PROMOTERS

The promoters of our Company are:

1. Mr. Bhagwan Kewal Ramani
2. Mrs. Lakshmi Kewal Ramani

Details of our Promoters are as under:



Mr. Bhagwan Kewal Ramani is the Promoter and Managing Director of our Company. He has done Bachelor of Engineering (Mechanical) and has an extensive experience of 35 years of working at senior levels of management. He also has a rich experience in the important areas of Human Resource Development, Energy Management, Planning and Scheduling, preparation of Technical specifications, Renovation and Modernization of Units, Operation Monitoring, Financial Rehabilitation Plans and Training. He has over the years been invited for and participated in UNDP fellowship training, discussions with World Bank, Advanced International Management Training. He has been on the Board of Directors of the Nelson Group of Companies and has actively advised them on their growth strategy, financial and HR matters and has been instrumental in overseeing their phenomenal growth over the past 4 years.

Particulars	Details
Permanent Account Number	AAIPB4640B
Passport No.	Not available
Voter ID	DL\07\066\156292
Driving License No.	NA
Bank Account Details	04801870000847; HDFC Bank Sarita Vihar, Delhi



Mrs. Lakshmi Kewal Ramani is the Promoter and Whole Time Director of our Company. She started her career in the accounts department of Bush Radio, New Delhi and handled their accounts, cash and other administrative duties. She has also worked with Atlas Copco (I) Ltd where she was given the additional responsibility of Public Relations. She has been active in as a Director in assisting the Nelson Group of Companies till 2013 in their Finance and Administrative matters. She now brings her vast experience to this venture.

Particulars	Details
Permanent Account Number	ASRPK1896P
Passport No.	K9523694
Voter ID	NA
Driving License No.	NA
Bank Account Details	04801870000847; HDFC Bank, Sarita Vihar, Delhi

SECTION VII – RELATED PARTY TRANSACTIONS

Transactions with related parties as identified by the management in accordance with Accounting Standard 18 “Related party disclosures” issued by The Institute of Chartered Accountants of India, are as follows:

I. List of Related Parties

	31.03.2013	31.03.2012
Party Where Control Exists		
Other Parties Where Transaction have taken place		
Key Managerial Personnel	NIL	NIL
Relatives of Key Managerial Persons	NIL	NIL

II. Details of transactions with Related Party

A. Our company has entered into a lease agreement with Mr. Amit Ramani, who is the son of our promoters, Mr. Bhagwan Kewal Ramani and Mrs. Lakshmi Kewal Ramani, w.e.f. January 9, 2014 for the period of three years.

B. Transactions during the period 1st April, 2013 to 31st January, 2014:-

Nature of Transactions	Related Party	Current Year (Rs.)	Previous Year (Rs.)
Loan Received	Amit Ramani	5,00,00,000.00	-
	Total	5,00,00,000.00	-
Loan paid Back	Amit Ramani	1,00,00,000.00	-
	Total	1,00,00,000.00	-
Closing Balance	Amit Ramani (Loan)	4,00,00,000.00	
	Total	4,00,00,000.00	-

SECTION VIII – LEGAL PROCEEDINGS

Except as stated herein, there are no outstanding or pending litigation, suits, civil prosecution, criminal proceeding or tax liabilities against our Company and its subsidiaries and there are no defaults, non-payment of statutory dues, over dues to banks and financial institutions, defaults against bank and financial institutions. No proceedings initiated for economic or other offences, and no disciplinary action has been taken by SEBI or any stock exchanges against our Promoters, our Directors or Group Companies.

I. CASES FILED BY OUR COMPANY

Civil Cases

There are no civil proceedings filed by our Company.

Criminal Cases

There are no criminal proceedings filed by our Company.

II. CASES FILED AGAINST OUR COMPANY

Civil proceedings

There are no civil proceedings filed against our Company.

Criminal Proceedings

There are no criminal proceedings filed against our Company.

III. CASES FILED BY OUR SUBSIDIARY COMPANIES*

Civil proceedings

NIL

Criminal Proceedings

NIL

IV. CASES FILED AGAINST OUR SUBSIDIARY COMPANIES*

Civil proceedings

NIL

Criminal Proceedings

NIL

V. INDIRECT TAX PROCEEDINGS INVOLVING OUR COMPANY

NIL

*The company does not have any subsidiary companies.

SECTION IX– DECLARATION

All relevant provisions of the Companies Act, 1956, or such other replaced provisions under the Companies Act, 2013 as may be applicable, and the guidelines issued by the Government of India or the regulations issued by Securities and Exchange Board of India, applicable, as the case may be, have been complied with and no statement made in this Draft Information Memorandum is contrary to the provisions of the Companies Act, 1956, or such other replaced provisions under the Companies Act, 2013 as may be applicable, the Securities and Exchange Board of India Act, 1992 or the rules made there under or regulations issued, as the case may be. We further certify that all the statements in this Draft Information Memorandum are true and correct.

SIGNED BY ALL THE DIRECTORS OF OUR COMPANY

Name	DIN	Designation	Signature
Bhagwan Kewal Ramani	02988910	Managing Director	
Lakshmi Kewal Ramani	02988932	Chief Financial Officer /Whole Time Director	
Sudesh Chand Gupta	01077417	Non Executive Independent Director	
Urvish Pradip Bosmaya	06803166	Non Executive Independent Director	

SIGNED BY THE COMPANY SECRETARY

Ms. Nisha Aggarwal

Date: 25/02/2014

Place: New Delhi