

THIRTY SECOND ANNUAL REPORT

2014-15

EMERGENT GLOBAL EDU AND SERVICES LIMITED

(formerly Emergent Energy and Services Limited)

CIN L80902DL1983PLC209722

Regd. Office: 8-B, 'Sagar', 6, Tilak Marg, New Delhi – 110 001;

Phones: (91) (11) 2378 2022 ; Fax: (91) (11) 2378 2806, ;

Email: sotl@somanigroup.com; Website: www.eesl.in

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Email: sotl@somanigroup.com; Website: www.eesl.in

BOARD OF DIRECTORS - MR.TARUN SOMANI-CHAIRMAN

MR.R.C.KHANDURI

MRS.VANDANA JAIN

MR.NEERAJ GOENKA

AUDITORS - RAJENDRA K. GOEL & CO.
CHARTERED ACCOUNTANTS
NEW DELHI

BANKERS - CANARA BANK

REGISTERED - 8B, 'SAGAR'
OFFICE 6, TILAK MARG
NEW DELHI – 110 001
(INDIA)

NOTICE

Notice is hereby given that the 32nd Annual General Meeting of the members of Emergent Global Edu and Services Limited will be held on Wednesday 30th September 2015 at 10:30 A.M at " Eminent" C-56, Neeti Bagh, New Delhi-110049 to transact the following business:

I. ORDINARY BUSINESS:

1. To receive, consider, approve and adopt the audited Balance sheet as at 31st March 2015, Statement of Profit & Loss for the year ended on that date and the reports of Board of Directors and Auditor's thereon.
2. To appoint a Director in place of Mr. Tarun Kumar Somani (DIN 00011233) who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint Auditors and to fix their remuneration and for that matter to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:-

"RESOLVED THAT, pursuant to the provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made there under, the appointment of M/s Rajendra K. Goel & Co, Chartered Accountants, New Delhi, (Registration No.: FRN No.-1457N), who were appointed as Statutory auditors of the Company for 3 years in the last annual general meeting, be and are hereby ratified by the members from the conclusion of this Annual General Meeting till the conclusion of 33rd Annual General Meeting on a remuneration as may be fixed by the Board of Directors of the Company on the recommendation of the Audit Committee."

II. SPECIAL BUSINESS:

4. To consider and, if thought fit, to pass with or without modifications the following resolution as an ordinary resolution:

"RESOLVED THAT pursuant to provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions of the Companies Act("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification (s) or the re-enactment thereof, for the time being in force and Clause 49 of the Listing Agreement, Ms. Vandana Jain (holding DIN 00758358) who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. 26th March, 2015, in terms of Section 161 of the Act and Articles of Association of the Company and in respect of whom the Company has received a Notice in writing from a Member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years upto March 25, 2020."

5. To consider and, if thought fit, to pass with or without modifications the following resolution as an ordinary resolution:

"RESOLVED THAT pursuant to provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions of the Companies Act("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification (s) or the re-enactment thereof, for the time being in force Mr. Neeraj Goenka (holding DIN 00291367) who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. 31st March, 2015, in terms of Section 161 of the Act and Articles of Association of the Company and in respect of whom the Company has received a Notice in writing from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company and who will be liable to be retire by rotation as per terms of Section 152 of the Companies Act, 2013."

By and on behalf of Board of Directors
For EMERGENT GLOBAL EDU AND SERVICES LIMITED

Date: 28th August, 2015
Place: New Delhi

Sabina Nagpal
Company Secretary and Law Officer

Notes

- 1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy/ proxies to attend and vote instead of himself/herself. Such a proxy/ proxies need not be a member of the company. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting.**
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting is annexed hereto.
3. Pursuant to section 91 of the Companies Act 2013 the Register of Members and the Share Transfer books of the Company will remain closed from Wednesday, 23rd September, 2015 to Wednesday, 30th September, 2015 (both days inclusive).
4. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
5. In case of Joint holders attending the Meeting, only such Joint Holder who is higher in the order of names will be entitled to vote.
6. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/RTA.
7. Details under Clause 49 of the Listing Agreement with the Stock Exchange in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.
8. Electronic copy of the Notice of the 32nd Annual General Meeting of the Company, notice of e-voting inter alia indicating the process and manner of e-Voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copy of the Notice of the 32nd Annual General Meeting of the Company, notice of e-voting inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
9. The Board has appointed Mr.P.C.Jain, of M/S P.C.Jain & Co., Company Secretaries, Faridabad (CP No. 3349) as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
10. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.eesl.in and on the website of NSDL. The results shall also be immediately forwarded to the BSE Limited, Mumbai.
11. Members may note that the Notice of the 32nd Annual General Meeting and the Annual Report for 2015 will also be available on the Company's website www.eesl.in. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to Company's investor email id: sotl@soanigroup.com.

12. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 am to 5.00 pm) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.

By and on behalf of Board of Directors
For EMERGENT GLOBAL EDU AND SERVICES LIMITED

DATE: 28th AUGUST, 2015
PLACE: NEW DELHI

Sabina Nagpal
Company Secretary and Law Officer

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

ITEM NO.4

Ms. Vandana Jain (holding DIN 00758358) was appointed as an Additional Director of the Company by the Board of Directors in accordance with the provisions of the Section 161 of the Companies Act, 2013. Pursuant to Section 161 of the Companies Act, 2013, the above Director holds office up to the date of ensuing Annual General Meeting. In this regard the Company has received request in writing from a member proposing her candidature for appointment as an Independent Director of the Company and has deposited Rs. 1,00,000 (Rupees One Lac) pursuant to the provisions of Section 160 of Companies Act, 2013 and all other applicable provisions of the Companies Act, 2013.

Ms. Vandana Jain has vast experience in matters relating to administration, education and human resource development. She does not hold any shares in the company and is not related to any director of the company.

Ms. Vandana Jain has furnished the requisite declaration under Section 149(7) of the Act stating that she is an Independent Director within the meaning of Section 149(6) of the Act as well as clause 49 of the Listing Agreement.

The Board feels that presence of Ms. Vandana Jain on the Board would be beneficial to the Company and hence recommend passing the resolution as an Ordinary Resolution.

None of the Directors are concerned or interested, directly or indirectly, except Ms. Vandana Jain in the resolution.

Your Directors recommend the resolution for approval.

ITEM NO.5

Mr. Neeraj Goenka (holding DIN 00291367) was appointed as an Additional Director of the Company by the Board of Directors in accordance with the provisions of the Section 161 of the Companies Act, 2013. Pursuant to Section 161 of the Companies Act, 2013, the above Director holds office up to the date of ensuing Annual General Meeting. In this regard the Company has received request in writing from a member proposing his candidature for appointment as a Director of the Company and has deposited Rs. 1,00,000 (Rupees One Lac) pursuant to the provisions of Section 160 of Companies Act, 2013 and all other applicable provisions of the Companies Act, 2013.

Mr. Neeraj Goenka has varied experience of almost 30 years in management of steel and allied industry. He runs various steel plants successfully across India. He does not hold any shares in the company. He is not related to any director of the company.

Keeping in view his vast expertise and knowledge, the Board feels that presence of Mr. Neeraj Goenka on the Board would be beneficial to the Company and hence recommend passing the resolution as an Ordinary Resolution.

None of the Directors are concerned or interested, directly or indirectly, except Mr. Neeraj Goenka in the resolution.

Your Directors recommend the resolution for approval.

By and on behalf of Board of Directors
For EMERGENT GLOBAL EDU AND SERVICES LIMITED

DATE: 28th AUGUST, 2015
PLACE: NEW DELHI

Sabina Nagpal
Company Secretary and Law Officer

Particulars of the Directors to be appointed/re-appointed at the 32nd Annual General Meeting

Mr.Tarun Somani

Mr.Tarun Somani (DIN:00011233) has done his Masters in Commerce from Kanpur University and has cumulative experience of over 35 years in various industries such as Steel, Power, Engineering & Technology, Oil & Energy and in Education. He has been instrumental in setting up various Joint Ventures with big foreign companies in Germany, Switzerland and Australia.

He is currently involved in expanding the activities of the Company and of its subsidiary in education sector in collaboration with a World Renowned Australian Education Company.

The original date of appointment of Mr.Somani is 31.3.2010.

He is the Promoter of the company and holds 92750 equity shares in the company.

He has directorships in 1 other Public Limited Company.

Ms.Vandana Jain

Ms. Vandana Jain (holding DIN 00758358) has done her graduation and vast experience in matters relating to administration, education and human resource development. She was appointed on March 26, 2015 as an Additional Director of the Company by the Board of Directors in accordance with the provisions of the Section 161 of the Companies Act, 2013.

Ms. Vandana Jain does not hold any shares in the company and is not related to any director of the company.

Ms. Vandana Jain has furnished the requisite declaration under Section 149(7) of the Act stating that she is an Independent Director within the meaning of Section 149(6) of the Act as well as clause 49 of the Listing Agreement.

The Board feels that presence of Ms. Vandana Jain on the Board would be beneficial to the Company.

Mr.Neeraj Goenka

Mr. Neeraj Goenka (holding DIN 00291367) has varied experience of more than 30 years in management of steel and allied industry. He runs various steel plants successfully across India. He was appointed as an Additional Director of the Company on March 31, 2015.

Mr. Neeraj Goenka does not hold any shares in the company and is not related to any director of the company.

The Board feels that presence of Mr,Neeraj Goenka on the Board would be beneficial to the Company.

DIRECTORS' REPORT

To,
The Members,
Emergent Global Edu and Services Limited

1. INTRODUCTION

The Directors have pleasure in presenting their 32nd Annual report on the business and operations of the Company and the accounts for the Financial Year ended March 31st, 2015.

2. FINANCIAL RESULTS

The financial results for the period are summarized below:

(Amount in Rs.)

<u>S.NO.</u>	<u>PARTICULARS</u>	<u>2014 – 2015</u>	<u>2013 - 2014</u>
1	Sales and other Income	10263842	10469174
2	Expenditure	8753081	8093628
3	Profit Before Tax	1510761	2375546
4	Provision for Taxation (1)Current Tax (2)Earlier Year Tax (3)Deferred Tax	493000 15721 (20676)	797000 (5787) (39952)
5	Profit after Tax	1022716	1624285
6	Earning Per Equity Share: (1)Basic (2) Diluted	0.22 0.22	0.36 0.36

3. CHANGE IN NATURE OF BUSINESS, IF ANY

There is no change in the nature of business of the Company during the year.

4. ANNUAL RETURN

The extracts of the Annual Return pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and Administration) Rules, 2014 in Form No. MGT – 9 is enclosed herewith.

5. NUMBER OF BOARD MEETINGS CONDUCTED DURING THE YEAR

The board of Directors of the Company met six times during the Financial Year 2014-2015. The details of Board Meetings are provided in the Corporate Governance Report.

6. DIRECTORS RESPONSIBILITY STATEMENT

In accordance with the provisions of Section 134(5) of the Companies Act, 2013 the Board hereby submits that:

- a. In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures,

- b. The directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of financial year and of the profit and loss of the company for that period,
- c. The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities,
- d. The directors had prepared the annual accounts on a going concern basis,
- e. The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

7. STATUTORY AUDITORS

M/s. **Rajendra K. Goel & Co.** , Chartered Accountants, were appointed as statutory auditors for a period of 3 years in the last Annual General Meeting of the Company. Their continuation with the Company is to be ratified in the ensuing Annual General Meeting of the Company and the Company has received a certificate from the auditors to the effect that their re-appointment, if made, would be within the limits prescribed under Section 139 of the Companies Act, 2013 and that they are not disqualified for re-appointment within the meaning of provisions of Section 141 of the Companies Act, 2013.

8. SECRETARIAL AUDITOR

Pursuant to the provisions of the Section 204 of the Companies Act, 2013 and the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 the Secretarial Audit has been carried out by M/s Kumar Wadhwa & Company, Company Secretaries in Practice and the audit report is annexed to the this report .

9. EXPLANATIONS OR COMMENTS BY THE BOARD ON

a. Auditor report:

There were no qualifications, reservations or adverse remarks made by the Auditors in their report.

b. Secretarial Audit Report:

There were no qualifications, reservations or adverse remarks made by the Company Secretary in practice in his Secretarial Audit report.

10. DECLARATION OF INDEPENDENT DIRECTORS

The Company has received necessary declaration from each Independent Director u/s 149(7) of the Companies Act, 2013 that he/she meets the criteria of independence laid down in u/s 149(6) of the Companies Act, 2013 and Clause 49 of the Listing Agreement.

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

Details of loans, Guarantees, Securities and Investments covered under the Provisions of Section 186 of the Companies Act 2013 are given in the notes to financial statements.

12. PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES

All related party transactions that were entered into during the year were in the ordinary course of business and at an arm's length basis. The particulars of the contracts or arrangements made with related parties pursuant to Section 188 of the Companies Act, 2013 is furnished in form AOC 2 attached to this report.

13. DIVIDEND

Due to insufficient surplus the directors of the Company express their inability to declare any dividend for the current financial year.

14. RESERVES

As the Company has not declared any dividend for the shareholders during the year due to absence of sufficient distributable profits hence it is not required to transfer any amount to the reserves.

15. MATERIAL CHANGES AND COMMITMENTS IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR TO WHICH THIS FINANCIAL STATEMENTS RELATES AND THE DATE OF THE REPORT.

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which this financial statements relate on the date of this report.

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

As the Company's operations do not involve any manufacturing or processing activities the particulars as per the Companies (Accounts) Rules, 2014 regarding conservation of energy, technology absorption are not reportable.

The foreign exchange earnings and outgo as required under Section 134(3) (m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 are:

a) Foreign Exchange Earnings and outgo-

1. Foreign exchange earnings in terms of actual inflows was Nil during the year.
2. Foreign exchange outgo in terms of actual outflows was Nil during the year.

17. STATEMENTS CONCERNING DEVELOPMENT AND IMPLEMENTATION OF THE RISK MANAGEMENT POLICY OF THE COMPANY

Pursuant to Section 134 (3) (n) of the Companies Act, 2013 & Clause 49 of the listing agreement, the Company has in place a mechanism to identify, assess, monitor and mitigate various risks to key business objectives. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis. These are discussed at the meetings of the Audit Committee and the Board of Directors of the Company.

18. DETAILS OF POLICY DEVELOPED AND IMPLEMENTED BY THE COMPANY ON ITS CORPORATE SOCIAL RESPONSIBILITY INITIATIVES

The Company has not developed and implemented any Corporate Social Responsibility initiatives as the said provisions are not applicable to the Company.

19. DISCLOSURE OF COMPOSITION OF AUDIT COMMITTEE AND PROVIDING VIGIL MECHANISM

The audit committee consists of the following members:

- a. Mr.Rakesh Chandra Khanduri

b. Mr.Tarun Somani

c. Ms.Vandana Jain

The Company has established a vigil mechanism for directors and employees to report genuine concerns and oversees the vigil mechanism through the audit committee. The Company has also provided adequate safeguards against victimization of employees and directors who express their concerns. The Company has also provided direct access to the Chairman of the audit committee on reporting issues concerning the interests of the employees and the Company.

20. DIRECTORS

Ms. Vandana Jain and Mr. Neeraj Goenka were appointed on the board of the Company as Additional Directors on 26.03.2015 and 31.03.2015 respectively who shall hold the said office till the conclusion of Annual General Meeting and are proposed to be regularized in the coming annual general meeting and for whom special notice has been given in the notice of Annual General Meeting.

Now the Board comprises of:

S.No	Name	Designation	DIN
1.	Mr.Tarun Kumar Somani	Director	00011233
2.	Mr.Rakesh Chandra Khanduri	Director	03048392
4.	Ms.Vandana Jain	Additional Director	00758358
5.	Mr.Neeraj Goenka	Additional Director	00291367

Mr. Tarun Kumar Somani Director retires by rotation and being eligible offer himself for re-appointment at the ensuing Annual General Meeting.

21. BOARD EVALUATION

Schedule IV of the Companies Act, 2013 states that the performance evaluation of independent directors shall be done by the entire Board of Directors excluding the director being evaluated. The evaluation of Board of Directors and the Board as a whole was conducted based on the criteria and framework adopted by the Board.

22. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

The Company has no Joint Venture and Associate company however it has one wholly owned subsidiary Company whose details are provided below:

<u>S.No.</u>	<u>NAME</u>	<u>RELATION</u>	<u>CIN</u>
1.	INDO EDUCATION PRIVATE LIMITED	Subsidiary	U74999DL2002PTC114185

The details of financial performance of subsidiary company is furnished and attached to this report as an annexure.

23. DEPOSITS

In terms of the provisions of Section 73 of the Companies Act 2013 read with Rules the company has no opening and closing balances and also the company has not accepted any deposit during the Financial Year under review and as such no amount of principal and interest outstanding as on March 31st, 2015.

24. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNAL

There are no significant and material orders issued against the Company by any regulating authority or court or tribunal affecting the going concern status and Company's operation in future.

25. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has established internal control systems which is adequate commensurate with its size and nature of operations so as to ensure smoothness of operations and compliance with applicable legislation.

26. CODE OF CONDUCT

The Board of Directors has laid down Code of Conduct for all Board Members and Senior Management of the Company. The details of which are given under Corporate Governance Report.

27. SHARE CAPITAL

The Company has not issued any shares hence there is no change in the share capital of the company during the financial year under review.

28. PARTICULARS OF EMPLOYEES

The Company had no employee in receipt of remuneration of more than Rs 60 lacs or Rs 5 lacs per month in respect of whom disclosure is required to be made pursuant to Section 197 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

29. CORPORATE GOVERNANCE REPORT

In terms of the circular No.CIR/CFD/Policy Cell/7/2014 dated 15th September 2014 the compliance of provisions of Clause 49 is **not** mandatory for the time being in respect of our company since the paid up capital is not exceeding Rs.10 crore and Net Worth not exceeding Rs.25 crore. As a good corporate governance practice the Company has prepared the Corporate Governance Report which forms an integral part of this Report is set out as separate Annexure, together with the Certificate from the Company Secretary in Practice regarding compliance with the requirements of Corporate Governance as stipulated in Clause 49 of the Listing Agreement.

30. ACKNOWLEDGEMENT

The Directors are thankful to the Bankers, Customers, and Agents for their valuable support and assistance. The Directors wish to place on record their appreciation of the commendable work done, dedication and sincerity by all the employees of the Company at all levels during the year under review.

The Company will make every effort to meet the aspirations of its shareholders and wish to sincerely thank them for their whole hearted co-operation and support at all times.

By and on behalf of Board of Directors
For EMERGENT GLOBAL EDU AND SERVICES LIMITED

DATE: 28th May, 2015
PLACE: NEW DELHI

TARUN SOMANI
CHAIRPERSON
DIN: 00011233

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

COMPANY OVERVIEW

The Company's financial statements have been made out in accordance with the Companies Act 2013, SEBI Guidelines, and generally accepted accounting principles (GAAP) in India on prudent and reasonable basis. These financial statements present in a true and fair manner the substance of transactions and reasonably present the state of affairs, profits and cash flows for the year.

INDUSTRY STRUCTURE AND DEVELOPMENTS

The Economy of India is likely to grow at a good pace. The present competitive environment requires review of the strategies of companies in all the sectors. Your Company shall also explore international education market for growth and development. The Management is of the opinion that international market shall provide immense opportunities for the growth of your Company.

OPPORTUNITIES AND THREATS

With the continuous technological advancements there shall be enormous opportunities in the education sector; it is poised to grow at much larger rate in the coming years. We are looking for avenues in various countries globally, where the students can be sent for various programs abroad.

RISKS AND CONCERNS

As the competition has grown among provider of education services your Company has already started exploring new and international markets for providing its services. The performance of the company is further dependent on the policies of the Government with regard to study abroad courses.

RISK MANAGEMENT

As a prudent business practice, your company has established a robust risk management framework comprising of practices related to developing risk strategy, identification, assessment and monitoring of risks to our business objectives. The Company's Risk Management framework focuses on minimizing impact of risks on our business objective and enables us to leverage on the opportunities effectively. Our risks objectives address risks associated with the economy, regulatory environment, business environment, competition, interest rates, operations, etc.

HUMAN RESOURCE

The Company keeps developing its organizational structure consistently over time. Efforts are made to follow excellent Human Resource practices. Adequate efforts of the staff and management personnel are directed on imparting continuous training to upgrade their skills. The objective of your Company is to create a workplace where every person can achieve his or her full potential. The employees are encouraged to put in their best. Lot of hard work is put in to ensure that new and innovative ideas are given due consideration to achieve the short and long term objectives of your company.

FUTURE OUTLOOK

In view of the company's strategy of exploring the international market there are immense opportunities likely to come up. However, the achievement of real growth, in terms of profit, may take a longer time.

CAUTIONARY STATEMENT

Statements in the Management Discussion and Analysis describing the Company's objectives, expectations, predictions and assumptions may be "FORWARD LOOKING" within the meaning of applicable Securities Laws and Regulations. Actual results may differ materially from those expressed herein, important factors that could influence the Company's operations include domestic economic Conditions affecting demand, supply, price conditions, and change in Government's regulations, tax regimes, other statutes and other factors such as industrial relations.

REPORT ON CORPORATE GOVERNANCE

1. COMPANY'S PHILOSOPHY

The Company believes in adopting best practices in the area of corporate governance and follows the principles of full transparency and accountability by providing information on various issues concerning the Company's business and financial performance to its shareholders. The Company's activities are carried out in accordance with good corporate practices and the Company is constantly striving to better them and adopt the best practices

The Company has adopted a Code of Conduct for Directors & Senior Management. This Code is available on the Company's website www.eesl.in. In terms of the circular No.CIR/CFD/Policy Cell/7/2014 dated 15th September 2014 the compliance of provisions of Clause 49 is **not** mandatory for the time being in respect of our company since the paid up capital is not exceeding Rs.10 crore and Net Worth not exceeding Rs.25 crore.

2. BOARD OF DIRECTORS

Composition of Board

The Board of Directors has an optimum combination of Independent and Non-Executive Directors. As on 31st March 2015, the Board comprises of 4 Directors. The company is professionally managed and its Board of Directors comprised of professionally qualified Directors, who have rich experience in diversified fields.

Non-Executive Directors' compensation and disclosures

No remuneration or sitting fees was being paid to the Non Executive Directors'. No stock options were granted to Non Executive Directors or Independent Directors during the year under review.

Meeting of Board of Directors

There were 06 (Six) Board Meetings held during the year ended March 31, 2015. These were on 14.05.2014, 06.08.2014, 27.10.2014, 14.11.2014, 10.02.2015 and 31.03.2015. The periodicity between two Board Meetings was within the maximum time gap as prescribed in the Listing Agreement / Companies Act, 2013.

The composition of the Board of Directors, their attendance at Board Meetings and last Annual General Meeting is as under:

Name of Director	Number of Board Meetings under tenure		Last AGM attended
	Held	Attended	
Mr. Tarun Kumar Somani	5	5	Yes
Ms. Vandana Jain	1	1	No
Mr. Rakesh Chandra Khanduri	5	5	Yes
Mr. Arvind Mishra*	5	4	Yes
Mr. Neeraj Goenka	1	1	No
Mr. H.P Sohn*	5	1	No

The last Annual General Meeting (AGM) was held on September 30, 2014.

- Mr. Arvind Mishra and Mr. H.P. Sohn, Directors resigned from the directorship of the Company w.e.f. March 31, 2015.

None of the Directors of the Board serve as Members of more than 10 committees nor do they Chairman more than 5 committees as per the requirements of the Listing Agreement.

Code of Conduct

- i. The Board of Directors has laid down Code of Conduct for all Board Members and Senior Management of the Company.
- ii. The Members of the Board of Directors and Senior Management personnel have affirmed the compliance with the Code applicable to them during the year ended 31st March, 2015.

3. AUDIT COMMITTEE

The Audit Committee of the Company is constituted in line with the provisions of Clause 49 of the Listing Agreements with the Stock Exchanges read with Section 177 of the Companies Act, 2013. The Audit Committee has reviewed, over sighted and confirmed the Company's financial reporting process, appointment, re-appointment and removal of external auditors, fixation of audit fee and also approval for payment for any other services, financial statements and draft audit report, including quarterly / half yearly financial information, related party transactions as per Accounting Standard 18 and has reviewed the following mandatory information:

- ✓ Management discussion and analysis of financial condition and results of operations;
- ✓ Statement of significant related party transactions, submitted by management;
- ✓ Management letters / letters of internal control weaknesses issued by Statutory Auditors;
- ✓ Appointment, removal and terms of remuneration of Internal Auditor.

The Composition, Name of Members and Chairman

As on 31st March, 2015, the Audit Committee had three Non-Executive Directors of whom two were Independent Directors. Mr. Rakesh Chandra Khanduri an Independent Director, is the Chairman of the Committee. During the year ended March 31, 2015, 4 (Four) Audit Committee Meetings were held on 14.5.2014, 6.8.2014, 14.11.2014, 10.02.2015. Mr. Rakesh Chandra Khanduri, Chairman of the Audit Committee was present at the last Annual General Meeting held on September 30, 2014.

The composition of the Audit Committee and the attendance of each Member at these meetings are as under:

Name of the Directors	No. of Meetings attended
Mr. Rakesh Chandra Khanduri	4
Mr. Tarun kumar Somani	4
*Mr. Arvind Mishra	4
Ms Vandana Jain	–

*Mr Arvind Mishra has resigned from the Board of the Company on 31 March 2015

The Company Secretary of the Company also acts as Compliance Officer to the Committee.

4. SUBSIDIARY COMPANY

The Company has one subsidiary Company viz. Indo Education Private Limited

5. DISCLOSURES

(a) Related Party Transactions

All related Party transactions were in ordinary course of business and or arms length basis.

(b) Accounting Standards

The Company has followed the Accounting Standards laid down by the Companies Act, 2013.

(c) Risk Management

The Audit Committee regularly reviews the risk management strategy of the Company to ensure the effectiveness of risk management policies and procedures.

(d) Compliance with Regulations

The Company has complied fully with the requirements of the regulatory authorities on capital markets. A penalty of Rs.1,124 was levied by Stock Exchange on account of delay of sending Annual Report to the Exchange by 1 day. There have been no other instances of non-compliance by the Company on any matters related to the capital markets, nor has any penalty been imposed on the Company by the SEBI or any other statutory authority.

(e) Certificate on Corporate Governance

M/s Kumar Wadhwa & Company, Company Secretaries in Practice have furnished the requisite Certificate to the Board of Directors as required by Clause 49 of the Listing Agreement.

(g) Prohibition of Insider Trading

In compliance with the SEBI (Prohibition of Insider Trading) Regulations, 1992, the Company has constituted a comprehensive Code of Conduct for its Senior Management, Staff, and relevant business associates. The code lays down guidelines, which advise them on procedure to be followed and disclosures to be made while dealing with the Shares of the Company.

6. NOMINATION & REMUNERATION COMMITTEE

No remuneration is being paid to any of the Directors. Mr. Rakesh Chandra Khanduri, an Independent Director is the Chairman of the Nomination & Remuneration Committee. The Constitution of the Nomination & remuneration committee is as under:

Name of the Directors
Mr. Rakesh Chandra Khanduri
Ms. Vandana Jain
Mr. Tarun Kumar Somani
Mr. Arvind Mishra*

Mr Arvind Mishra has resigned from the Board of the Company on March 31st, 2015.

7. BRIEF PROFILE OF THE DIRECTOR PROPOSED TO BE RE-APPOINTED

The brief profile of the directors who are to be re appointed as directors in the forth coming annual general meeting has been given in the notice of the Annual General Meeting hence the provisions of clause 49 of the Listing Agreement has been complied with.

8. MEANS OF COMMUNICATION

The quarterly, half yearly and yearly financial results of the Company are sent to the stock exchanges immediately after they are approved by the board. These are also normally published in the Financial Express (English Edition) and Hari Bhoomi / Naya India (Hindi Edition) newspapers.

9. GENERAL BODY MEETINGS

(I) Annual General Meeting (AGM) Details

The last three Annual General Meetings were held as per details below:

Year	Date	Time	Venue
2014	September 30	9.30 A.M	¼, Second Floor, East Patel Nagar, New Delhi-110 008
2013	September 27	10:30 A.M	8 B Sagar 6, Tilak Marg, New Delhi-110001
2012	September 27	10:30 A.M	8 B Sagar 6, Tilak Marg, New Delhi-110001

10. GENERAL SHAREHOLDERS INFORMATION

(A) 32th Annual General Meeting

Date : 30th September, 2015

Time : 10:30 A.M

Venue : "Eminent" C-56 Neeti Bagh, New Delhi-110049.

(B) Date of Book Closure

The Company's Register of Members and Share Transfer Books will remain close from, Wednesday 23rd September, 2015 to Wednesday 30th September, 2015 (both days inclusive).

(C) Financial Year 1st April 2014 to 31st March 2015

(D) Stock Exchanges: Shares of the Company are listed on Bombay Stock Exchange Limited (BSE)

(F) Stock/Scrip Code: 506180

(G) Market Price Data:

Following is the month-wise High/ Low price data for Financial Year 2014-15:

Month	High Price	Low Price
April 2014	114.75	114.75
May 2014	114.75	114.75
June 2014	121.60	114.75
July 2014	121.60	121.60
August 2014	126.45	124.00
September 2014	128.95	128.95
October 2014	128.95	128.95
November 2014	131.00	131.00
December 2014	131.00	128.40
January 2015	128.40	128.40
February 2015	128.40	128.40
March 2015	128.40	128.40

(H) Registrar and Share Transfer Agents :

M/S RCMC SHARE REGISTRY PRIVATE LIMITED., having its registered office at B- 25/1, Okhla Industrial Area Phase_II, New Delhi - 110 020 is the Registrar and Share Transfer Agents of the Company.

(I) Share Transfer System:

The Share Transfer Committee meets as often as possible to approve transfers and related matters as may be required by the Registrars and share Transfer Agents. Shares lodged for transfers are normally processed within ten days from the date of lodgment, if the documents are clear in all respects.

(J) SHAREHOLDERS/INVESTORS GRIEVANCE COMMITTEE

The Shareholders/Investors Grievance Committee has been constituted to look into the redressal of investors' grievances. The Committee comprises of Mr.R.C.Khanduri, Ms.Vandana Jain, and Mr.Neeraj Goenka, Directors of the Company.

Ms.Sabina Nagpal is designated as the Compliance Officer to oversee the investors' grievances. During the period under review, the Company did not receive any investor complaint. No transfer application was pending for registration of transfer as on 31.3.2015.

(K) Dematerialization of Shares

The shares of the Company are permitted for trading on dematerialized form only. The Company's shares are available for trading in the depository system of both NSDL and CDSL. As on March 31st, 2015, Number of 45,68,950 equity shares of `10/- each forming 99.99 % of the share capital of the Company stands dematerialized. The ISIN with NSDL and CDSL is **INE668L01013**.

(L) Shareholding Pattern as on March 31, 2015

S.No	Category	No. of Shares	% of shareholding
1.	Promoters	33,73,600	73.83
2.	Financial Institutions, Banks and Mutual funds	0.00	0.00
3.	Foreign Institutional Investor	4,25,000	9.31
4.	Private Corporate Bodies	6,21,541	13.60
5.	NRI/ OCBs	0.00	0.00
6.	Indian Public	1,48,859	3.26
	Total	45,69,000	100

(L) Distribution Schedule of Shareholding as on March 31, 2015:

No. of Equity Shares.	No. of Shareholders	% to Total	No. of Shares held	% to Total shareholding
Up to 500	56	70	4951	0.11
501 to 1000	1	1.25	954	0.02
1001 to 2000	4	5.00	5695	0.12
2001 to 3000	3	3.75	7750	0.17
3001 to 4000	0	0.00	0	0.00
4001 to 5000	1	1.25	4050	0.09
5001 to 10000	1	1.25	8000	0.18
10001 & ABOVE	14	17.50	4537600	99.31
	80	100	4569000	100

(M) Address for Correspondence:

The shareholders may address their communication/ suggestion/ grievances/ queries to the Company's Registered office or our Share Transfer Agent. The Questions relating to share and requests for transactions such as transfer, transmission and nomination facilities, change of address, may please be taken up with the Registrar and Transfer Agent at above given address.

11. CEO and CFO Certification

The CEO & CFO of the Company have given the certification on financial reporting and internal controls to the Board in terms of Clause 49(V). The Chairman & Managing Director also gives quarterly certification on financial results while placing the financial results before the Board in terms of Clause 41 of Listing Agreement.

12. Compliance Officer

The Board had Designated Ms. Sabina Nagpal, Company Secretary of the Company as a Compliance Officer of the Company.

Compliance Officer

Emergent Global Edu and Services Limited

8B Sagar 6, Tilak Marg,

New Delhi-110001.

E-mail: cs@somanigroup.com

Phone: 011-23782022

Fax: 011-23782806

FOR EMERGENT GLOBAL EDU AND SERVICES LIMITED

Place: NEW DELHI

Date: 28th MAY, 2015

TARUN KUMAR SOMANI

CHAIRPERSON

DIN: 00011233

CERTIFICATE ON CORPORATE GOVERNANCE

To,

The Members
Emergent Global Edu and Services Limited

In terms of the circular No.CIR/CFD/Policy Cell/7/2014 dated 15th September 2014 the compliance of provisions of Clause 49 is **not** mandatory for the time being in respect of the Company since the paid up capital is not exceeding Rs.10 crore and Net Worth not exceeding Rs.25 crore.

At the instance of the management for the good Corporate Governance, we have examined all relevant records of Emergent Global Edu and Services Limited ('the Company') for the purpose of certifying of the compliance of the conditions of Corporate Governance under Clause 49 of the Listing Agreement with Stock Exchanges for the Financial Year ended 31st March, 2015. We have obtained all the information and explanations, which are to the best of our knowledge and belief, were necessary for the purposes of certification.

The compliance of the condition of Corporate Governance is responsibility of the management. Our Examination has been limited to a review of the procedure and implementations thereof. This certificate is neither an assurance for the future viability of the company nor of the efficiency or effectiveness with which the management has conducted the affairs of the company.

On the basis of our examination of the records produced explanations and information furnished, we certify that the Company has substantially complied with the conditions of Corporate Governance as stipulated in Clause 49 of the above mentioned Listing Agreement as applicable to the Company.

Place: New Delhi
Date: 28th MAY, 2015

For Kumar Wadhwa & Co.
Company Secretaries in Practice

Sanjay Kumar
CP No. 7027

Form No. MGT-11**Proxy form**

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

CIN: L80902DL1983PLC209722

Name of the company: EMERGENT GLOBAL EDU AND SERVICES LIMITED

Registered office: 8B SAGAR 6, TILAK MARG, NEW DELHI-110001

Name of Member(s) :

Registered address :

E-mail Id :

Folio No/ Client Id:

DP ID :

I/We, being the member (s) of shares of the above named company, hereby appoint

1. Name : Address :

E-mail Id : Signature :

or failing him

2. Name : Address :

E-mail Id : Signature :

or failing him

3. Name : Address :

E-mail Id : Signature :

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 32th Annual general meeting of the company, to be held on Wednesday, the 30th day of September, 2015 at 10:30 A.M. at Eminent C-56 Neeti Bagh, New Delhi-110049 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	RESOLUTIONS	Optional	
		For	Against
Ordinary Business			
1.	Ordinary Resolution for adoption of Audited Financial Statements for the year ended March 31, 2015.		
2.	Ordinary Resolution that Mr. Tarun Kumar Somani, retires by rotation and being eligible for re-appointment, as a Director of the company.		
3.	Ordinary Resolution under Section 139 of the Companies Act, 2013 for ratification of appointment of M/s Rajendra k. Goel & Co. Chartered Accountants, as Statutory Auditors of the Company and fixing their remuneration.		
Special Business			
4.	Ordinary Resolution for appointment of Ms. Vandana Jain, an additional Director of the Company as Independent Director.		
5.	Ordinary Resolution for appointment of Mr. Neeraj Goenka an additional Director of the Company as a Director liable to retire by rotation.		

Signed this..... day of..... 20.....

Signature of shareholder

Signature of Proxy holder(s)

Affix Revenue
Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

Form No. MGT-9
EXTRACT OF ANNUAL RETURN

as on the financial year ended on 31st March 2015

[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

i)	CIN	L80902DL1983PLC209722
ii)	Registration Date	26/03/1983
iii)	Name of the Company	EMERGENT GLOBAL EDU AND SERVICES LIMITED
iv)	Category / Sub-Category of the Company	COMPANY LIMITED BY SHARES INDIAN NON GOVERNMENT COMPANY
v)	Address of the Registered office and contact details	8B SAGAR 6 TILAK MARG NEW DELHI-110001
vi)	Whether listed company	Yes
vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	RCMC SHARE REGISTRY PRIVATE LIMITED

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1	Providing educational services	-	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -

S.No.	<u>NAME AND ADDRESS OF THE COMPANY</u>	<u>HOLDING/SUBSIDIARY/ASSOCIATE</u>	<u>CIN</u>	<u>% of shares held</u>	<u>Applicable Section</u>
1.	Indo Education Private Limited	Subsidiary	U74999DL2002PTC114185	100	2(87)

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

Category wise shareholding:

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A.Promoters 1.Indian									
a)Individual/HUF	418600	-	418600	9.16	418600	-	418600	9.16	NA
b) Central Govt	-								
c) State Govt									
d) Bodies Corp	2955000	-	2955000	64.67	2955000		2955000	64.67	NA
e) Any Other....	-	-	-	-	-	-	-	-	-
g) NRIs –Individuals	-	-	-	-	-	-	-	-	-
(h) Other – Individuals	-	-	-	-	-	-	-	-	-
i) Bodies Corp.	-	-	-	-	-	-	-	-	-
j) Banks / FIIs	-	-	-	-	-	-	-	-	-
k) Any Other....	-	-	-	-	-	-	-	-	-
Sub Total (A)(1):-	3373600	-	3373600	73.83	3373600	-	3373600	73.83	NA
2.FOREIGN	-	-	-	-	-	-	-	-	-
(a) NRIs - Individuals	-	-	-	-	-	-	-	-	-
(b) Other – Individuals	-	-	-	-	-	-	-	-	-
(c)Bodies Corp.	-	-	-	-	-	-	-	-	-
(d)Banks/ FI	-	-	-	-	-	-	-	-	-
(e) Any Other	-	-	-	-	-	-	-	-	-
Sub Total (A) (2):-	-	-	-	-	-	-	-	-	-
Total Shareholding of Promoter A)=(A)(1)+(A)(2)	3373600		3373600	73.83	3373600		3373600	73.83	NA
B. Public Shareholding 1.Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FII	-	-	-	-	-	-	-	-	-
c)Central Govt.	-	-	-	-	-	-	-	-	-
d)State Govt.	-	-	-	-	-	-	-	-	-
e)Venture Capital Funds	-	-	-	-	-	-	-	-	-
f)Insurance Companies	-	-	-	-	-	-	-	-	-
g)FIIs	425000	-	425000	9.30	425000	-	425000	9.30	NA
h)Foreign Venture Capital Funds									
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):-	425000		425000	9.30	425000		425000	9.30	NA

2. Non- Institutions									
a) Bodies Corp.									
i) Indian	621541	-	621541	13.61	621541			13.61	NA
ii) Overseas b)									
Individuals	-	-	-	-	-	-	-	-	-
i) Individual shareholders holding nominal share capital upto Rs. 1 Lakh	29809	50	29859	0.66	29809	50	29859	0.66	NA
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	-	-	-	-	-	-	-	-	-
c) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(2):-	770350	50	770400	16.87	770350	50	770400	16.87	NA
Total public shareholding (B)= (B) (1)+ (B)(2)	1195350	50	1195400	26.17	1195350	50	1195400	26.17	NA
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	4568950	50	4569000	100	4568950	50	4569000	100	NA

(ii) Shareholding of Promoters

Sl No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Tarun Kumar Somani	92750	2.02	-	92750	2.02	-	-
2	Saroj Somani	79000	1.73	-	79000	1.73	-	-
3	Shruti Somani	79000	1.73	-	79000	1.73	-	-
4	Saatvik Somani	167850	3.67	-	167850	3.67	-	-
5	INDO POWERTECH LIMITED	1650000	36.11	-	1650000	36.11	-	-
6	UNI COKE PRIVATE LIMITED	1305000	28.56	-	1305000	28.56	-	-
	Total	3373600	73.84	-	3373600	73.84	-	-

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

There is no change in promoter shareholding during the year ending on March 31st, 2015.

(iv) **Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):**

Sl. No.	Name of the shareholder	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1	Alps Vyapar Private Limited	522500	11.44	522500	11.44
2	Davos International Fund	212500	4.65	212500	4.65
3	Stream Value Fund	212500	4.65	212500	4.65
4	Anushikha Investments Private Limited	97500	2.14	97500	2.14
5	Ragvender Mohta	42000	0.92	42000	0.92
6	Neela Bajaj	42000	0.92	42000	0.92
7	Atul Bajaj	23500	0.51	23500	0.51
8	Seema Khullar	11500	0.25	11500	0.25
9	D.K Jain	8000	0.18	8000	0.18
10	Atul Kumar Varma	4050	0.08	4050	0.08
	Total	1176050	25.74	1176050	25.74

There is no change in shareholding pattern of top Ten shareholders during the year ending on March 31st, 2015.

(v) **Shareholding of Directors and Key Managerial Personnel:**

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the	No. of shares	% of total shares of the company
1	For Each of the Directors and KMP				
2	At the beginning of the year	92750	2.02	92750	2.02
3	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase/ decrease(e.g. allotment / transfer / bonus/ sweat equity etc):	NA	NA	NA	NA
4	At the End of the year	92750	2.02	92750	2.02

* There was no change in the shareholding of Director and Key Managerial Personnel

VI. INDEBTEDNESS

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

VII. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager: **NIL**

B. Remuneration to other directors: **NIL**

(Rs. Per month)

C. REMUNE	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
1.	Gross salary (per month) (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 Value of perquisites u/s17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	91667	60563	64500	216730
2.	Stock Option	Nil	Nil	Nil	
3.	Sweat Equity	Nil	Nil	Nil	
4.	Commission- as % of profit - others, specify...	Nil	Nil	Nil	
5.	Others, please specify	Nil	Nil	Nil	
	Total	91667	60563	64500	216730

VIII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

There is no proceedings initiated or pending against the Company in any Court, Tribunal or any Authority.

FORM NO. AOC -2

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

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arms length transaction under third proviso thereto.

Details of contracts or arrangements or transactions not at Arm's length basis.

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

Details of contracts or arrangements or transactions at Arm's length basis.

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	Indo Investments Private Limited
b)	Nature of contracts/arrangements/transaction	Lease rent paid
c)	Duration of the contracts/arrangements/transaction	11 months
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	Lease rent of Rs.5,000 per month is paid
e)	Date of approval by the Board	14.5.2014
f)	Amount paid as advances, if any	-

For EMERGENT GLOBAL EDU AND SERVICES LIMITED

DATE: 28th MAY, 2015
PLACE: NEW DELHI

TARUN SOMANI
CHAIRPERSON
DIN: 00011233

SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2015

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

To,
Members of
EMERGENT GLOBAL EDU AND SERVICES LIMITED
8B, 'Sagar' 6, Tilak Marg
New Delhi 110001

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/S EMERGENT GLOBAL EDU AND SERVICES LIMITED (L80902DL1983PLC209722)** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon. Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period ended on 31ST March, 2015, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

1. We have examined the books, papers, minute books, forms and returns filed and other records maintained by **M/S EMERGENT GLOBAL EDU AND SERVICES LIMITED ("The Company")** for the period ended on 31ST March, 2015 according to the provisions of:

- I. The Companies Act, 2013 (**the Act**) and the Rules made there under;
- II. The Securities Contracts (Regulation) Act, 1956 (**'SCRA'**) and the Rules made there under;
- III. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- III. Foreign Exchange Management Act, 1999 and the Rules and Regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- IV. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (**'SEBI Act'**) to the extent applicable to the Company:-
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009:-
Not Applicable to the Company during the Audit Period
 - d. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - e. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 **Not Applicable to the Company during the Audit Period**
 - f. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **Not Applicable to the Company during the Audit Period**
 - g. the Company has complied with the requirements under the Equity Listing Agreements entered into with BSE Limited, Mumbai ; and
 - h. The Memorandum and Articles of Association.

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

- i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- ii) The Listing Agreements entered into by the Company with the BSE Limited, Mumbai.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, Listing Agreements etc mentioned above.

2. I further report that the Company has, in my opinion, complied with the provisions of the Companies Act, 1956 and the Rules made under that Act and the provisions of Companies Act, 2013 as notified by Ministry of Corporate Affairs and the Memorandum and Articles of Association of the Company, with regard to:

- a) maintenance of various statutory registers and documents and making necessary entries therein;
- b) closure of the Register of Members.
- c) forms, returns, documents and resolutions required to be filed with the Registrar of Companies and the Central Government;
- d) service of documents by the Company on its Members, Auditors and the Registrar of Companies;
- e) notice of Board meetings and Committee meetings of Directors;
- f) the meetings of Directors and Committees of Directors including passing of resolutions by circulation;
- g) the 31st Annual General Meeting held on 30th September 2014.
- h) minutes of proceedings of General Meetings and of the Board and its Committee meetings;
- i) approvals of the Members, the Board of Directors, the Committees of Directors and the government authorities, wherever required;
- j) Constitution of the Board of Directors / Committee(s) of Directors, appointment, retirement and reappointment of Directors.;
- k) appointment and remuneration of Auditors ;
- l) transfers and transmissions of the Company's shares and issue and dispatch of duplicate certificates of shares;
- m) borrowings and registration, modification and satisfaction of charges wherever applicable;
- n) investment of the Company's funds including investments and loans to others;
- o) form of balance sheet as prescribed under Part I, form of statement of profit and loss as prescribed under Part II and General Instructions for preparation of the same as prescribed in Schedule VI to the Act;
- p) Directors' report;
- q) contracts, common seal, registered office and publication of name of the Company; and
- r) Generally, all other applicable provisions of the Act and the Rules made under the Act.

3. I further report that:

- The Board of Directors of the Company is duly constituted with optimum combination of Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- Adequate notice is given to all directors to attend the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance.
- Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.
- The Company has obtained all necessary approvals under the various provisions of the Act; and
- A penalty of Rs. 1124 was imposed during the year under review for a delay of 1 day in sending the Annual report. However, there was no prosecution initiated and no fine was imposed during the year under review under the Act, SEBI Act, SCRA, Depositories Act, against / on the Company, its Directors and Officers.
- The Directors have complied with the disclosure requirements in respect of their eligibility of appointment, their being independent and compliance with the Code of Business Conduct & Ethics for Directors and Management Personnel;

4. The Company has complied with the provisions of the Securities Contracts (Regulation) Act, 1956 and the Rules made under that Act, with regard to maintenance of minimum public shareholding.

5. I further report that the Company has complied with the provisions of the Depositories Act, 1996 and the Byelaws framed thereunder by the Depositories with regard to dematerialization / rematerialisation of securities and reconciliation of records of dematerialized securities with all securities issued by the Company.

6. The Company has complied with the provisions of the FEMA, 1999 and the Rules and Regulations made under that Act to the extent applicable.

7. I further report that:

a. the Company has complied with the requirements under the Equity Listing Agreements entered into with BSE Limited, Mumbai ;

b. the Company has complied with the provisions of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 including the provisions with regard to disclosures and maintenance of records required under the said Regulations;

c. the Company has complied with the provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 including the provisions with regard to disclosures and maintenance of records required under the said Regulations;

8. I further report that based on the information received and records maintained there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

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

FOR KUMAR WADHWA & COMPANY
COMPANY SECRETARIES

Place : New Delhi
Date : 28th May, 2015

SANJAY KUMAR
(Partner)
C.P NO :7027

Independent Auditor's Report

To the Members of Emergent Global Edu and Services Limited

Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of **Emergent Global Edu and Services Limited** ("the Company"), which comprise the Balance Sheet as at 31st March, 2015, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibilities for the Standalone Financial Statements

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

Auditor's Responsibilities

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

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

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2015, and its profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure - A statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e) On the basis of the written representations received from the directors as on 31st March, 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
 - f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company does not have any pending litigations which would impact its financial position.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
 - iv. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For Rajendra K. Goel & Co.
Chartered Accountants
Firm's Registration No. 001457N

R. K. Goel
Partner
M. No. 006154

Place: New Delhi
Date: 28th May, 2015

ANNEXURE – “A” TO THE AUDITOR’S REPORT

Referred to in paragraph (1) of our report to the members of **M/s Emergent Global Edu and Services Limited** (Formerly Emergent Energy And Services Limited) on the account for the year ended 31st March, 2015

- (i) Since the company does not own any fixed assets, the clause (i) of the paragraph 3 of the order related to maintenance of proper records, physical verification and valuation of fixed assets are not applicable.
- (ii) The company does not hold any inventory; accordingly the provisions of the clause ii (a), ii (b) & ii (c) of the paragraph of the order, related to inventory, are not applicable.
- (iii) The Company has granted unsecured loan to a Company covered in the register maintained under section 189 of the Companies Act. Outstanding balance of which as on 31st March, 2015 was Rs. 12.93 Crores (Maximum amount outstanding during the year was Rs. 12.93 Crores)
 - (a) The receipts of principal amount and interest are regular.
 - (b) In our opinion and according to information and explanations given to us reasonable steps have been taken by the company for recovery of the principal and interest in cases where overdue amount exceeds Rs. One lakh
- (iv) In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business with regard to procurement of services and for rendering of services. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal control system.
- (v) The Company has not accepted any deposit within the meaning of the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Companies Act and the rules framed there under. Therefore the provisions of clause (v) of the paragraph 3 & 4 of the order are not applicable;
- (vi) The company is having Consultancy Business therefore the provisions referred to in sub section (1) of the section 148 of the Companies Act, does not applies.
- (vii) (a) According to information and the explanation given to us and the records of the company examined by us, in our opinion undisputed statutory dues including Provident Fund and Employees’ State Insurance, Income-Tax, Custom Duty, Excise Duty, Cess and any other statutory dues, if applicable, have been regularly deposited by the company, with the appropriate authorities. There are no undisputed statutory dues which have remained outstanding as on 31st March 2015, for a period of more than six months from the date they became payable.
 - (b) According to the records of the company and the information and explanation given to us, no disputed amounts in respect of Income tax, sales tax, wealth tax, custom duty and excise duty were outstanding as at 31st March 2015.
- (viii) The company has no accumulated losses and it has not incurred cash losses in the financial year ended on that date.
- (ix) Based on our examination of documents and records and according to the information and explanations given to us the company has not defaulted in repayment of dues of financial institutions and banks.

- (x) According to the information and explanations given to us the company has not given any guarantee for loans taken by others from banks or financial institutions.
- (xi) In our opinion, the term loans have been applied for the purpose for which they were obtained;
- (xii) Based upon the audit procedures performed and the information and explanations given by the management, we report that no material fraud on or by the company has been noticed or reported during the course of our audit.

For Rajendra K. Goel & Co.
Chartered Accountants
Firm Registration Number – 001457N

R. K. Goel
Partner
(M. No. 6154)

Place: New Delhi
Date: 28th May, 2015

EMERGENT GLOBAL EDU AND SERVICES LIMITED
(FORMERLY EMERGENT ENERGY AND SERVICES LIMITED)
BALANCE SHEET AS AT MARCH 31, 2015

	PARTICULARS	NOTE NO.	AS AT 31.03.2015	AS AT 31.03.2014
I	EQUITY & LIABILITIES			
1	SHAREHOLDER'S FUNDS			
	- SHARE CAPITAL	1	4,56,90,000	4,56,90,000
	- RESERVES & SURPLUS	2	9,61,37,411	9,51,14,695
			14,18,27,411	14,08,04,695
	NON-CURRENT LIABILITIES			
	- LONG TERM PROVISIONS	3	1,67,312	1,23,768
			1,67,312	1,23,768
2	CURRENT LIABILITIES			
	- OTHER CURRENT LIABILITIES	4	11,33,738	9,46,715
	- SHORT TERM PROVISIONS	5	12,94,703	26,61,192
			24,28,441	36,07,907
	TOTAL (1+2) :-		14,44,23,164	14,45,36,370
II	ASSETS			
1	NON-CURRENT ASSETS			
	- NON-CURRENT INVESTMENTS	6	33,00,000	33,00,000
	- DEFERRED TAX ASSETS (NET)	16.15	67,739	47,063
	- LONG TERM LOANS & ADVANCES	7	12,93,17,000	12,00,00,000
	- OTHER NON-CURRENT ASSETS	8	-	35,00,000
			13,26,84,739	12,68,47,063
2	CURRENT ASSETS			
	- CASH & CASH EQUIVALENTS	9	16,99,518	1,40,79,115
	- SHORT TERM LOANS & ADVANCES	10	20,71,633	30,97,989
	- OTHER CURRENT ASSETS	11	79,67,274	5,12,203
			1,17,38,425	1,76,89,307
	TOTAL (1+2) :-		14,44,23,164	14,45,36,370

SIGNIFICANT ACCOUNTING POLICIES & NOTES ON ACCOUNTS

16

AS PER OUR REPORT OF EVEN DATE ATTACHED FOR AND ON BEHALF OF THE BOARD

FOR RAJENDRA K. GOEL & CO
CHARTERED ACCOUNTANTS
FRN No- 001457N

T.K. SOMANI
DIRECTOR

R. C. KHANDURI
DIRECTOR

(R. K. GOEL)
PARTNER
M.NO. 6154

SABINA NAGPAL
COMPANY SECRETARY
& LAW OFFICER

PLACE : NEW DELHI
DATED : 28.05.2015

EMERGENT GLOBAL EDU AND SERVICES LIMITED
(FORMERLY EMERGENT ENERGY AND SERVICES LIMITED)
PROFIT AND LOSS STATEMENT FOR THE YEAR ENDED MARCH 31, 2015

	PARTICULARS	NOTE NO.	FOR THE YEAR ENDED 31.03.2015	FOR THE YEAR ENDED 31.03.2014
I	REVENUE FROM OPERATION		7,85,000	9,00,000
II	OTHER INCOME	12	94,78,842	95,69,174
III	TOTAL REVENUE (I+ II)		1,02,63,842	1,04,69,174
IV	EXPENSES:			
	- EMPLOYEE BENEFITS EXPENSE	13	65,75,441	57,52,669
	- OTHER EXPENSES	14	21,29,325	22,92,644
	- PAYMENT TO AUDITORS	15	48,315	48,315
	TOTAL EXPENSES		87,53,081	80,93,628
V	PROFIT BEFORE EXCEPTIONAL AND EXTRAORDINARY ITEMS AND TAX (III - IV)		15,10,761	23,75,546
VI	EXCEPTIONAL ITEMS		-	-
VII	PROFIT BEFORE EXTRAORDINARY ITEMS AND TAX (V - VI)		15,10,761	23,75,546
VIII	EXTRAORDINARY ITEMS		-	-
IX	PROFIT BEFORE TAX (VII - VIII)		15,10,761	23,75,546
X	TAX EXPENSE			
	- CURRENT TAX		4,93,000	7,97,000
	- EARLIER YEAR TAX		15,721	(5,787)
	- DEFERRED TAX	16.15	(20,676)	(39,952)
	TOTAL TAX EXPENSES		4,88,045	7,51,261
XI	PROFIT FOR THE PERIOD FROM CONTINUING OPERATION (IX - X)		10,22,716	16,24,285
XII	PROFIT/(LOSS) FROM DISCONTINUING OPERATION		-	-
XIII	TAX EXPENSE OF DISCONTINUING OPERATIONS		-	-
XIV	PROFIT/(LOSS) FROM DISCONTINUING OPERATION (AFTER TAX) (XII-XIII)		-	-
XV	PROFIT/(LOSS) FOR THE PERIOD (XI+XIV)		10,22,716	16,24,285
XVI	EARNINGS PER EQUITY SHARE:			
	- BASIC	16.19	0.22	0.36
	- DILUTED	16.19	0.22	0.36

SIGNIFICANT ACCOUNTING POLICIES & NOTES ON ACCOUNTS

16

AS PER OUR REPORT OF EVEN DATE ATTACHED

FOR AND ON BEHALF OF THE BOARD

FOR RAJENDRA K. GOEL & CO
 CHARTERED ACCOUNTANTS

FRN No- 001457N

T.K. SOMANI
 DIRECTOR

R. C. KHANDURI
 DIRECTOR

(R. K. GOEL)
 PARTNER
 M.NO. 6154

SABINA NAGPAL
 COMPANY SECRETARY
 & LAW OFFICER

PLACE : NEW DELHI
 DATED : 28.05.2015

**EMERGENT GLOBAL EDU AND SERVICES LIMITED
(FORMERLY EMERGENT ENERGY AND SERVICES LIMITED)**

**CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2015
AS PER ACCOUNTING STANDERED-3 ISSUED BY ICAI**

S. NO.	PARTICULARS	FOR THE YEAR ENDED 31.03.2015	FOR THE YEAR ENDED 31.03.2014
A.	Cash Flow from Operating Activities		
	Net Profit/Loss Before Tax and Extra-Ordinary Items	15,10,761	23,75,546
	Less: Interest & Other Income	(94,24,944)	(94,72,963)
	Operating Loss before Working Capital Changes	(79,14,183)	(70,97,417)
	Adjustments For		
	Increase/Decrease in Trade and Other Receivables	(6,282)	(2,054)
	Increase/Decrease in Trade Payables	2,31,078	1,82,631
	Cash Generated /Lost from Operations	(76,89,387)	(69,16,840)
	Less: Taxes Paid	(8,43,083)	(19,28,492)
	Net Cash Flow from Operating Activities	(85,32,470)	(88,45,332)
B.	Cash Flow from Investing Activities		
	Loan to Subsidiary Company	(93,17,000)	-
	Interest Received	19,69,873	1,01,40,984
	Purchases of Mutual Fund	-	-
	Dividend Received	-	-
	Sale of Mutual Fund	-	-
	Investment in Equity Shares of Indo Education P Ltd	-	-
	Net Cash Flow from Investing Activities	(73,47,127)	1,01,40,984
C.	Cash Flow from Financing Activities		
	Issue of Equity Shares with Premium	-	-
	Net Cash Flow from Financing Activities	-	-
	Net Increase/Decrease In Cash & Cash Equivalent	(1,58,79,597)	12,95,652
	Opening Cash & Cash Equivalent	1,75,79,115	1,62,83,463
	Closing Cash & Cash Equivalent	16,99,518	1,75,79,115

AS PER OUR REPORT OF EVEN DATE ATTACHED FOR AND ON BEHALF OF THE BOARD

FOR RAJENDRA K. GOEL & CO
CHARTERED ACCOUNTANTS
FRN No- 001457N

T.K. SOMANI
DIRECTOR

R. C. KHANDURI
DIRECTOR

(R. K. GOEL)
PARTNER
M.NO. 6154

SABINA NAGPAL
COMPANY SECRETARY
& LAW OFFICER

PLACE : NEW DELHI
DATED : 28.05.2015

EMERGENT GLOBAL EDU AND SERVICES LIMITED
(FORMERLY EMERGENT ENERGY AND SERVICES LIMITED)
NOTES FORMING PART OF THE BALANCE SHEET

PARTICULARS	AS AT 31.03.2015	AS AT 31.03.2014
NOTE NO- 1		
SHARE CAPITAL		
AUTHORISED:		
2,00,00,000 EQUITY SHARES (PREVIOUS YEAR 2,00,00,000 EQUITY SHARES) OF Rs. 10/- EACH	20,00,00,000.00	20,00,00,000.00
ISSUED, SUBSCRIBED & PAID UP:		
45,69,000 EQUITY SHARES (PREVIOUS YEAR 45,69,000 EQUITY SHARES) OF Rs. 10/- EACH	4,56,90,000	4,56,90,000

Reconciliation of the shares outstanding at the beginning and at the end of the period		
EQUITY SHARES AT RS. 10 EACH	AS AT 31.03.2015	AS AT 31.03.2014
SHARES OUTSTANDING AT THE BEGINNING OF THE YEAR	45,69,000	45,69,000
SHARES ISSUED DURING THE YEAR	-	-
SHARES BOUGHT BACK DURING THE YEAR	-	-
ANY OTHER MOVEMENT (PLEASE SPECIFY)	-	-
SHARES OUTSTANDING AT THE END OF THE YEAR	45,69,000	45,69,000

Detail of shareholders holding more than 5% shares in the company		
NAME OF SHAREHOLDERS	AS AT 31.03.2015	AS AT 31.03.2014
	No. of shares / % holding in the class	No. of shares / % holding in the class
M/S INDO POWERTECH LIMITED	16,50,000 / 36.11 %	16,50,000 / 36.11 %
M/S UNI COKE PRIVATE LIMITED	13,05,000 / 28.56 %	13,05,000 / 28.56 %
M/S ALPS VYAPAR PRIVATE LIMITED	5,22,500 / 11.44 %	5,22,500 / 11.44 %

Terms/ rights attached to equity shares

Class of Equity Shares, Par Value, Vote per Share, dividend proposed, Distribution at the time of liquidation of co.

The company has only one class of equity shares having a par value of Rs.10 per share. Each holder of equity shares is entitled to one vote per share. The company declares and pays dividend in Indian rupees.

In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

NOTE NO- 2		
RESERVES & SURPLUS		
- CAPITAL RESERVES	2,000	2,000
- SECURITIES PREMIUM RESERVE	8,48,00,000	8,48,00,000
SURPLUS/(DEFICIT) IN THE STATEMENT OF PROFIT & LOSS		
BALANCE AS PER THE LAST FINANCIAL STATEMENTS	1,03,12,695	86,88,410
PROFIT FOR THE YEAR	10,22,716	16,24,285
NET SURPLUS IN THE STATEMENT OF PROFIT & LOSS	1,13,35,411	1,03,12,695
TOTAL RESERVES & SURPLUS	9,61,37,411	9,51,14,695
NOTE NO- 3		
LONG-TERM PROVISIONS		
PROVISION FOR EMPLOYEE BENEFITS		
- PROVISION FOR GRATUITY (REFER NOTE NO - 16.17)	1,67,312	1,23,768
	1,67,312	1,23,768
NOTE NO- 4		
OTHER CURRENT LIABILITIES		
- DUTIES & TAXES PAYABLE	16,590	42,620
- EXPENSES PAYABLE	11,17,148	9,04,095
	11,33,738	9,46,715
NOTE NO- 5		
SHORT TERM PROVISIONS		
- FOR INCOME TAX	12,90,000	26,57,000
- PROVISION FOR GRATUITY (REFER NOTE NO -16.17)	4,703	4,192
	12,94,703	26,61,192

EMERGENT GLOBAL EDU AND SERVICES LIMITED
(FORMERLY EMERGENT ENERGY AND SERVICES LIMITED)
NOTES FORMING PART OF THE BALANCE SHEET

PARTICULARS	AS AT 31.03.2015	AS AT 31.03.2014
NOTE NO- 6		
NON-CURRENT INVESTMENTS		
UN QUOTED - NON TRADE INVESTMENTS IN SHARES		
2,75,000 (PREVIOUS YEAR 2,75,000) EQUITY SHARES OF INDO EDUCATION PRIVATE LIMITED BEING A 100% SUBSIDIARY COMPANY	33,00,000	33,00,000
TOTAL UN QUOTED INVESTMENTS	33,00,000	33,00,000
TOTAL NON-CURRENT INVESTMENTS	33,00,000	33,00,000
NOTE NO- 7		
LONG TERM LOANS & ADVANCES		
LOANS AND ADVANCES TO RELATED PARTIES		
(UNSECURED, CONSIDERED GOOD)		
LOAN TO INDO EDUCATION PVT. LTD. (SUBSIDIARY COMPANY)	12,93,17,000	12,00,00,000
	12,93,17,000	12,00,00,000
NOTE NO- 8		
OTHER NON-CURRENT ASSETS		
FIXED DEPOSIT WITH BANK		
- MATURITY PERIOD MORE THAN 12 MONTHS	-	35,00,000
	-	35,00,000
NOTE NO- 9		
CASH & CASH EQUIVALENTS		
- BALANCE WITH BANK		
IN CURRENT ACCOUNT	5,17,743	75,57,727
- CASH ON HAND	22,298	10,263
- FOREIGN CURRENCY IN HAND	9,477	11,125
- OTHER BANK BALANCE		
IN FIXED DEPOSITS (MORE THAN 3 MONTHS & NOT LESS THAN 12 MONTHS)	11,50,000	65,00,000
IN FIXED DEPOSITS (MORE THAN 12 MONTHS)	-	-
	16,99,518	1,40,79,115
NOTE NO- 10		
SHORT TERM LOANS & ADVANCES		
(UNSECURED, CONSIDERED GOOD)		
ADVANCES RECOVERABLE IN CASH OR IN KIND OR FOR VALUE TO BE RECEIVED		
- PREPAID EXPENSES	3,281	2,054
- ADVANCE TAX INCLUDING TDS	20,63,297	30,95,935
- OTHER RECEIVABLE	5,055	-
	20,71,633	30,97,989
NOTE NO- 11		
OTHER CURRENT ASSETS		
- INTEREST RECEIVABLE	79,67,274	5,12,203
	79,67,274	5,12,203

EMERGENT GLOBAL EDU AND SERVICES LIMITED
(FORMERLY EMERGENT ENERGY AND SERVICES LIMITED)
NOTES FORMING PART OF THE PROFIT AND LOSS STATEMENT

PARTICULARS	FOR THE YEAR ENDED 31.03.2015	FOR THE YEAR ENDED 31.03.2014
NOTE NO- 12		
OTHER INCOME		
- INTEREST ON FIXED DEPOSIT (TDS ON INTEREST RS. 1,12,128/- PREVIOUS YEAR RS. 1,00,791/-)	6,25,648	10,72,963
- INTEREST ON LOAN (TDS ON INTEREST RS. 8,40,000/- PREVIOUS YEAR RS. 8,40,000/-)	87,99,296	84,00,000
- INTEREST ON I.T REFUND	-	11,434
- MISC INCOME	53,898	84,777
	94,78,842	95,69,174
NOTE NO- 13		
EMPLOYEE BENEFITS EXPENSE		
- SALARIES & ALLOWANCES	59,85,048	54,57,641
- OTHER BENEFITS	5,86,436	2,91,933
- STAFF WELFARE	3,957	3,095
	65,75,441	57,52,669
NOTE NO- 14		
OTHER EXPENSES		
- RENT CHARGES	67,416	67,416
- TRAVELING EXPENSES	6,69,792	9,57,617
- LEGAL & PROFESSIONAL CHARGES	41,162	3,25,489
- FEES & SUBSCRIPTION	31,345	8,476
- FILLING FEES	7,059	1,372
- LISTING FEES	1,19,101	23,595
- BUSINESS PROMOTION EXPENSES	1,70,119	2,49,808
- CONVEYANCE EXPENSES	1,31,604	88,359
- POSTAGE & COURIER EXPENSES	460	1,909
- NET LOSS ON FOREIGN CURRENCY TRANSACTION	1,648	-
- TELEPHONE & INTERNET EXPENSES	61,248	46,381
- ELECTRICITY EXPENSES	14,932	12,085
- REPAIRS & MAINTENANCE	1,76,648	22,003
- DONATION	-	8,604
- ADVERTISEMENT EXPENSES	1,45,455	2,35,309
- MISCELLANEOUS EXPENSES	47,367	3,471
- PRINTING & STATIONARY	34,652	30,347
- BANK CHARGES	3,897	3,649
- SECURITY EXPENSES	4,05,420	81,754
- PENALTY	-	1,25,000
	21,29,325	22,92,644
NOTE NO- 15		
PAYMENT TO AUDITORS		
- STATUTORY AUDIT FEES (INCLUSIVE OF SERVICE TAX RS. 5,315.00)	48,315	48,315
	48,315	48,315

**EMERGENT GLOBAL EDU AND SERVICES LIMITED
(FORMERLY EMERGENT ENERGY AND SERVICES LIMITED)**

Notes Forming Part of The Balance Sheet and Profit & Loss Statement

Note No. – 16

A. SIGNIFICANT ACCOUNTING POLICIES.

16.1 System of Accounting

The company generally follows the accrual basis of accounting both as to income and expenditure except those with significant uncertainties.

16.2 Method of Accounting

Assets and liabilities are recorded at historical cost. These costs are not adjusted to reflect the changing value in the purchasing power of money.

16.3 Revenue Recognition

Services Income is recognized when service render to customer. Interest income is recognized on accrual basis

16.4 Fixed Assets

- a) Fixed assets are stated at cost of acquisition and subsequent improvement thereto, including taxes, duties, freight and other incidental expenses related to acquisition and installation.
- b) Fixed Assets are stated at cost less depreciation. Depreciation is provided on the written down value at the rates and in the manner specified in Schedule II of the Companies Act, 2013.

16.5 Foreign Currency Transactions

Transactions denominated in foreign currency are normally recorded at the exchange rates prevalent on the date of the transaction. All monetary items denominated if foreign currency remaining outstanding at the end of the year are translated at prevailing exchange rate on the Balance Sheet date and loss/gain if any is appropriately recognized as revenue charge/income.

16.6 Investments

Investments are considered at cost unless there is a permanent decline in value thereon, in which case, adequate provision is made there against it in the accounts.

16.7 Sundry Debtors

Sundry debtors are stated after making adequate provision for doubtful debts, if any.

16.8 Loans and Advances

Loans & Advances are stated after making adequate provision for doubtful advances, if any.

**EMERGENT GLOBAL EDU AND SERVICES LIMITED
(FORMERLY EMERGENT ENERGY AND SERVICES LIMITED)**

Notes Forming Part of The Balance Sheet and Profit & Loss Statement

16.9 Employee Benefits

Short term employee benefits are recognized as an expenses at the undiscounted amount in the Statement of Profit and Loss of the year in which the related service is rendered, Leave Encashment are short term employee benefit and are booked on accrual basis.

Liability for defined benefit plan (gratuity) is provided on the basis of valuation as per the Balance Sheet date carried out by independent actuary. The actuarial valuation method used for measuring the liability is projected unit credit method. The obligations are measured as the present value of estimated future cash flows discounted at rates reflecting the prevailing market yield of India of Government Security as at the Balance Sheet date for the estimated term of the obligations. The estimate of the future salary increase considered takes into account the inflation, seniority, promotion and other relevant factors. The plan is unfunded. The actuarial gain/ loss are recognised immediately in the Statement of Profit and Loss.

16.10 Taxes on Income

Provision for current income tax is made on the basis of the assessable income under the Income Tax Act, 1961.

Current tax is the amount of tax payable on the taxable income for the year determined in accordance with the provisions of the Income Tax Act, 1961.

Deferred tax asset or liability is recognised for timing differences between the profit/loss as per financial statements and the profit/loss offered for income tax, based on tax rates that have been enacted or substantively enacted at the Balance Sheet date. Deferred Tax Assets are recognised only if there is reasonable certainty that sufficient future taxable income will be available, against which they can be realised. The carrying amount of deferred tax assets is reviewed at each Balance Sheet date and reduced to the extent that it is no longer probable that sufficient taxable income will be available to allow all or part of the deferred tax assets to be utilised.

**EMERGENT GLOBAL EDU AND SERVICES LIMITED
(FORMERLY EMERGENT ENERGY AND SERVICES LIMITED)**

Notes Forming Part of The Balance Sheet and Profit & Loss Statement

B. NOTES ON ACCOUNTS.

16.11 Sundry Debtors, Loans & Advances are subject to confirmation.

16.12 Previous year figures have been re-grouped and recast wherever necessary to make them comparable with those of the current year.

16.13 Additional information as required under part II of the Schedule III of the Companies Act, 2013:-

	<u>2014-15</u>	<u>2013-14</u>
Foreign Currency		
a. Expenses in foreign currency	NIL	Rs. 87,942/-
b. Earnings in foreign exchange	NIL	NIL

16.14 **Managerial Remuneration**

	<u>2014-15</u>	<u>2013-14</u>
Directors Remuneration	NIL	NIL

16.15 **Deferred Tax:**

The break-up of deferred tax asset and liabilities is as under:-

Deferred Tax Asset	As on 31.03.2014	During the Year	As on 31.03.2015
	-----	-----	-----
Timing Difference on account of Leave Encashment	7,523	7,063	14,586
Gratuity	39,540	13,613	53,153
	-----	-----	-----
Total Deferred tax Asset	47,063	20,676	67,739
	-----	-----	-----

16.16 Disclosure under Micro, small and Medium Enterprises Development (MSMED) Act, 2006:

As per the information available with the Company and as certified by the management, there are no dues outstanding including interest as on 31st March, 2015 to Micro, Small and Medium Enterprises as defined under the Micro, small and Medium Enterprises Development (MSMED) Act, 2006.

**EMERGENT GLOBAL EDU AND SERVICES LIMITED
(FORMERLY EMERGENT ENERGY AND SERVICES LIMITED)**

Notes Forming Part of The Balance Sheet and Profit & Loss Statement

16.17 The disclosures as required as per the revised AS 15 are as under:-

- (a) The Company has, with effect from 1st April, 2013 adopted Accounting Standard 15, Employee Benefits (revised 2005), issued by the Institute of Chartered Accountants of India (the 'revised AS 15')
- (b) The company has long-time retirement benefit plan of gratuity at the year end no shortfall remains un provided for. As advised by an independent actuary valuation.
- (c) **Defined benefit plan**
In accordance with Accounting Standards 15, actuarial valuation was performed in respect of the aforesaid defined benefit plans based on the followings assumptions:

As of	31.03.14	31.03.15
Mortality Table	IAL 2006-08 Ultimate	IAL 2006-08 Ultimate
Attrition Rate	02.00 % p.a.	02.00 % p.a.
Imputed Rate of Interest	09.00 % p.a.	07.90 % p.a.
Salary Raise	05.00 % p.a.	05.00 % p.a.
Return on Plan Assets	N.A.	N.A.
Remaining Working Life	24.83 Years	22.56 Years

(i) Change in Present value of Obligations

As of	31.03.2014	31.03.2015
Present Value of obligation At the beginning of the I.V.P.	-	1,27,960
Interest Cost	-	10,109
Current Service Cost	53,172	86,192
Benefits Paid	Nil	Nil
Actuarial (gain) /loss On obligations	74,788	(52,246)
Present value of obligation At the end of the I.V.P.	1,27,960	1,72,015

(ii) Change in the present value of Plan Assets (not relevant)

As of	31.03.2014	31.03.2015
Fair Value of plant Assets As the beginning of the I. V. P.	-	-
Expected Return of Plan Assets	-	-
Contribution	-	-
Withdrawals	-	-
Actuarial Gain / (Loss) on Plan Asses	-	-
Fair Value of Plan Assets at the end of the I.V.P.	-	-

**EMERGENT GLOBAL EDU AND SERVICES LIMITED
(FORMERLY EMERGENT ENERGY AND SERVICES LIMITED)**

Notes Forming Part of The Balance Sheet and Profit & Loss Statement

(iii) Fair Value of Plan Assets

As of	31.03.2014	31.03.2015
Fair Value of plant Assets As the beginning of the I. V. P.	-	-
Actual Return on Plan Assets	-	-
Contribution	-	-
Withdrawals	-	-
Fair Value of Plan Assets at the end of the I. V. P.	-	-
Present Value of Obligation at the end of the I. V. P	1,27,960	1,72,015
Funded Status	(1,27,960)	(1,72,015)

(iv) Actual Gain / Loss Recognised

As of	31.03.2014	31.03.2015
Actuarial Gain / Loss on obligations	(74,788)	52,246
Actual gain / Loss on Plan Assets	-	-
Total Gain / Loss For the I.V.P.	74,788	(52,246)
Actuarial Gain / Loss Recognized in the I.V.P.	74,788	(52,246)
Unrecognized Actuarial (gain) / loss at the end of the I. V. P.	-	-

(v) Amount to be recognized in the Balance Sheet

As of	31.03.2014	31.03.2015
Present value of the obligations At the end of the I. V. P.	1,27,960	1,72,015
Fair value of the Plan assets At the end of the I. V. P.	-	-
Funded Status	(1,27,960)	(1,72,015)
Unrecognized Actuarial (Gain) / Loss at the end of the I.V.P.	-	-
Net Assets / (Liability) Recognized in the balance Sheet	1,27,960	1,72,015

(vi) Expenses recognized in the statement of Profit & Loss

As of	31.03.2014	31.03.2015
Current Service Cost	53,172	86,192
Interest Cost	-	10,109
Expected Return on plan assets	-	-
Actuarial Gain / Loss Recognized in the I. V. P.	74,788	(52,246)
Expenses Recognized in The statement of Profit & Loss	1,27,960	44,055

**EMERGENT GLOBAL EDU AND SERVICES LIMITED
(FORMERLY EMERGENT ENERGY AND SERVICES LIMITED)**

Notes Forming Part of The Balance Sheet and Profit & Loss Statement

16.18 Related Parties Disclosure as required by Accounting Standards- 18 issued by ICAI:-

1. Related Parties

a) **Subsidiary** : Indo Education Private Limited

b) Associate Companies

- Uni Coke Pvt. Ltd.
- Indo Powertech Limited.

c) Group Companies where Common control exist

- Indo German International Pvt. Ltd.
- Somani Kuttner India Private Ltd.
- Northern Exim Pvt Ltd.
- Somani Housing Pvt. Ltd
- Northern Trading Pvt Ltd.
- Indoit Real Estates Ltd.
- Indo Investment Pvt. Ltd.
- Prudent Apartments Pvt. Ltd.
- Meena Properties Pvt. Ltd.
- Indo Russian International Pvt. Ltd.
- Indo Mercuria International Pvt Ltd.
- Indo Macquarie Education Service Ltd.
- Northern Realtors Pvt. Ltd
- Saatvik Housing Pvt. Ltd.
- Mechel Somani Carbon Pvt. Ltd.

d) Key Management Personnel

- Mr. T. K. Somani

2. Transaction with Related Parties

a) Nature of Transaction	Rs. In Lacs	
	FY 2014-2015	FY 2013-2014
i) Income		
Interest on Loan	87.99	84.00
ii) Expenses		
Rent Paid	0.67	0.67
iii) Outstanding Balance at the year end:		
a) Receivables (net)	1372.36	1200.00
b) Payables (net)	NIL	NIL
iv) Key Management Personnel:		
Remuneration and other payments	NIL	NIL
v) Dividend Paid	NIL	NIL

b) Company made Loan of Rs. 12,93,17,000 to its wholly owned subsidiary company, which utilised for business purposes.

**EMERGENT GLOBAL EDU AND SERVICES LIMITED
(FORMERLY EMERGENT ENERGY AND SERVICES LIMITED)**

Notes Forming Part of The Balance Sheet and Profit & Loss Statement

16.19 Earnings per share

	<u>2014-15</u>	<u>2013-14</u>
Profit After Taxation (Rs.)	10,22,716	16,24,745
Number of equity shares as on 31 st March (Nos)	45,69,000	45,69,000
Weighted average number of Share (Nos)	45,69,000	45,69,000
Nominal Values of Shares Outstanding (Rs.)	10	10
Basic & Diluted Earnings per Share	0.22	0.36

16.20 Notes 1 to 16 form an integral part of the Balance Sheet and Profit & Loss Statement of the Company.

AS PER REPORT OF EVEN DATE

FOR & ON BEHALF OF THE BOARD

RAJENDRA K. GOEL & CO.
CHARTERED ACCOUNTANTS
FRN No- 001457N

R.K. GOEL
PARTNER
M.NO. 6154

T.K. SOMANI
DIRECTOR

R. C. KHANDURI
DIRECTOR

SABINA NAGPAL
COMPANY SECRETARY
& LAW OFFICER

PLACE: NEW DELHI
DATED: 28.05.2015

Independent Auditor's Report

To The Members of Emergent Global Edu and Services Limited

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of **Emergent Global Edu and Services Limited** (hereinafter referred to as "the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") its associates and jointly controlled entities, comprising of the Consolidated Balance Sheet as at 31st March, 2015, the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group including its Associates and Jointly controlled entities in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. The respective Board of Directors of the companies included in the Group and of its associates and jointly controlled entities are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

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

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

We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in sub-paragraph (a) of the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group, its associates and jointly controlled entities as at 31st March, 2015, and their consolidated loss and their consolidated cash flows for the year ended on that date.

For Rajendra K. Goel & Co.
Chartered Accountants
Firm's Registration No. 001457N

R. K. Goel
Partner
M. No. 006154

Place: New Delhi
Date: 28th May, 2015

EMERGENT GLOBAL EDU AND SERVICES LIMITED
(FORMERLY EMERGENT ENERGY AND SERVICES LIMITED)

CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2015

	PARTICULARS	NOTE NO.	AS AT 31.03.2015	AS AT 31.03.2014
I	EQUITY & LIABILITIES			
1	SHAREHOLDER'S FUNDS			
	- SHARE CAPITAL	1	4,56,90,000	4,56,90,000
	- RESERVES & SURPLUS	2	9,38,81,521	9,67,83,048
			13,95,71,521	14,24,73,048
2	NON-CURRENT LIABILITIES			
	- LONG TERM PROVISIONS	3	1,67,312	1,23,768
	- DEFERRED TAX LIABILITIES (NET)		-	-
			1,67,312	1,23,768
3	CURRENT LIABILITIES			
	- OTHER CURRENT LIABILITIES	4	21,78,878	18,00,698
	- SHORT TERM PROVISIONS	5	12,94,703	29,49,192
			34,73,581	47,49,890
	TOTAL (1+2+3) :-		14,32,12,414	14,73,46,706
II	ASSETS			
1	NON-CURRENT ASSETS			
	FIXED ASSETS			
	- TANGIBLE ASSETS	6	32,27,160	10,899
	- INTANGIBLE ASSETS UNDER DEVELOPMENT		54,91,727	44,26,577
	- NON-CURRENT INVESTMENTS		-	-
	- DEFERRED TAX ASSETS (NET)	18.17	18,20,336	44,422
	- LONG TERM LOANS & ADVANCES	7	11,82,50,000	11,82,50,000
	- OTHER NON CURRENT ASSETS	8	-	37,25,000
			12,87,89,223	12,64,56,898
2	CURRENT ASSETS			
	- TRADE RECEIVABLE	8	-	-
	- CASH & CASH EQUIVALENTS	9	18,07,983	1,53,95,574
	- SHORT TERM LOANS & ADVANCES	10	45,85,425	48,83,732
	- OTHER CURRENT ASSETS	11	80,29,783	6,10,502
			1,44,23,191	2,08,89,808
	TOTAL (1+2) :-		14,32,12,414	14,73,46,706

SIGNIFICANT ACCOUNTING POLICIES & NOTES ON ACCOUNTS

18

AS PER OUR REPORT OF EVEN DATE ATTACHED

FOR AND ON BEHALF OF THE BOARD

FOR RAJENDRA K. GOEL & CO
CHARTERED ACCOUNTANTS
FRN No- 001457N

T.K. SOMANI
DIRECTOR

R. C. KHANDURI
DIRECTOR

(R. K. GOEL)
PARTNER
M.NO. 6154

SABINA NAGPAL
COMPANY SECRETARY
& LAW OFFICER

PLACE : NEW DELHI
DATED : 28.05.2015

EMERGENT GLOBAL EDU AND SERVICES LIMITED

(FORMERLY EMERGENT ENERGY AND SERVICES LIMITED)

CONSOLIDATED PROFIT AND LOSS STATEMENT FOR THE YEAR ENDED MARCH 31, 2015

	PARTICULARS	NOTE NO.	FOR THE YEAR ENDED 31.03.2015	FOR THE YEAR ENDED 31.03.2014
I	REVENUE FROM OPERATION	12	10,68,643	9,00,000
II	OTHER INCOME	13	96,40,721	1,01,91,605
III	TOTAL REVENUE (I+ II)		1,07,09,364	1,10,91,605
IV	EXPENSES:			
	- EMPLOYEE BENEFITS EXPENSE	14	73,37,304	57,58,669
	- FINANCE COSTS	15	7,231	3,806
	- DEPRECIATION EXPENSE	6	8,28,388	7,266
	- OTHER EXPENSES	16	66,35,994	24,06,804
	- PAYMENT TO AUDITORS	17	61,798	61,798
	TOTAL EXPENSES		1,48,70,714	82,38,343
V	PROFIT BEFORE EXCEPTIONAL AND EXTRAORDINARY ITEMS AND TAX (III - IV)		(41,61,350)	28,53,262
VI	EXCEPTIONAL ITEMS		-	-
VII	PROFIT BEFORE EXTRAORDINARY ITEMS AND TAX (V - VI)		(41,61,350)	28,53,262
VIII	EXTRAORDINARY ITEMS		-	-
IX	PROFIT BEFORE TAX (VII - VIII)		(41,61,350)	28,53,262
X	TAX EXPENSE			
	- CURRENT TAX		4,93,000	9,45,000
	- EARLIER YEAR TAX		14,818	(20,804)
	- DEFERRED TAX	18.17	(17,75,914)	(41,107)
	TOTAL TAX EXPENSES		(12,68,096)	8,83,089
XI	PROFIT FOR THE PERIOD FROM CONTINUING OPERATION (IX - X)		(28,93,254)	19,70,173
XII	PROFIT/(LOSS) FROM DISCONTINUING OPERATION		-	-
XIII	TAX EXPENSE OF DISCONTINUING OPERATIONS		-	-
XIV	PROFIT/(LOSS) FROM DISCONTINUING OPERATION (AFTER TAX) (XII-XIII)		-	-
XV	PROFIT/(LOSS) FOR THE PERIOD (XI+XIV)		(28,93,254)	19,70,173
XVI	EARNINGS PER EQUITY SHARE:			
	- BASIC	18.21	(0.63)	0.43
	- DILUTED	18.21	(0.63)	0.43

SIGNIFICANT ACCOUNTING POLICIES & NOTES ON ACCOUNTS

18

AS PER OUR REPORT OF EVEN DATE ATTACHED

FOR AND ON BEHALF OF THE BOARD

**FOR RAJENDRA K. GOEL & CO
CHARTERED ACCOUNTANTS**

FRN No- 001457N

**T.K. SOMANI
DIRECTOR**

**R. C. KHANDURI
DIRECTOR**

**(R. K. GOEL)
PARTNER
M.NO. 6154**

**SABINA NAGPAL
COMPANY SECRETARY
& LAW OFFICER**

**PLACE : NEW DELHI
DATED : 28.05.2015**

EMERGENT GLOBAL EDU AND SERVICES LIMITED
(FORMERLY EMERGENT ENERGY AND SERVICES LIMITED)

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2015

AS PER ACCOUNTING STANDERED-3 ISSUED BY ICAI

S. NO.	PARTICULARS	FOR THE YEAR ENDED 31.03.2015	FOR THE YEAR ENDED 31.03.2014
A.	Cash Flow from Operating Activities		
	Net Profit/Loss Before Tax and Extra-Ordinary Items	(41,61,350)	28,53,262
	Add: Depreciation & Non Cash Expenses	8,28,388	7,266
	Add: Interest on Loan	-	-
	Less: Interest & Other Income	(95,02,129)	(1,00,39,068)
	Operating Loss before Working Capital Changes	(1,28,35,092)	(71,78,540)
	Adjustments For		
	Increase/Decrease in Trade and Other Receivables	(16,32,665)	12,946
	Increase/Decrease in Trade Payables	4,22,235	1,82,631
	Cash Generated /Lost from Operations	(1,40,45,522)	(69,82,963)
	Less: Taxes Paid	(2,31,846)	(20,28,717)
	Net Cash Flow from Operating Activities	(1,42,77,368)	(90,11,680)
B.	Cash Flow from Investing Activities		
	Loan to Somani Research and Education Foundation	-	-
	Interest Received	20,82,849	1,02,10,567
	Purchases of Mutual Fund	-	-
	Dividend Received	-	-
	Sale of Mutual Fund	-	1,35,551
	Purchases of Investments	-	-
	Sale of Investments	-	-
	Investment in Fixed Assets	(40,52,922)	-
	Investment in Intangible Fixed Assets under Development	(10,65,150)	-
	Sale of Fixed Assets	-	-
	Net Cash Flow from Investing Activities	(30,35,223)	1,03,46,118
C.	Cash Flow from Financing Activities		
	Issue of Equity Shares with Premium	-	-
	Interest Paid on Loan	-	-
	Net Cash Flow from Financing Activities	-	-
	Net Increase/Decrease In Cash & Cash Equivalent	(1,73,12,591)	13,34,438
	Opening Cash & Cash Equivalent	1,91,20,574	1,77,86,136
	Closing Cash & Cash Equivalent	18,07,983	1,91,20,574

AS PER OUR REPORT OF EVEN DATE ATTACHED FOR AND ON BEHALF OF THE BOARD

FOR RAJENDRA K. GOEL & CO
CHARTERED ACCOUNTANTS
FRN No- 001457N

T.K. SOMANI
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SABINA NAGPAL
COMPANY SECRETARY
& LAW OFFICER

PLACE : NEW DELHI
DATED : 28.05.2015

EMERGENT GLOBAL EDU AND SERVICES LIMITED
(FORMERLY EMERGENT ENERGY AND SERVICES LIMITED)
NOTES FORMING PART OF THE CONSOLIDATED BALANCE SHEET

PARTICULARS	AS AT 31.03.2015	AS AT 31.03.2014
NOTE NO- 1		
SHARE CAPITAL		
AUTHORISED:		
2,00,00,000 EQUITY SHARES (PREVIOUS YEAR 2,00,00,000 EQUITY SHARES) OF Rs. 10/- EACH	20,00,00,000.00	20,00,00,000.00
ISSUED, SUBSCRIBED & PAID UP:		
45,69,000 EQUITY SHARES (PREVIOUS YEAR 45,69,000 EQUITY SHARES) OF Rs. 10/- EACH	4,56,90,000	4,56,90,000

Reconciliation of the shares outstanding at the beginning and at the end of the period		
EQUITY SHARES AT RS. 10 EACH	AS AT 31.03.2015	AS AT 31.03.2014
SHARES OUTSTANDING AT THE BEGINNING OF THE YEAR	45,69,000	45,69,000
SHARES ISSUED DURING THE YEAR	-	-
SHARES BOUGHT BACK DURING THE YEAR	-	-
ANY OTHER MOVEMENT (PLEASE SPECIFY)	-	-
SHARES OUTSTANDING AT THE END OF THE YEAR	45,69,000	45,69,000

Detail of shareholders holding more than 5% shares in the company		
NAME OF SHAREHOLDERS	AS AT 31.03.2015	AS AT 31.03.2014
	No. of shares / % holding in the class	No. of shares / % holding in the class
M/S INDO POWERTECH LIMITED	16,50,000 / 36.11 %	16,50,000 / 36.11 %
M/S UNI COKE PRIVATE LIMITED	13,05,000 / 28.56 %	13,05,000 / 28.56 %
M/S ALPS VYAPAR PRIVATE LIMITED	5,22,500 / 11.44%	5,22,500 / 11.44%

Terms/rights attached to equity shares

Class of Equity Shares, Par Value, Vote per Share, dividend proposed, Distribution at the time of liquidation of co.

The company has only one class of equity shares having a par value of Rs.10 per share. Each holder of equity shares is entitled to one vote per share. The company declares and pays dividend in Indian rupees.

In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

NOTE NO- 2		
RESERVES & SURPLUS		
- CAPITAL RESERVES	2,000	2,000
- CAPITAL RESERVE ON CONSOLIDATION	8,98,157	8,98,157
- SECURITIES PREMIUM RESERVE	8,48,00,000	8,48,00,000
SURPLUS/(DEFICIT) IN THE STATEMENT OF PROFIT & LOSS		
BALANCE AS PER THE LAST FINANCIAL STATEMENTS	1,10,82,891	91,12,718
ADD :- ADJUSTMENT ON ACCOUNT OF USEFUL LIFE OF ASSETS	(8,273)	-
PROFIT FOR THE YEAR	(28,93,254)	19,70,173
NET SURPLUS IN THE STATEMENT OF PROFIT & LOSS	81,81,364	1,10,82,891
TOTAL RESERVES & SURPLUS	9,38,81,521	9,67,83,048
NOTE NO- 3		
LONG TERM PROVISIONS		
PROVISION FOR EMPLOYEE BENEFITS		
- PROVISION FOR GRATUITY (REFER NOTE NO. - 18.19)	1,67,312	1,23,768
	1,67,312	1,23,768
NOTE NO- 4		
OTHER CURRENT LIABILITIES		
- DUTIES & TAXES PAYABLE	9,41,424	8,82,620
- EXPENSES PAYABLE	12,37,454	9,18,078
- OTHER LIABILITIES	-	-
	21,78,878	18,00,698
NOTE NO- 5		
SHORT TERM PROVISIONS		
- FOR INCOME TAX	12,90,000	29,45,000
- PROVISION FOR GRATUITY (REFER NOTE NO. - 18.19)	4,703	4,192
	12,94,703	29,49,192

**EMERGENT GLOBAL EDU AND SERVICES LIMITED
(FORMERLY EMERGENT ENERGY AND SERVICES LIMITED)**

Note No. - 6

NOTE OF FIXED ASSETS FORMING PART OF THE CONSOLIDATED BALANCE SHEET AND CONSOLIDATED PROFIT & LOSS STATEMENT

PARTICULARS	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	COST AS AT 01.04.2014	ADDITIONS During 2014-15	ADJUSTMENT/ SALES	TOTAL COST AS AT 31.03.2015	TOTAL UPTO 01.04.2014	FOR THE PERIOD 2014-15	DEPRECIATION WRITTEN OFF	TOTAL UPTO 31.03.2015	AS AT 31.03.2015	AS AT 31.03.2014
Computers	52,500	1,52,800	-	2,05,300	41,601	82,205	8,273	1,32,079	73,221	10,899
Furniture & Fixtures	-	38,38,737	-	38,38,737	-	7,28,361	-	7,28,361	31,10,376	-
Office Equipment	-	61,385	-	61,385	-	17,821	-	17,821	43,564	-
TOTAL :	52,500	40,52,922	-	41,05,422	41,601	8,28,388	8,273	8,78,262	32,27,160	10,899
Expenditure Pending For Allocation	44,26,577	10,65,150	-	54,91,727	-	-	-	-	54,91,727	44,26,577
GRAND TOTAL :	44,79,077	51,18,072	-	95,97,149	41,601	8,28,388	8,273	8,78,262	87,18,887	44,37,476
Previous Year	44,79,077	-	-	44,79,077	34,335	7,266	-	41,601	44,37,476	44,44,742

EMERGENT GLOBAL EDU AND SERVICES LIMITED
(FORMERLY EMERGENT ENERGY AND SERVICES LIMITED)
NOTES FORMING PART OF THE CONSOLIDATED BALANCE SHEET

PARTICULARS	AS AT 31.03.2015	AS AT 31.03.2014
NOTE NO- 7		
LONG TERM LOANS & ADVANCES		
LOANS AND ADVANCES		
(UNSECURED, CONSIDERED GOOD)		
LOAN TO SOMANI RESEARCH AND EDUCATION FOUNDATION	11,82,50,000	11,82,50,000
	11,82,50,000	11,82,50,000
NOTE NO- 8		
OTHER NON-CURRENT ASSETS		
FIXED DEPOSIT WITH BANK		
- MATURITY PERIOD MORE THAN 12 MONTHS	-	37,25,000
	-	37,25,000
NOTE NO- 9		
CASH & CASH EQUIVALENTS		
- BALANCE WITH BANK		
IN CURRENT ACCOUNT	6,07,654	80,00,366
- CASH ON HAND	37,354	15,578
- FOREIGN CURRENCY IN HAND	12,975	14,630
- OTHER BANK BALANCE		
IN FIXED DEPOSITS (MORE THAN 3 MONTHS & NOT LESS THAN 12 MONTHS)	11,50,000	73,65,000
	18,07,983	1,53,95,574
NOTE NO- 10		
SHORT TERM LOANS & ADVANCES		
(UNSECURED, CONSIDERED GOOD)		
ADVANCES RECOVERABLE IN CASH OR IN KIND OR FOR VALUE TO BE RECEIVED		
- ADVANCE TO CUSTOMER	23,524	-
- ADVANCE TO STAFF	86,615	-
- SECURITY DEPOSITS	9,16,472	-
- DUTIES & TAXES RECEIVABLE	4,63,922	-
- PREPAID EXPENSES	1,39,131	2,054
- ADVANCE TAX INCLUDING TDS	29,50,706	48,81,678
- OTHER RECEIVABLE	5,055	-
	45,85,425	48,83,732
NOTE NO- 11		
OTHER CURRENT ASSETS		
- INTEREST RECEIVABLE	80,29,783	6,10,502
	80,29,783	6,10,502

EMERGENT GLOBAL EDU AND SERVICES LIMITED		
(FORMERLY EMERGENT ENERGY AND SERVICES LIMITED)		
NOTES FORMING PART OF THE CONSOLIDATED PROFIT AND LOSS STATEMENT		
PARTICULARS	FOR THE YEAR ENDED 31.03.2015	FOR THE YEAR ENDED 31.03.2014
NOTE NO- 12		
REVENUE FROM OPERATION		
- CONSULTANCY INCOME	7,85,000	9,00,000
- EDUCATION INCOME	2,83,643	-
	10,68,643	9,00,000
NOTE NO- 13		
OTHER INCOME		
- INTEREST ON FIXED DEPOSIT	6,33,379	11,66,149
- INTEREST ON LOAN	88,68,750	88,68,750
- PROFIT ON SALE OF INVETMENTS	-	197
- DIVIDEND INCOME	-	3,972
- OTHER INTEREST	84,694	67,196
- MISCELLANEOUS INCOME	53,898	85,341
	96,40,721	1,01,91,605
NOTE NO- 14		
EMPLOYEE BENEFITS EXPENSE		
- SALARIES & ALLOWANCES	67,46,911	54,63,641
- OTHER BENEFITS	5,86,436	2,91,933
- STAFF WELFARE	3,957	3,095
	73,37,304	57,58,669
NOTE NO- 15		
FINANCE COSTS		
- BANK CHARGES	7,231	3,806
	7,231	3,806
NOTE NO- 16		
OTHER EXPENSES		
- RENT CHARGES	25,10,016	67,416
- TRAVELING EXPENSES	7,13,799	9,57,617
- LEGAL & PROFESSIONAL CHARGES	1,30,062	3,29,989
- FEES & SUBSCRIPTION	31,345	8,476
- FILLING FEES	18,950	4,649
- LISTING FEES	1,19,101	23,595
- BUSINESS PROMOTION EXPENSES	2,42,902	3,23,910
- CONVEYANCE EXPENSES	1,38,539	88,359
- POSTAGE & COURIER EXPENSES	460	1,909
- NET LOSS ON FOREIGN CURRENCY TRANSACTION	1,648	-
- TELEPHONE & INTERNET EXPENSES	2,18,125	46,381
- ELECTRICITY EXPENSES	1,76,199	12,085
- REPAIRS & MAINTENANCE	3,92,253	22,003
- DONATION	-	8,604
- ADVERTISEMENT EXPENSES	10,90,051	2,35,309
- SOFTWARE EXPENSES	1,87,330	34,970
- MISCELLANEOUS EXPENSES	70,462	3,471
- PRINTING & STATIONARY	1,21,332	31,307
- SECURITY EXPENSES	4,73,420	81,754
- PENALTY	-	1,25,000
	66,35,994	24,06,804
NOTE NO- 17		
PAYMENT TO AUDITORS		
- STATUTORY AUDIT FEES (INCLUSIVE OF SERVICE TAX RS. 6,798.00)	61,798	61,798
	61,798	61,798

**EMERGENT GLOBAL EDU AND SERVICES LIMITED
(FORMERLY EMERGENT ENERGY AND SERVICES LIMITED)**

Notes Forming Part of The Consolidated Balance Sheet and Profit & Loss Statement

Note No – 18

A. SIGNIFICANT ACCOUNTING POLICIES.

18.1 System of Accounting

The consolidated financial statement of Emergent Global Edu and Services Limited (Formerly Emergent Energy and Services Limited) and its Subsidiary are prepared on an accrual basis of accounting in accordance with generally accepted accounting principle in India and the Accounting Standard 21 on Consolidated Financial Statement, to the extent possible in the same format as that adopted by the Company for its separate financial statement.

18.2 Principle of Consolidation

The consolidated financial statements have been prepared on the following basis:

- a) The financial statement of the Company and its Subsidiary Company have been combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses.
- b) Intra company balances and intra company transactions and resulting profits are eliminated in full.
- c) The Subsidiary considered in consolidated financial statement is Indo Education Private Limited voting power held as at 31st March 2015 is 100% and as at 31st March 2014 100%..

18.3 Method of Accounting

Assets and liabilities are recorded at historical cost. These costs are not adjusted to reflect the changing value in the purchasing power of money.

18.4 Revenue Recognition

Services Income is recognized when service render to customer. Interest income is recognized on accrual basis

18.5 Fixed Assets

Fixed assets are stated at cost of acquisition and subsequent improvement thereto, including taxes, duties, freight and other incidental expenses related to acquisition and installation.

Fixed Assets are stated at cost less depreciation. Depreciation is provided on the written down value at the rates and in the manner specified in Schedule II of the Companies Act, 2013.

18.6 Foreign Currency Transactions

Transactions denominated in foreign currency are normally recorded at the exchange rates prevalent on the date of the transaction. All monetary items denominated if foreign currency remaining outstanding at the end of the year are translated at prevailing exchange rate on the Balance Sheet date and loss/gain if any is appropriately recognized as revenue charge/income.

**EMERGENT GLOBAL EDU AND SERVICES LIMITED
(FORMERLY EMERGENT ENERGY AND SERVICES LIMITED)**

Notes Forming Part of The Consolidated Balance Sheet and Profit & Loss Statement

18.7 Investments

Investments are considered at cost unless there is a permanent decline in value thereon, in which case, adequate provision is made there against it in the accounts.

18.8 Sundry Debtors

Sundry debtors are stated after making adequate provision for doubtful debts, if any.

18.9 Loans and Advances

Loans & Advances are stated after making adequate provision for doubtful advances, if any.

18.10 Employee Benefits

Short term employee benefits are recognized as an expenses at the undiscounted amount in the Statement of Profit and Loss of the year in which the related service is rendered, Leave Encashment are short term employee benefit and are booked on accrual basis.

Liability for defined benefit plan (gratuity) is provided on the basis of valuation as per the Balance Sheet date carried out by independent actuary. The actuarial valuation method used for measuring the liability is projected unit credit method. The obligations are measured as the present value of estimated future cash flows discounted at rates reflecting the prevailing market yield of India of Government Security as at the Balance Sheet date for the estimated term of the obligations. The estimate of the future salary increase considered takes into account the inflation, seniority, promotion and other relevant factors. The plan is unfunded. The actuarial gain/ loss are recognised immediately in the Statement of Profit and Loss.

18.11 Taxes on Income

Provision for current income tax is made on the basis of the assessable income under the Income Tax Act 1961.

Current tax is the amount of tax payable on the taxable income for the year determined in accordance with the provisions of the Income Tax Act 1961.

Deferred tax asset or liability is recognised for timing differences between the profit/loss as per financial statements and the profit/loss offered for income tax, based on tax rates that have been enacted or substantively enacted at the Balance Sheet date. Deferred Tax Assets are recognised only if there is reasonable certainty that sufficient future taxable income will be available, against which they can be realised. The carrying amount of deferred tax assets is reviewed at each Balance Sheet date and reduced to the extent that it is no longer probable that sufficient taxable income will be available to allow all or part of the deferred tax assets to be utilised.

**EMERGENT GLOBAL EDU AND SERVICES LIMITED
(FORMERLY EMERGENT ENERGY AND SERVICES LIMITED)**

Notes Forming Part of The Consolidated Balance Sheet and Profit & Loss Statement

18.12 Expenditure during Project Period

Expenditure of Subsidiary Company (M/s Indo Education Private Limited) directly relating to a project/ expansion is capitalised. Indirect expenditure incurred during gestation period is capitalised as part of the indirect cost to the extent to which the expenditure is indirectly related to project or is incidental thereto.

All direct capital expenditure on expansion is capitalised. As regards indirect expenditure on expansion, only that portion is capitalised which represents the marginal increase in such expenditure as a results of capital expansion. Both direct and indirect expenditure are capitalised only if they increase the value of the asset beyond its original standard of performance.

**EMERGENT GLOBAL EDU AND SERVICES LIMITED
(FORMERLY EMERGENT ENERGY AND SERVICES LIMITED)**

Notes Forming Part of The Consolidated Balance Sheet and Profit & Loss Statement

B. NOTES ON ACCOUNTS.

18.13 Sundry Debtors, Loans & Advances are subject to confirmation.

18.14 Previous year figures have been re-grouped and recast wherever necessary to make them comparable with those of the current year.

18.15 Additional information as required under part II of the Schedule III of the Companies Act, 2013:-

	<u>2014-15</u>	<u>2013-14</u>
Foreign Currency		
a. Expenses in foreign currency	NIL	87,942/-
b. Earnings in foreign exchange	NIL	NIL
18.16 Managerial Remuneration	<u>2014-15</u>	<u>2013-14</u>
Directors Remuneration	NIL	NIL

18.17 Deferred Tax:

The break-up of deferred tax asset and liabilities is as under:-

Deferred Tax Assets	As on 31.03.2014	During the Year	As on 31.03.2015
Timing Difference on account of Leave Encashment	7,523	8,739	16,262
Gratuity	39,540	13,613	53,153
Fixed Assets	(2,641)	105,680	103,039
Business Loss	-	1,647,882	1,647,882
Total Deferred Tax Assets	44,442	1,775,914	1,820,336

18.18 Disclosure under Micro, small and Medium Enterprises Development (MSMED) Act, 2006:

As per the information available with the Company and as certified by the management, there are no dues outstanding including interest as on 31st March, 2015 to Micro, Small and Medium Enterprises as defined under the Micro, small and Medium Enterprises Development (MSMED) Act, 2006.

**EMERGENT GLOBAL EDU AND SERVICES LIMITED
(FORMERLY EMERGENT ENERGY AND SERVICES LIMITED)**

Notes Forming Part of The Consolidated Balance Sheet and Profit & Loss Statement

18.19 The disclosures as required as per the revised AS 15 are as under:-

- (a) The Company has, with effect from 1st April, 2013 adopted Accounting Standard 15, Employee Benefits (revised 2005), issued by the Institute of Chartered Accountants of India (the 'revised AS 15')
- (b) The company has long-time retirement benefit plan of gratuity at the year end no shortfall remains un provided for. As advised by an independent actuary valuation.
- (c) **Defined benefit plan**
In accordance with Accounting Standards 15, actuarial valuation was performed in respect of the aforesaid defined benefit plans based on the followings assumptions:

As of	31.03.14	31.03.15
Mortality Table	IAL 2006-08 Ultimate	IAL 2006-08 Ultimate
Attrition Rate	02.00%	02.00 % p.a.
Imputed Rate of Interest	09.00%	07.90 % p.a.
Salary Raise	05.00%	05.00 % p.a.
Return on Plan Assets	N.A.	N.A.
Remaining Working Life	24.83 Years	22.56 Years

(i) Change in Present value of Obligations

As of	31.03.2014	31.03.2015
Present Value of obligation At the beginning of the I.V.P.	-	127,960
Interest Cost	-	10,109
Current Service Cost	53,172	86,192
Benefits Paid	-	-
Actuarial (gain) /loss On obligations	74,788	(52,246)
Present value of obligation At the end of the I.V.P.	1,27,960	1,72,015

(ii) Change in the present value of Plan Assets (not relevant)

As of	31.03.2014	31.03.2015
Fair Value of plant Assets As the beginning of the I. V. P.	-	-
Expected Return of Plan Assets	-	-
Contribution	-	-
Withdrawals	-	-
Actuarial Gain / (Loss) on Plan Asses	-	-
Fair Value of Plan Assets at the end of the I.V.P.	-	-

**EMERGENT GLOBAL EDU AND SERVICES LIMITED
(FORMERLY EMERGENT ENERGY AND SERVICES LIMITED)**

Notes Forming Part of The Consolidated Balance Sheet and Profit & Loss Statement

(iii) Fair Value of Plan Assets

As of	31.03.2014	31.03.2015
Fair Value of plant Assets As the beginning of the I. V. P.	-	-
Actual Return on Plan Assets	-	-
Contribution	-	-
Withdrawals	-	-
Fair Value of Plan Assets at the end of the I. V. P.	-	-
Present Value of Obligation at the end of the I. V. P	1,27,960	1,72,015
Funded Status	(1,27,960)	(1,72,015)

(iv) Actual Gain / Loss Recognised

As of	31.03.2014	31.03.2015
Actuarial Gain / Loss on obligations	(74,788)	52,246
Actual gain / Loss on Plan Assets	-	-
Total Gain / Loss For the I.V.P.	74,788	(52,246)
Actuarial Gain / Loss Recognized in the I.V.P.	74,788	(52,246)
Unrecognized Actuarial (gain) / loss at the end of the I. V. P.	-	-

(v) Amount to be recognized in the Balance Sheet

As of	31.03.2014	31.03.2015
Present value of the obligations At the end of the I. V. P.	1,27,960	1,72,015
Fair value of the Plan assets At the end of the I. V. P.	-	-
Funded Status	(1,27,960)	(1,72,015)
Unrecognized Actuarial (Gain) / Loss at the end of the I.V.P.	-	-
Net Assets / (Liability) Recognized in the balance Sheet	1,27,960	1,72,015

(vi) Expenses recognized in the statement of Profit & Loss

As of	31.03.2014	31.03.2015
Current Service Cost	53,172	86,192
Interest Cost	-	10,109
Expected Return on plan assets	-	-
Actuarial Gain / Loss Recognized in the I. V. P.	74,788	(52,246)
Expenses Recognized in The statement of Profit & Loss	1,27,960	44,055

**EMERGENT GLOBAL EDU AND SERVICES LIMITED
(FORMERLY EMERGENT ENERGY AND SERVICES LIMITED)**

Notes Forming Part of The Consolidated Balance Sheet and Profit & Loss Statement

18.20 Related Parties Disclosure as required by Accounting Standards- 18 issued by ICAI:-

1. Related Parties

a) Associate Companies

- Uni Coke Private Limited
- Indo Powertech Limited

b) Group Companies where Common control exist

- Indo German International Private Limited
- Somani Kuttner India Private Limited
- Northern Exim Private Limited
- Somani Housing Private Limited
- Northern Trading Private Limited
- Indoit Real Estates Limited
- Indo Investment Private Limited
- Prudent Apartments Private Limited
- Meena Properties Private Limited
- Indo Russian International Private Limited.
- Uni Coke Private Limited
- Indo Mercuria International Private Limited
- Indo Powertech Limited
- Indo Macquarie Education Service Limited
- Northern Realtors Private Limited
- Saatvik Housing Private Limited
- Mechel Somani Carbon Private Limited

c) Key Management Personnel

- Mr. T.K. Somani

2. Transaction with Related Parties

Nature of Transaction	Rs. In Lacs	
	FY 2014-15	FY 2013-14
i) Expenses		
Rent Paid	0.67	0.67
Interest on Loan	NIL	NIL
ii) Outstanding Balance at the year end:		
a) Receivables (net)	NIL	NIL
b) Payables (net)	NIL	NIL
iii) Key Management Personnel:		
Remuneration and other payments	NIL	NIL
iv) Dividend Paid	NIL	NIL

**EMERGENT GLOBAL EDU AND SERVICES LIMITED
(FORMERLY EMERGENT ENERGY AND SERVICES LIMITED)**

Notes Forming Part of The Consolidated Balance Sheet and Profit & Loss Statement

18.21 Earnings per share

	<u>2014-15</u>	<u>2013-14</u>
Profit After Taxation (Rs.)	(28,93,254)	19,70,163
Number of equity shares as on 31 st March (Nos)	45,69,000	45,69,000
Weighted average number of Share (Nos)	45,69,000	45,69,000
Nominal Values of Shares Outstanding (Rs.)	10	10
Basic & Diluted Earnings per Share	(0.63)	0.43

18.22 Notes 1 to 18 form an integral part of the Consolidated Balance Sheet and Profit & Loss Statement of the Company.

AS PER REPORT OF EVEN DATE

FOR & ON BEHALF OF THE BOARD

RAJENDRA K. GOEL & CO.
CHARTERED ACCOUNTANTS
FRN No- 001457N

R.K. GOEL
PARTNER
M.NO. 6154

T.K. SOMANI
DIRECTOR

R. C. KHANDURI
DIRECTOR

SABINA NAGPAL
COMPANY SECRETARY
& LAW OFFICER

PLACE: NEW DELHI
DATED: 28.05.2015

EMERGENT GLOBAL EDU AND SERVICES LIMITED
(Formerly Emergent Energy and Services Limited)

Form AOC - 1

(Pursuant to First proviso to sub - section (3) of Section 129 read with rule 5 of Companies (Accounts) Rule, 2014)

Statement Containing Salient Features of the Financial Statement of Subsidiary
Part "A" Subsidiaries

Sl. No.	Particulars	Details
1	Name of the Subsidiary Company :	Indo Education Private Limited
2	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	N.A.
3	Reporting Currency and Exchange rate as on the last date of the relevant Financial Year in the case of foreign subsidiaries	N.A.
4	Share Capital	Rs. 27,50,000/-
5	Reserves & Surplus	Rs. (17,05,889)/-
6	Total Assets	Rs. 13,93,25,617/-
7	Total Liabilities	Rs. 13,82,81,506/-
8	Investments	NIL
9	Turnover	Rs. 2,83,643/-
10	Profit before Taxation	Rs. (56,72,111)/-
11	Provision for Taxation	Rs. (17,56,141)/-
12	Profit After Taxation	Rs. (39,15,970)/-
13	Proposed Dividend	NIL
14	% of Shareholding	100%

FOR RAJENDRA K. GOEL & CO
CHARTERED ACCOUNTANTS
FRN No- 001457N

R.C. KHANDURI
DIRECTOR

T. K. SOMANI
DIRECTOR

R. K. GOEL
PARTNER
M.NO. 6154

SABINA NAGPAL
COMPANY SECRETARY
& LAW OFFICER

PLACE : NEW DELHI
DATED : 28.05.2015