

THIRTY FOURTH ANNUAL REPORT

2016-17

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.SHOBHA SAHNI
	MR.RAKESH SURI
AUDITORS -	RAJENDRA K. GOEL & CO.
	CHARTERED ACCOUNTANTS
	NEW DELHI
BANKERS -	CANARA BANK
REGISTERED OFFICE	8B, 'SAGAR' 6, TILAK MARG NEW DELHI – 110 001 (INDIA)

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, 2338 2592 ; Fax: (91) (11) 2378 2806, 23381914 ;

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

NOTICE

Notice is hereby given that the 34th Annual General Meeting of the members of Emergent Global Edu and Services Limited will be held on Friday, 29th September, 2017 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 and adopt :
 - i. The Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2017 together with reports of the Directors and Auditors thereon.
 - ii. The Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2017 together with reports of the Auditors 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 Consider and if thought fit, to pass, with or without modification the following resolution as an Ordinary Resolution :

"RESOLVED THAT pursuant to the provisions of Section 139 of the Companies Act, 2013, and such other applicable provisions of the Companies Act, 2013 and the Rules made there under, as amended from time to time, pursuant to the recommendation of the Audit Committee and that of the Board of Directors, consent of the members of the Company be and is hereby accorded for the appointment of **M/s Rajendra K. Goel & Co, Chartered Accountants (FRN-001457N)** as Statutory Auditors of the Company to hold office from the conclusion of Thirty Fourth (34th) Annual General Meeting till the conclusion of Thirty Seventh (37th) Annual General Meeting, subject to ratification of their appointment at every Annual General Meeting by the members and that the Board of Directors be and is hereby authorized to fix such remuneration as may be recommended by 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, 2013 ("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. Rakesh Chandra Khanduri (holding DIN 03048392) be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years up to September 30, 2022 and in respect of whom the Company has received a notice in writing under Section 160 of Act from a Member proposing his candidature for the office of Director and who

has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act,.”

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

Date: 30th May, 2017
Place: New Delhi

(Sabina Nagpal)
Company Secretary and Law Officer

Notes

- a. **A member entitled to attend and vote at the Annual General 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.**
- b. Pursuant to Section 91 of the Companies Act 2013, the Register of Members and the Share Transfer books of the Company will be closed from Friday, 22nd September, 2017 to Friday, 29th September, 2017 (both days inclusive) for the purpose of Annual General Meeting.
- c. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
- d. 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.
- e. 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.
- f. Details under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 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.
- g. Electronic copy of the notice of the 34th 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 Participant(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 34th 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. The voting rights of members

shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 22nd September, 2017.

- h. 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.
- i. 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 Bombay Stock Exchange Limited, Mumbai.
- j. Members may note that the Notice of the 34th Annual General Meeting and the Annual Report for Financial Year ended March 31, 2017 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@somanigroup.com.
- k. 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 6.00 pm) on all working days except Saturday, 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: 30th May, 2017
Place: New Delhi

(Sabina Nagpal)
Company Secretary and Law Officer

Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 ("ACT")

The following Statement set out all material facts relating to Item No. 4 mentioned in the accompanying Notice.

ITEM NO.4

Mr. Rakesh Chandra Khanduri (DIN 03048392) was appointed as an Independent Director at the Annual General Meeting held on 30th September, 2014 by the members of the Company to hold office for a period of 3 years.

Being eligible for re-appointment, Mr. Rakesh Chandra Khanduri offers himself for re-appointment as an Independent Director and also he has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act.

The Company has received notice in writing under Section 160 of the Companies Act, 2013 from a member along with the requisite deposit of Rs.1,00,000/- proposing the candidature of Mr. Rakesh Chandra Khanduri for the office of Independent Director.

The resolution seeks the approval of the members in terms of Section 149 and other applicable provisions of the Act, read with Schedule IV of the Act and the Rules made there under, for appointment of Mr. Rakesh Chandra Khanduri as an Independent Director of the Company for a period five years i.e. up to 30th September, 2022. Mr. Rakesh Chandra Khanduri is not liable to retire by rotation.

The profile and specific areas of expertise of Mr. Rakesh Chandra Khanduri is provided in annexure to this Notice.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, except Mr. Rakesh Chandra Khanduri, to whom the resolution relates, is concerned or interested in the Resolution mentioned at Item No. 4 of the Notice.

The Board recommends the resolution set forth in Item No. 4 for the approval of the Members.

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

Date: 30th May, 2017
Place: New Delhi

(Sabina Nagpal)
Company Secretary and Law Officer

Annexure to the Notice :

Details of the Directors seeking appointment/re-appointment in the forthcoming Annual General Meeting.

Mr. Tarun Kumar Somani

Mr. Tarun Kumar 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 has been associated with the Company since 31st March, 2010.

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

The Board feels that presence of Mr. Tarun Kumar Somani on the Board would be beneficial to the Company.

Mr. Rakesh Chandra Khanduri

Mr. Rakesh Chandra Khanduri (DIN 03048392) is a law graduate with diverse experience of almost 30 years in the commercial and legal activities. He has rich experience of liaising with various Government authorities.

The Board feels that presence of Mr. Rakesh Chandra Khanduri (DIN 03048392) on the Board would be beneficial to the Company. Mr. Rakesh Chandra Khanduri does not hold any shares of the Company.

DIRECTORS' REPORT

To,
The Members,
Emergent Global Edu and Services Limited

1. INTRODUCTION

The Directors have pleasure in presenting their 34th Annual Report on the Business and Operations along with the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2017.

2. FINANCIAL RESULTS

The Financial Results for the Financial Year ended 31st March, 2017 are summarized below:

(Amount in Rs.)

		<u>Standalone for</u> <u>Current Year</u>	<u>Standalone for</u> <u>Previous Year</u>	<u>Consolidated</u> <u>for Current</u> <u>Year</u>	<u>Consolidated</u> <u>for Previous</u> <u>Year</u>
<u>S.NO.</u>	<u>PARTICULARS</u>	<u>2016 - 2017</u>	<u>2015 – 2016</u>	<u>2016 - 2017</u>	<u>2015 – 2016</u>
1	Sales and other Income	9,334,330	9,541,184	10,253,556	9,910,446
2	Expenditure	4,871,540	5,534,981	5,195,090	9,755,891
3	Profit Before Tax	4,462,790	4,006,203	5,058,466	(1,873,597)
4	Provision for Taxation (1)Current Tax (2)Earlier Year Tax (3)Deferred Tax	1,383,980 2,943 (22,837)	1,298,530 (13,149) (11,452)	1,383,980 2,943 2,47,292	1,298,530 (13,149) (1,024,863)
5	Profit after Tax	3,098,704	2,732,274	3,424,251	(2,134,115)
6	Earning Per Equity Share: (1)Basic (2) Diluted	0.68 0.68	0.60 0.60	0.75 0.75	(0.47) (0.47)

3. CHANGE IN NATURE OF BUSINESS, IF ANY

There is no change in the nature of Business of the Company during the Year under review.

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. 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.

6. DECLARATION OF INDEPENDENT DIRECTORS

The Company has received necessary declarations from the Independent Director (s) under Section 149(7) of the Companies Act, 2013 that they meet the criteria of independence laid down in Section 149(6) of the Companies Act, 2013.

7. EXPLANATIONS OR COMMENTS BY THE BOARD ON

a. Auditors 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 Practising Company Secretary in his Secretarial Audit Report.

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

The Company has made an investment in units of mutual funds during the year, the details are which are contained in the notes to accounts. Apart from that, the Company has not made any investments, nor provided any Guarantees or Loans covered under the provisions of Section 186 of the Companies Act 2013.

9. 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. Further the Company has in place, a policy on related party transactions.

10. RESERVES

The Company has transferred Rs.30,98,704/- to General Reserve during the Financial Year under review.

11. DIVIDEND

With a view to conserve the resources for future business requirements and expansion plans, your Directors are of the view that the current year's profit to be ploughed back into the operations and hence no dividend is recommended for the year under review.

12. 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 Financial Year to which this Financial Statements relates and the date of this report.

13. 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.

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

Pursuant to Section 134 (3) (n) of the Companies Act, 2013 and other applicable provisions, 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 of the Board of Directors of the Company.

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

15. SHARE CAPITAL

The Company has not issued any shares hence there are no changes in the share capital of the Company during the Financial Year under review.

16. PARTICULARS OF REMUNERATION OF EMPLOYEES:

The information required pursuant to the Section 197 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given below:

- A. The Company had no employee in receipt of remuneration of more than Rs 1,02,00,000/- (Rupees One Crore Two Lac) p.a. or Rs 8,50,000/- (Rupees Eight Lac Fifty Thousand) 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.
- B. The Directors of the Company has not received any remuneration during the Financial Year under Review.
- C. The Details of remuneration received by Key Managerial Personnel is as under:

Name of KMP: Ms.Sabina Nagpal

% increase in remuneration: 10%, % of revenue: 9.21

D. There are 4 (Four) Permanent Employees in the Company.

E. The Company affirms that the remuneration is as per the Remuneration Policy of the Company

17. 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.

18. DIRECTORS

The Board of Directors has an optimum combination of Independent and Non-Executive Directors. As on 31st March 2017, the Board comprises of 4 Directors. The Company is professionally managed and its Board of Directors comprises of professionally qualified Directors, who have rich experience in diversified fields.

The Board of the Company comprises of:

S.No	Name	Designation	DIN
1.	Mr. Tarun Kumar Somani	Director	00011233
2.	Mr. Rakesh Chandra Khanduri	Director	03048392
3.	Ms. Shobha Sahni	Director	07478373
4.	Mr. Rakesh Suri	Director	00155648

Mr. Tarun Kumar Somani DIN (00011233), Director retires by rotation and being eligible offer himself for re-appointment at the ensuing Annual General Meeting.

Mr. Rakesh Chandra Khanduri DIN (03048392), an Independent Director who was appointed for three (3) years in the Annual General Meeting held on 30 September 2014 and being eligible offer himself for re-appointment at the ensuing Annual General Meeting as an Independent Director for a period of Five (5) Years .

19. NUMBER OF BOARD MEETINGS CONDUCTED DURING THE YEAR

The Board of Directors of the Company met Five (5) times during the Financial Year 2016-2017.

The Meetings were held on 30.05.2016, 11.08.2016, 04.11.2016, 11.01.2017 and 13.02.2017. The periodicity between two Board Meetings was within the maximum time gap as prescribed.

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
Mr. Rakesh Chandra Khanduri	5	5	Yes
Mr. Rakesh Suri	5	4	Yes
Ms. Shobha Sahni	5	3	Yes

The last Annual General Meeting (AGM) was held on September 30, 2016.

20. COMMITTEES OF THE BOARD

a. AUDIT COMMITTEE:

The Audit Committee of the Company is constituted in line with the provisions of 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, 2017, 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 Financial Year ended 31st March, 2017, 5 (Five) Audit Committee Meetings were held on 30.05.2016, 11.08.2016, 04.11.2016, 11.01.2017 and 13.02.2017. Mr. Rakesh Chandra Khanduri, Chairman of the Audit Committee was present at the last Annual General Meeting held on 30th September, 2016.

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	5
Mr. Tarun Kumar Somani	5
Mr. Rakesh Suri	4

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

b. NOMINATION AND REMUNERATION COMMITTEE:

The Company has duly constituted a Nomination and Remuneration Committee in line with the provisions of Section 178 of the Companies Act, 2013 consisting of three Non Executive Directors of whom two are Independent Directors. The committee formulated policy on nomination, remuneration and performance evaluation of Board of Directors and KMP. The scope of the Committee is recommending to the Board the appointments/re-appointments/performance evaluation / remuneration of the Directors and the Key Managerial Personnel.

The Nomination and Remuneration committee comprises of following:

Name of the Directors
Mr. Rakesh Chandra Khanduri
Mr. Tarun Kumar Somani
Mr. Rakesh Suri

Non-Executive Directors' compensation and disclosures

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

c. SHAREHOLDERS/INVESTORS GRIEVANCE COMMITTEE:

The Shareholders/Investors Grievance Committee has been constituted to look into the redressal of investors' grievances. The Committee as on 31st March, 2017 comprises of Mr. Rakesh Chandra Khanduri, Mr. Tarun Kumar Somani and Mr. Rakesh Suri, 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 31st March, 2017.

21. STATUTORY AUDITORS

M/s. Rajendra K. Goel & Co., Chartered Accountants, were appointed as Statutory Auditors for a period of 3 (three) years in the 31st Annual General Meeting of the Company to hold office till the conclusion of ensuing Annual General Meeting. The Board recommends their re-appointment as Statutory Auditors from the conclusion of 34th AGM till the conclusion of 37th AGM. The Board 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.

22. INTERNAL AUDIT

The Company has duly appointed an Internal Auditor to conduct Internal Audit of the Company. The Audit Committee of the Board provides direction and monitors the effectiveness of the Internal Audit function. The Internal Auditor reports to the Audit Committee. The Audit Committee reviews the report presented by the Internal Auditor and takes necessary actions to close the gaps identified in timely manner.

23. COST AUDIT

The Provisions of Companies (Cost Records and Audit) Rules, 2014 are not applicable to the Company.

24. SECRETARIAL AUDIT

Pursuant to the provisions of the Section 204 of the Companies Act, 2013 and the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 the Board had appointed Kumar Wadhwa & Company, Practicing Company Secretaries as Secretarial Auditors for the Financial Year 2016-2017. The Secretarial Audit Report for the Financial Year ended 31st March, 2017 is annexed to this report. The Report does not contain any qualification/ reservation or adverse remark.

25. SECRETARIAL STANDARDS

The Company has complied with the provisions of Secretarial Standards SS 1 and SS 2 issued by the Institute of Company Secretaries of India.

26. ESTABLISHMENT OF VIGIL MECHANISM

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.

27. BOARD EVALUATION

In a separate meeting of Independent Directors, performance of non-Independent Directors, performance of the Board as whole and performance of the Chairman was evaluated. As per Schedule IV of the Companies Act, 2013 which 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 its own performance by Board of Directors as a whole and of its committees and individual Directors was conducted based on the criteria and framework adopted by the Board.

28. 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:

S.No.	NAME	RELATION	CIN
1.	Indo Education Private Limited	Subsidiary	U74999DL2002PTC114185

The details of financial performance of subsidiary Company is furnished and attached to this report.

29. 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 31st March , 2017.

30. 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 regulatory authority or court or tribunal affecting the going concern status and Company's operation in future.

31. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

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

32. DISCLOSURE UNDER 'THE SEXUAL HARASSMENT OF WOMEN AT WORK PLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013'

The Company has in place, the 'Sexual Harassment at the Workplace (Prevention and Redressal) Policy' in line with the requirements of 'The Sexual Harassment of Women at Work Place (Prevention, Prohibition and Redressal) Act, 2013. An Internal Complaints Committee has been set up to redress complaints on sexual harassment. The Company affirms that during the year under review, no complaints were received by the Committee under the said Act.

33. GENERAL DISCLOSURES UNDER SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

a. Code of Conduct:

The Board of Directors has laid down Code of Conduct for all Board Members and Senior Management of the Company.

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, 2017.

b. Compliance with Regulations

The Company has complied fully with the requirements of the regulatory authorities on capital markets.

c. Prohibition of Insider Trading

In compliance with the SEBI (Prohibition of Insider Trading) Regulations, 2015, the Company has constituted a comprehensive Code of Conduct for its Senior Management and Staff. The code lays down guidelines, which lays down the procedure to be followed and disclosures to be made while dealing with Shares of the Company.

d. Accounting Standards

The Company has followed the Accounting Standards as prescribed.

e. Means of Communication:

The quarterly, half yearly and yearly financial results of the Company are sent to the Stock Exchange immediately after they are approved by the Board. These are also normally published in the Financial Express (English Edition)/Pioneer and Hari Bhoomi / Naya India (Hindi Edition) newspapers and are also uploaded on the website of the Company at www.eesl.in.

f. Annual General Meeting (AGM) Details:

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

Year	Date	Time	Venue
2016	September 30	10.30 A.M	'Eminent', C-56, Neeti Bagh, New Delhi-110049.
2015	September 30	10.30 A.M	'Eminent', C-56, Neeti Bagh, New Delhi-110049.
2014	September 30	9.30 A.M	¼, Second Floor, East Patel Nagar, New Delhi-110008

g. GENERAL SHAREHOLDERS INFORMATION:

i. 34th Annual General Meeting

Date : 29th September, 2017

Time : 10:30 A.M

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

ii. Date of Book Closure

The Company's Register of Members and Share Transfer Books will remain closed from, Friday, 22nd September, 2017 to Friday, 29th September, 2017 (both days inclusive).

iii. **Financial Year:** 1st April to 31st March

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

v. **Stock/Scrp Code:** 506180

vi. **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.

vii. **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.

viii. **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 31st March, 2017, 45,68,950 equity shares of Rs.10/- each forming 99.99% of the share capital of the Company stands dematerialized. The ISIN with **NSDL** and **CDSL** is **INE668L01013**.

ix. **Tentative Financial Calendar for Financial Year 2017-18:**

- Financial results for the first quarter ended June 30, 2017- August 2017
- Financial results for the second quarter ended September 30, 2017- November 2017
- Financial results for the third quarter ended December 31, 2017- February 2018
- Financial results for the fourth quarter ended March 31, 2018- May 2018

x. **Market Price Data:**

Following is the month-wise High/ Low price data for Financial Year 2016-17:

Month	High Price	Low Price
April , 2016	122.70	120.80
May, 2016	123.40	122.30
June ,2016	124.75	122.80
July, 2016	124.80	122.50
August ,2016	124.75	121.55
September, 2016	124.80	123.00
October 2016	125.00	120.55
November, 2016	127.50	123.80
December, 2016	125.20	124.00
January, 2017	126.50	124.00
February, 2017	127.00	125.00
March, 2017	130.70	126.50

xi. Shareholding Pattern as on March 31, 2017:

S.No	Category	No. of Shares	% of shareholding
1.	Promoters	3373600	73.84
2.	Financial Institutions, Banks and Mutual funds	-	-
3.	Foreign Institutional Investor	425000	9.30
4.	Private Corporate Bodies	532723	11.66
5.	NRI/ OCBs	-	-
6.	Indian Public	237677	5.20
	Total	4569000	100

xii. Distribution Schedule of Shareholding as on 31st March, 2017:

No. of Equity Shares.	No. of Shareholders	% to Total	No. of Shares held	% to Total shareholding
1 Up to 500	58	66.67	4844	0.11
501 to 1000	1	1.15	586	0.01
1001 to 2000	3	3.44	4705	0.10
2001 to 3000	6	6.90	14329	0.31
3001 to 4000	1	1.15	3941	0.09
4001 to 5000	1	1.15	4050	0.09
5001 to 10000	4	4.60	30397	0.67
10001 & ABOVE	13	14.94	4506148	98.62
	87	100	4569000	100

xiii. 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.

xiv. Compliance Officer:

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

34. Corporate Governance Report

In terms of the Regulation 15 (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 the compliance of provisions of Corporate Governance is not mandatory for the time being in respect of our Company since the paid up equity share capital and net-worth of our Company as on 31st March, 2017 is Rs. 4,56,90,000 (Rupees Four Crores Fifty Six Lacs Ninety Thousand) and Rs. 14,76,58,388/- (Rupees Fourteen Crore Seventy Six Lac Fifty Eight Thousand Three Hundred Eighty Eight only) respectively.

ACKNOWLEDGEMENT

The Directors are thankful to the Stakeholders, 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: 30th May, 2017
PLACE: NEW DELHI**

**TARUN KUMAR SOMANI
(Chairman)
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.

During the year the Company has focused on providing extensive soft skills and aptitude training to students of Engineering, Management and Business graduates.

The Company is making efforts for having tie ups with more Institutes across National Capital Region for providing such training to their students.

The efforts are also being made to enter into collaboration with some Universities with Good Standing for providing infrastructural support and related services to them.

With the continuous technological advancements and growth of the digital economy, the management is exploring opportunities to venture into some online vocational courses in collaboration with some reputed Universities.

The Management is also exploring the opportunities for mergers with Companies which are related with the business of the company and any other businesses to optimize the Synergies.

INDUSTRY STRUCTURE AND DEVELOPMENTS

Given that the internet business space in India is still in a 'developing' phase, much of its growth depends on the way the overall digital economy evolves in the country. In the last couple of years, after a period of slow and steady expansion, the digital economy has crossed its inflexion point in India and is now on a rapid growth trajectory. Much of the sector's growth is attributable to two factors: rapid developments in the telecom space especially mobile telephony, and the changing attitude of the population towards digitization. In Financial Year 2016- 2017, the Government of India has also undertaken several regulatory measures that signal the intent to transform much of India into a digital based economy.

OPPORTUNITIES AND THREATS

Education was featured amongst the '9 pillars' of the Union Budget 2017-18. It focuses on long-term measures and inclusive development. This is reflected in the measures relating to the education, skill development sector as well, with special focus on digitization, promoting skill development and entrepreneurship without much increase in budgetary allocations for education.

Skill development is essential for achieving faster, sustainable and inclusive growth. It provides wide opportunities to the growing young population by providing decent employment opportunities. The central government has launched the Skill India initiative – 'Kaushal Bharat, Kusal Bharat'. Under this initiative, the government has set a target of training 400 million citizens by 2022 that would enable them to find jobs.

The initiatives launched include various programmes like: 'Pradhan Mantri Kaushal Vikas Yojana' (PMKVY), National Policy for Skill Development and Entrepreneurship 2015, and the National Skill Development Mission.

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

The Company has a well-structured and robust risk management mechanism, which includes a comprehensive register that lists the identified risks, its impact and the mitigation strategy. Broadly, there are some overriding risks and main is Competition Risk and Attrition Risk. There is a constant threat of attrition among good teachers being lured by the competitors impacting the business. The Company continuously tracks competition in every one of its businesses and stays prepared for the challenges.

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 RESOURCES

Human resources management at the Company goes beyond the set boundaries of compensation, performance reviews and development. We look at the employee's entire lifecycle, to ensure timely interventions that help build a long-lasting and fruitful career. The Company's HR practices are aimed at finding a balance between optimizing the resources and investing in the value added activities

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 essence, the Education Sector had a good Financial Year 2017-2018 and should continue to benefit as the economy improves further. The Company will look to invest more in this business mainly in areas like online and offline educational Platforms.

Though there are some macroeconomic uncertainties going into Financial Year 2017-2018 , these should not come in the way. The Company remains optimistic about Financial Year 2017-2018.

CAUTIONARY STATEMENT

Statements in this Management Discussion and Analysis describing the Company's objectives, projections, estimates and expectations may be 'forward looking statements' within the meaning of applicable laws and regulations. Actual results might differ substantially or materially from those expressed or implied. Important developments that could affect the Company's operations include a downtrend in the Indian online sector, advertising spends, new disruptive technologies or business models, significant changes in political and economic environment in India, exchange rate fluctuations, tax laws, litigation, labour relations.

**Form No. MGT-9
EXTRACT OF ANNUAL RETURN**

As on the Financial Year ended on 31st March 2017

[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	U74999DL2002PT C114185	100	2(87)

1.	M/s Indo Powertech Limited	1650000	36.11	-	1650000	36.11	-	Nil
2.	M/s Uni Coke Private Limited	1305000	28.56	-	1305000	28.56	-	Nil
3.	Mr. Saatvik Somani	167850	3.67	-	167850	3.67	-	Nil
4.	Mr. Tarun Kumar Somani	92750	2.02	-	92750	2.02	-	Nil
5.	Mrs. Shruti Somani	79000	1.73	-	79000	1.73	-	Nil
6.	Mrs. Saroj Somani	79000	1.73	-	79000	1.73	-	Nil
	Total	3373600	73.83	-	3373600	73.83	-	-

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

There is no change in promoter shareholding during the year ending on 31st March , 2017.

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

S. No.	Name	Shareholding at the beginning of year		Changes during the year		Cumulative Shareholding during the year	
		No. of shares	% of Total Shares of Company	No. of shares	% of Total Shares of Company	No. of shares	% of Total Shares of Company
1.	Alps Vyapar Private Limited opening balance 01/04/2016	522500	11.44	-	-		
	Closing Balance 31/03/2017			-	-	522500	11.44
2.	Davos International Fund opening balance 01/04/2016	212500	4.65	-	-		
	Closing Balance 31/03/2017			-	-	212500	4.65
3.	Stream Value Fund opening balance 01/04/2016	212500	4.65	-	-		
	Closing Balance 31/03/2017			-	-	212500	4.65
4.	Devesh Jain opening balance 01/04/2016	77548	1.70	-	-		

	Closing Balance 31/03/2017			-	-	77548	1.70
5.	Neela Bajaj opening balance 01/04/2016	42000	0.91	-	-		
	Closing Balance 31/03/2017			-	-	42000	0.91
6.	Raghvendra Mohta opening balance 01/04/2016	42000	0.91	-	-		
	Closing Balance 31/03/2017			-	-	42000	0.91
7.	Atul Bajaj opening balance 01/04/2016	23500	0.51	-	-		
	Closing Balance 31/03/2017			-	-	23500	0.51
8.	Seema Khullar opening balance 01/04/2016	9228	0.20				
	Closing Balance 31/03/2017					9228	0.20
9.	Santosh Kumar opening balance 01/04/2016	0	0	6988	0.15		
	Closing Balance 31/03/2017			-	-	6988	0.15
10.	Lakshmishree Investment and Security Private Limited opening balance 01/04/2016	0	0	6181	0.13		
	Closing Balance 31/03/2017			-	-	6181	0.13

(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 Company	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**

C. Remuneration to Key Managerial Personnel other Than MD/MANAGER/WTD

Company Secretary:

Gross Salary (p.m.) : Rs.71,619/- (Rupees Seventy One Thousand Six Hundred Nineteen Only)

Stock option/Sweat Equity/Commission : Nil

Total: Rs. Rs.71,619/- (Rupees Seventy One Thousand Six Hundred Nineteen Only)

VIII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

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

For EMERGENT GLOBAL EDU AND SERVICES LIMITED

DATE: 30th MAY, 2017

PLACE: New Delhi

TARUN KUMAR SOMANI

Chairman

DIN: 00011233

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, 2015.

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: Nil

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	30.5.2016
f)	Amount paid as advances, if any	-

For EMERGENT GLOBAL EDU AND SERVICES LIMITED

DATE: 30th MAY, 2017
PLACE: New Delhi

TARUN KUMAR SOMANI
Chairman
DIN: 00011233

FORM NO. MR-3
SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2017

[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
Regd. Off: 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, 2017, 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:

- 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, 2017 according to the provisions of:
- I. The Companies Act, 2013 (**the Act**) and the Rules made there under and applicable provisions of Companies Act, 1956.
 - 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;
 - IV. 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;
 - V. 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, 2015;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009:- Not Applicable as company has not issued any further Capital under Regulation during the Financial Year under review.
 - 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: Not

applicable as Company is not registered as Registrars to an issue and share transfer agent during the Financial Year under review.

- e. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009: Not Applicable as the Company was not delisted/proposed to delist its equity shares from Bombay Stock Exchange during the Financial Year under review.
- f. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998: Not Applicable as the Company was not bought back/ proposed to bought back any of its securities during the Financial Year under review.
- g. The Company has complied with the requirements under the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 entered into with BSE Limited, Mumbai ; and
- h. The Memorandum and Articles of Association.

➤ **We 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 Agreement entered into by the Company with the BSE Limited, Mumbai pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 etc. mentioned above.

- We further report that the Company has, in our opinion, complied with the applicable provisions of the Companies Act, 1956 and the provisions of Companies Act, 2013 as notified by Ministry of Corporate Affairs and rules made there under alongwith 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 33rd Annual General Meeting held on 30th September, 2016.
 - 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.

➤ **We further report that:**

- The Board of Directors of the Company is duly constituted with optimum combination of Non-Executive Directors and Independent Directors and Woman Director. 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(if any) are captured and recorded as part of the minutes.
- The Company has obtained all necessary approvals under the various provisions of the Act; and
- 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;

➤ **We 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.

➤ **We further report that** during the audit period there was no specific event/ action has major impact on the affairs of the Company

FOR KUMAR WADHWA & COMPANY

Company Secretaries

Place : New Delhi
Date : 30th May, 2017

SANJAY KUMAR
(Partner)
C.P NO :7027

Independent Auditors' Report on Standalone Financial Statements

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 comprises the Balance Sheet as at 31st March 2017, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the 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 provision of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial 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.

Auditor's Responsibility

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.

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 financial statements are free from material misstatement.

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 true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by 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, 2017, 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, 2016 ('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 paragraph 3 & 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 written representations received from the directors as on 31st March, 2017, taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2017, from being appointed as a director in terms of Section 164(2) of the Act.
 - f) With respect to the adequacy of the internal financial controls over financial reporting of the company and the operating effectiveness of such controls, refer to our separate Report in **"Annexure B"**.
 - g) 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, we report that:
 - 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 derivatives contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred, to the Investor Education and Protection Fund by the Company.

- iv. Company had provided requisite disclosures in its financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 8th November, 2016 to 30th December, 2016 and these are in accordance with the books of accounts maintained by the company.

For Rajendra K. Goel & Co.
Chartered Accountants
FRN-001457N

R. K. Goel
(Partner)
M. No.:- 006154

Place: New Delhi
Date: 30-May-2017

Annexure – A to the Independent Auditors Report

Referred to in paragraph (1) under the heading 'Report on Other Legal & Regulatory Requirement' of our report of even date to the financial statements of the Company for the year ended March 31, 2017:

- 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) 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, 2013. Outstanding balance of which as on 31st March, 2017 was Rs. 12.84 Crores (Maximum amount outstanding during the year was Rs. 12.99 Crores).
 - a) The terms and conditions of the granting of loan are not prejudicial to the company's interest;
 - b) The terms of repayment of Principal amount and Interest are stipulated. And as per the terms of agreement, Principal amount along with the Interest is to be repaid as part payment or in lump sum as on or before the maturity date;
 - c) As per the terms of loan and according to information and explanations given to us by management, there is no amount overdue for more than ninety days.
- iv) In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 in respect of loans, investments, guarantees, and security.
- v) The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposits) Rules, 2015 with regard to the deposits accepted from the public 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, 2013, does not apply;
- vii) (a) According to information and explanations given to us and on the basis of our examination of the books of account, and records, the company has been generally regular in depositing undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, Duty of Customs, Duty of Excise, Value Added Tax, Cess and any other statutory dues with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at 31st March 2017 for a period of more than six months from the date on when they become payable.
 - (b) According to the information and explanations given to us, no disputed amounts in respect of Income Tax, Service Tax, Sales Tax, Custom Duty & Excise Duty were outstanding as at 31st March, 2017;
- viii) In our opinion and according to information and explanations given to us, the company has not defaulted in repayment of dues to banks or financial institution. Accordingly, the provisions of clause 3 (viii) of the Order are not applicable to the company and hence not commented upon;

- ix) Based upon the audit procedures performed and the information and explanation given by the management, the company has not raised moneys during the year by way of initial public offer or further public offer including debt instruments and term loans. Accordingly, the provisions of clause 3 (ix) of the Order are not applicable to the company and hence not commented upon;
- x) Based upon the audit procedures performed and the information and explanation given by the management, we report that no fraud by the company or on the company by its officers or employees has been noticed or reported during the year;
- xi) Based upon the audit procedures performed and the information and explanation given by the management, the managerial remuneration has not been provided. Accordingly, the provisions of clause 3 (xi) of the Order are not applicable to the company;
- xii) In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 4 (xii) of the Order are not applicable to the Company.
- xiii) In our opinion, all transactions with related parties are in compliance with section 177 and 188 of the Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standard.
- xiv) Based upon the audit procedures performed and the information and explanation given by the management, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provision of clause 3 (xiv) of the Order are not applicable to the company and hence not commented upon.
- xv) Based upon the audit procedures performed and the information and explanation given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provision of clause 3 (xv) of the Order are not applicable to the company and hence not commented upon.
- xvi) In our opinion, the company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3 (xvi) of the Order are not applicable to the company and hence not commented upon.

For Rajendra K. Goel & Co.
Chartered Accountants
FRN-001457N

R. K. Goel
(Partner)
M. No.:- 006154

Place: New Delhi
Date: 30-May-2017

Annexure B to the Independent Auditor's Report

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of *Emergent Global Edu and Services Limited* (“the Company”) as of March 31, 2017 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. 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.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
- (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Rajendra K. Goel & Co.
Chartered Accountants
FRN-001457N

R. K. Goel
(Partner)
M. No.:- 006154

Place: New Delhi
Date: 30-May-2017

EMERGENT GLOBAL EDU AND SERVICES LIMITED
(FORMERLY EMERGENT ENERGY AND SERVICES LIMITED)
CIN NO. L80902DL1983PLC209722
BALANCE SHEET AS AT MARCH 31, 2017

	PARTICULARS	NOTE NO.	AS AT 31.03.2017	AS AT 31.03.2016
I	EQUITY & LIABILITIES			
1	SHAREHOLDER'S FUNDS			
	- SHARE CAPITAL	1	45,690,000	45,690,000
	- RESERVES & SURPLUS	2	101,968,388	98,869,684
			147,658,388	144,559,684
2	NON-CURRENT LIABILITIES			
	- LONG TERM PROVISIONS	3	167,183	113,724
			167,183	113,724
3	CURRENT LIABILITIES			
	- OTHER CURRENT LIABILITIES	4	2,066,008	476,975
	- SHORT TERM PROVISIONS	5	1,391,981	1,303,654
			3,457,989	1,780,629
	TOTAL (1+2+3) :-		151,283,560	146,454,037
II	ASSETS			
1	NON-CURRENT ASSETS			
	- NON-CURRENT INVESTMENTS	6	13,300,000	3,300,000
	- DEFERRED TAX ASSETS (NET)	16.15	102,028	79,191
	- LONG TERM LOANS & ADVANCES	7	128,367,000	129,967,000
			141,769,028	133,346,191
2	CURRENT ASSETS			
	- CASH & CASH EQUIVALENTS	8	995,676	840,809
	- SHORT TERM LOANS & ADVANCES	9	935,789	946,999
	- OTHER CURRENT ASSETS	10	7,583,067	11,320,038
			9,514,532	13,107,846
	TOTAL (1+2) :-		151,283,560	146,454,037

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
DIN : 00011233

R. C. KHANDURI
DIRECTOR
DIN : 03048392

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

SABINA NAGPAL
COMPANY SECRETARY
& LAW OFFICER

PLACE : NEW DELHI
DATED : 30.05.2017

EMERGENT GLOBAL EDU AND SERVICES LIMITED
(FORMERLY EMERGENT ENERGY AND SERVICES LIMITED)
CIN NO. L80902DL1983PLC209722

PROFIT AND LOSS STATEMENT FOR THE YEAR ENDED MARCH 31, 2017

	PARTICULARS	NOTE NO.	FOR THE YEAR ENDED 31.03.2017	FOR THE YEAR ENDED 31.03.2016
I	REVENUE FROM OPERATION	11	900,000	979,211
II	OTHER INCOME	12	8,434,330	8,561,973
III	TOTAL REVENUE (I+ II)		9,334,330	9,541,184
IV	EXPENSES:			
	- EMPLOYEE BENEFITS EXPENSE	13	1,720,726	4,072,457
	- OTHER EXPENSES	14	3,101,364	1,413,289
	- PAYMENT TO AUDITORS	15	49,450	49,235
	TOTAL EXPENSES		4,871,540	5,534,981
V	PROFIT BEFORE EXCEPTIONAL AND EXTRAORDINARY ITEMS AND TAX (III - IV)		4,462,790	4,006,203
VI	EXCEPTIONAL ITEMS		-	-
VII	PROFIT BEFORE EXTRAORDINARY ITEMS AND TAX (V - VI)		4,462,790	4,006,203
VIII	EXTRAORDINARY ITEMS		-	-
IX	PROFIT BEFORE TAX (VII - VIII)		4,462,790	4,006,203
X	TAX EXPENSE			
	- CURRENT TAX		1,383,980	1,298,530
	- EARLIER YEAR TAX		2,943	(13,149)
	- DEFERRED TAX	16.15	(22,837)	(11,452)
	TOTAL TAX EXPENSES		1,364,086	1,273,929
XI	PROFIT FOR THE PERIOD FROM CONTINUING OPERATION (IX - X)		3,098,704	2,732,274
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)		3,098,704	2,732,274
XVI	EARNINGS PER EQUITY SHARE:			
	- BASIC	16.19	0.68	0.60
	- DILUTED	16.19	0.68	0.60

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
DIN : 00011233

R. C. KHANDURI
DIRECTOR
DIN : 03048392

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

SABINA NAGPAL
COMPANY SECRETARY
& LAW OFFICER

PLACE : NEW DELHI

DATED : 30.05.2017

EMERGENT GLOBAL EDU AND SERVICES LIMITED
(FORMERLY EMERGENT ENERGY AND SERVICES LIMITED)
CIN NO. L80902DL1983PLC209722

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2017

S. NO.	PARTICULARS	FOR THE YEAR ENDED 31.03.2017	FOR THE YEAR ENDED 31.03.2016
A.	Cash Flow from Operating Activities		
	Net Profit/Loss Before Tax and Extra-Ordinary Items	4,462,790	4,006,203
	Less: Interest & Other Income	(8,425,630)	(8,455,310)
	Operating Loss before Working Capital Changes	(3,962,840)	(4,449,108)
	Adjustments For		
	Increase/Decrease in Short Term Loans & Advances	321	4,789
	Increase/Decrease in Long Term Provision	53,459	(53,588)
	Increase/Decrease in Other Current Liabilities	1,589,033	(656,763)
	Increase/Decrease in Short Term Provision	2,877	421
	Cash Generated /Lost from Operations	(2,317,150)	(5,154,249)
	Less: Taxes Paid	(1,290,584)	(157,006)
	Net Cash Flow from Operating Activities	(3,607,734)	(5,311,255)
B.	Cash Flow from Investing Activities		
	Loan to Subsidiary Company	-	(650,000)
	Loan repayment by Subsidiary Company	1,600,000	-
	Interest Received	12,162,601	5,102,546
	Purchases of Mutual Fund	(10,000,000)	-
	Dividend Received	-	-
	Sale of Mutual Fund	-	-
	Investment in Equity Shares of Indo Education P Ltd	-	-
	Net Cash Flow from Investing Activities	3,762,601	4,452,546
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	154,867	(858,709)
	Opening Cash & Cash Equivalent	840,809	1,699,518
	Closing Cash & Cash Equivalent	995,676	840,809

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

SABINA NAGPAL
COMPANY SECRETARY
& LAW OFFICER

PLACE : NEW DELHI
DATED : 30.05.2017

EMERGENT GLOBAL EDU AND SERVICES LIMITED
(FORMERLY EMERGENT ENERGY AND SERVICES LIMITED)
CIN NO. L80902DL1983PLC209722
NOTES FORMING PART OF THE BALANCE SHEET

PARTICULARS	AS AT 31.03.2017	AS AT 31.03.2016
NOTE NO- 1		
SHARE CAPITAL		
AUTHORISED:		
2,00,00,000 EQUITY SHARES (PREVIOUS YEAR 2,00,00,000 EQUITY SHARES) OF Rs. 10/- EACH	200,000,000.00	200,000,000.00
ISSUED, SUBSCRIBED & PAID UP:		
45,69,000 EQUITY SHARES (PREVIOUS YEAR 45,69,000 EQUITY SHARES) OF Rs. 10/- EACH	45,690,000	45,690,000

Reconciliation of the shares outstanding at the beginning and at the end of the period		
EQUITY SHARES AT RS. 10 EACH	AS AT 31.03.2017	AS AT 31.03.2016
SHARES OUTSTANDING AT THE BEGINNING OF THE YEAR	4,569,000	4,569,000
SHARES ISSUED DURING THE YEAR	-	-
SHARES BOUGHT BACK DURING THE YEAR	-	-
ANY OTHER MOVEMENT (PLEASE SPECIFY)	-	-
SHARES OUTSTANDING AT THE END OF THE YEAR	4,569,000	4,569,000

Detail of shareholders holding more than 5% shares in the company		
	AS AT 31.03.2017	AS AT 31.03.2016
NAME OF SHAREHOLDERS	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.

EMERGENT GLOBAL EDU AND SERVICES LIMITED
(FORMERLY EMERGENT ENERGY AND SERVICES LIMITED)
CIN NO. L80902DL1983PLC209722
NOTES FORMING PART OF THE BALANCE SHEET

PARTICULARS	AS AT 31.03.2017	AS AT 31.03.2016
NOTE NO- 2		
RESERVES & SURPLUS		
- CAPITAL RESERVES	2,000	2,000
- SECURITIES PREMIUM RESERVE	84,800,000	84,800,000
SURPLUS/(DEFICIT) IN THE STATEMENT OF PROFIT & LOSS		
BALANCE AS PER THE LAST FINANCIAL STATEMENTS	14,067,684	11,335,410
PROFIT FOR THE YEAR	3,098,704	2,732,274
NET SURPLUS IN THE STATEMENT OF PROFIT & LOSS	17,166,388	14,067,684
TOTAL RESERVES & SURPLUS	101,968,388	98,869,684
NOTE NO- 3		
LONG-TERM PROVISIONS		
PROVISION FOR EMPLOYEE BENEFITS		
- PROVISION FOR GRATUITY (REFER NOTE NO - 16.17)	167,183	113,724
	167,183	113,724
NOTE NO- 4		
OTHER CURRENT LIABILITIES		
- DUTIES & TAXES PAYABLE	171,666	11,924
- EXPENSES PAYABLE	1,894,342	465,051
	2,066,008	476,975
NOTE NO- 5		
SHORT TERM PROVISIONS		
- FOR INCOME TAX	1,383,980	1,298,530
- PROVISION FOR GRATUITY (REFER NOTE NO -16.17)	8,001	5,124
	1,391,981	1,303,654

EMERGENT GLOBAL EDU AND SERVICES LIMITED
(FORMERLY EMERGENT ENERGY AND SERVICES LIMITED)
CIN NO. L80902DL1983PLC209722
NOTES FORMING PART OF THE BALANCE SHEET

PARTICULARS	AS AT 31.03.2017	AS AT 31.03.2016
NOTE NO- 6		
NON-CURRENT INVESTMENTS		
QUOTED		
INVESTMENTS IN DEBT FUND		
IIFL WEALTH FINANCE - GOLDEN PERP DEBT FUND (ALLOTMENT OF 100/- SECURED, REDEEMABLE. LISTED PRINCIPAL PROTECTED, NON - CONVERTIBLE MARKET LINKED DEBENTURE - IFGPD - 5 ISSUED @ RS. 1,00,000/- PER DEBENTURE) MARKET VALUE AS ON 31.03.2017 OF QUOTED INVESTMENTS IS RS. 98,70,950/- BOOK VALUE OF QUOTED INVESTMENTS IS RS. 1,00,00,000/-	10,000,000	-
TOTAL QUOTED INVESTMENTS	10,000,000	-
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	3,300,000	3,300,000
TOTAL UN QUOTED INVESTMENTS	3,300,000	3,300,000
TOTAL NON-CURRENT INVESTMENTS	13,300,000	3,300,000
NOTE NO- 7		
LONG TERM LOANS & ADVANCES		
LOANS AND ADVANCES TO RELATED PARTIES (UNSECURED, CONSIDERED GOOD) LOAN TO INDO EDUCATION PVT. LTD. (SUBSIDIARY COMPANY)	128,367,000	129,967,000
	128,367,000	129,967,000
NOTE NO- 8		
CASH & CASH EQUIVALENTS		
- BALANCE WITH BANK		
IN CURRENT ACCOUNT	954,807	826,098
- CASH ON HAND	40,869	14,711
	995,676	840,809
NOTE NO- 9		
SHORT TERM LOANS & ADVANCES (UNSECURED, CONSIDERED GOOD) ADVANCES RECOVERABLE IN CASH OR IN KIND OR FOR VALUE TO BE RECEIVED		
- PREPAID EXPENSES	3,226	3,547
- ADVANCE TAX INCLUDING TDS	932,563	943,452
	935,789	946,999
NOTE NO- 10		
OTHER CURRENT ASSETS		
- INTEREST RECEIVABLE	7,583,067	11,320,038
	7,583,067	11,320,038

EMERGENT GLOBAL EDU AND SERVICES LIMITED
(FORMERLY EMERGENT ENERGY AND SERVICES LIMITED)
CIN NO. L80902DL1983PLC209722
NOTES FORMING PART OF THE PROFIT AND LOSS STATEMENT

PARTICULARS	FOR THE YEAR ENDED 31.03.2017	FOR THE YEAR ENDED 31.03.2016
NOTE NO- 11		
REVENUE FROM OPERATION		
- CONSULTANCY INCOME	900,000	900,000
- COMMISSION INCOME	-	79,211
	900,000	979,211
NOTE NO- 12		
OTHER INCOME		
- INTEREST ON FIXED DEPOSIT	-	10,119
(TDS ON INTEREST RS. NIL PREVIOUS YEAR RS. 1,012/-)		
- INTEREST ON LOAN	8,425,630	8,445,191
(TDS ON INTEREST RS. 8,42,563/- PREVIOUS YEAR RS. 8,44,519/-)		
- GRATUITY LIABILITY WRITTEN OFF	-	53,167
- INTEREST ON I.T REFUND	-	41,514
- MISC INCOME	8,700	11,981
	8,434,330	8,561,973
NOTE NO- 13		
EMPLOYEE BENEFITS EXPENSE		
- SALARIES & ALLOWANCES	1,461,906	3,500,672
- OTHER BENEFITS	255,094	552,306
- STAFF WELFARE	3,726	19,479
	1,720,726	4,072,457
NOTE NO- 14		
OTHER EXPENSES		
- RENT CHARGES	74,700	74,061
- TRAVELING EXPENSES	89,187	110,641
- LEGAL & PROFESSIONAL CHARGES	1,760,972	134,291
- FEES & SUBSCRIPTION	53,124	22,634
- FILLING FEES	2,194	943
- LISTING FEES	229,000	224,720
- BUSINESS PROMOTION EXPENSES	12,760	8,000
- CONVEYANCE EXPENSES	33,803	64,224
- POSTAGE & COURIER EXPENSES	250	5,063
- NET LOSS ON FOREIGN CURRENCY TRANSACTION	-	77
- TELEPHONE & INTERNET EXPENSES	73,812	44,256
- ELECTRICITY EXPENSES	19,927	13,745
- REPAIRS & MAINTENANCE	175,503	168,988
- ADVERTISEMENT EXPENSES	33,864	70,406
- MISCELLANEOUS EXPENSES	13,052	18,076
- PRINTING & STATIONARY	29,869	42,673
- BANK CHARGES	1,726	1,500
- SECURITY EXPENSES	434,396	408,991
- STAFF RECRUITMENT EXPENSES	63,225	-
	3,101,364	1,413,289

EMERGENT GLOBAL EDU AND SERVICES LIMITED
(FORMERLY EMERGENT ENERGY AND SERVICES LIMITED)
CIN NO. L80902DL1983PLC209722
NOTES FORMING PART OF THE PROFIT AND LOSS STATEMENT

PARTICULARS	FOR THE YEAR ENDED 31.03.2017	FOR THE YEAR ENDED 31.03.2016
NOTE NO- 15		
PAYMENT TO AUDITORS		
- STATUTORY AUDIT FEES	49,450	49,235
	49,450	49,235

EMERGENT GLOBAL EDU AND SERVICES LIMITED
(FORMERLY EMERGENT ENERGY AND SERVICES LIMITED)
CIN NO. L80902DL1983PLC209722

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)
CIN NO. L80902DL1983PLC209722

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)
CIN NO. L80902DL1983PLC209722**

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>2016-17</u>	<u>2015-16</u>
Foreign Currency		
a. Expenses in foreign currency	NIL	NIL
b. Earnings in foreign exchange	NIL	NIL

16.14 **Managerial Remuneration**

	<u>2016-17</u>	<u>2015-16</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 31.03.2016	During the Year	As on 31.03.2017
	-----	-----	-----
Timing Difference on account of Leave Encashment	-	5,892	5,892
Gratuity	36,724	15,603	52,327
Ex Gratia	42,467	1,342	43,809
	-----	-----	-----
Total Deferred tax Asset	79,191	22,837	1,02,028
	-----	-----	-----

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, 2017 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)
CIN NO. L80902DL1983PLC209722

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	31.03.16	31.03.17
Mortality Table	IAL 2006-08 Ultimate	IAL 2006-08 Ultimate
Attrition Rate	02.00 % p.a.	02.00 % p.a.
Imputed Rate of Interest	07.80 % p.a.	07.50 % p.a.
Salary Raise	05.00 % p.a.	05.00 % p.a.
Return on Plan Assets	N.A.	N.A.
Remaining Working Life	22.75 Years	21.75 Years

(i) Change in Present value of Obligations

As of	31.03.2016	31.03.2017
Present Value of obligation At the beginning of the I.V.P.	1,72,015	1,18,848
Interest Cost	13,417	8,914
Current Service Cost	27,917	30,062
Benefits Paid	Nil	Nil
Actuarial (gain) /loss On obligations	(94,501)	17,360
Present value of obligation At the end of the I.V.P.	1,18,848	1,75,184

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

As of	31.03.2016	31.03.2017
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)
CIN NO. L80902DL1983PLC209722

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

(iii) Fair Value of Plan Assets

As of	31.03.2016	31.03.2017
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	1,18,848	1,75,184
Funded Status	(1,18,848)	(1,75,184)

(iv) Actual Gain / Loss Recognised

As of	31.03.2016	31.03.2017
Actuarial Gain / Loss on obligations	94,501	(17,360)
Actual gain / Loss on Plan Assets	-	-
Total Gain / Loss For the I.V.P.	(94,501)	17,360
Actuarial Gain / Loss Recognized in the I.V.P.	(94,501)	17,360
Unrecognized Actuarial (gain) / loss at the end of the I. V. P.	-	-

(v) Amount to be recognized in the Balance Sheet

As of	31.03.2016	31.03.2017
Present value of the obligations At the end of the I. V. P.	1,18,848	1,75,184
Fair value of the Plan assets At the end of the I. V. P.	-	-
Funded Status	(1,18,848)	(1,75,184)
Unrecognized Actuarial (Gain) / Loss at the end of the I.V.P.	-	-
Net Assets / (Liability) Recognized in the balance Sheet	1,18,848	1,75,184

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

As of	31.03.2016	31.03.2017
Current Service Cost	27,917	30,062
Interest Cost	13,417	8,914
Expected Return on plan assets	-	-
Actuarial Gain / Loss Recognized in the I. V. P.	(94,501)	17,360
Expenses Recognized in The statement of Profit & Loss	(53,167)	56,336

**EMERGENT GLOBAL EDU AND SERVICES LIMITED
(FORMERLY EMERGENT ENERGY AND SERVICES LIMITED)
CIN NO. L80902DL1983PLC209722**

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

16.18 Related Parties Disclosure:-

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.
- Upper India Estate Pvt Ltd.
- Amber Developers Pvt Ltd
- Indo Metalloys 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
- Mr. R.C. Khanduri

2. Transaction with Related Parties

a) Nature of Transaction	Rs. In Lacs	
	FY 2016-2017	FY 2015-2016
i) Income		
Interest on Loan	84.26	84.45
ii) Expenses		
Rent Paid	0.69	0.68
iii) Outstanding Balance at the year end:		
a) Loan to Subsidiary	1283.67	1299.67
b) Interest Receivable	75.83	113.20

b) Company made Loan of Rs. 12,83,67,000 to its wholly owned subsidiary company, which is utilised for business purposes.

EMERGENT GLOBAL EDU AND SERVICES LIMITED
(FORMERLY EMERGENT ENERGY AND SERVICES LIMITED)
CIN NO. L80902DL1983PLC209722

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

16.19 Earnings per share

	<u>2016-17</u>	<u>2015-16</u>
Profit After Taxation (Rs.)	30,98,704	27,32,274
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	0.68	0.60

16.20 The details of Specified Bank Notes (SBN) held and transacted during the period from 8th November, 2016 to 30th December, 2016 as provided in the table below:-

Particulars	SBNs	Other denomination notes	Total
Closing cash in hand as on 08.11.2016	73,000	466	73,466
(+) Permitted receipts	-	96,000	96,000
(-) Permitted payments	-	(15,190)	(15,190)
(-) Amount deposited in Banks	(73,000)	(50,000)	(1,23,000)
Closing cash in hand as on 30.12.2016]	-	31,276	31,276

Further, the company has complied with all relevant guidelines/notifications issued by RBI from time to time in respect of holding and dealing with SBN's, and that the Company had proper controls, system and procedures in place for such compliance.

16.21 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
DIN : 0011233

R. C. KHANDURI
DIRECTOR
DIN : 3048392

SABINA NAGPAL
COMPANY SECRETARY
& LAW OFFICER

PLACE: NEW DELHI
DATED : 30.05.2017

Independent Auditors' Report on Consolidated Financial Statements

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*** ("the Holding Company") and its subsidiary (the Holding Company and its subsidiary together referred to as "the Group") comprising of the Consolidated Balance Sheet as at 31st March, 2017, the Consolidated Statement of Profit 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 ("the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group 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 Board of Directors of the Group 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. 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 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, as at 31st March, 2017, and their consolidated Profit and their consolidated cash flows for the year ended on that date.

Other Matters

We did not audit the financial statements / financial information of one subsidiary , whose financial statements / financial information reflect total assets of Rs 13,33,09,719 /-as at 31st March, 2017, total revenues of Rs. 93,44,856 /- and net cash flows amounting to Rs. 2,65,45,978 /- for the year ended on that date, as considered in the consolidated financial statements 31st March, 2017.

These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of this subsidiaries and our report in terms of sub-sections (3) and (11) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries is based solely on the reports of the other auditors.

Report on other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, we report, to the extent applicable, 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 of the aforesaid consolidated financial statements.
 - b) In our opinion proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept by the Company so far as it appears from our examination of those books.
 - c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the consolidated financial statements.

- d) In our opinion, the aforesaid consolidated 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 written representations received from the directors of the Holding Company as on 31st March, 2017, taken on record by the Board of Directors of the Holding Company and the report of the Statutory Auditor of its Subsidiary company incorporated in India, none of the Directors of the Group companies incorporated in India is disqualified as on 31st March, 2017, from being appointed as a Director of that company in terms of Section 164(2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Group and the operating effectiveness of such controls, refer to our separate Report in “**Annexure A**”; and
- g) 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, we report that:
 - i. The Group does not have any pending litigations which would impact its financial position.
 - ii. The Group did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses.
 - iii. No amount is required to be transferred to the Investor Education and Protection Fund by the company by the Holding Company and its subsidiary companies, associates companies and jointly controlled companies incorporated in India.
 - iv. The Group had provided requisite disclosures in its financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 8th November, 2016 to 30th December, 2016 and these are in accordance with the books of accounts maintained by the company.

For Rajendra K. Goel & Co.
Chartered Accountants
FRN-001457N

R. K. Goel
(Partner)
M. No.:- 006154

Place: New Delhi
Date: 30-May-2017

Annexure A to the Independent Auditor's Report

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

In conjunction with our audit of the consolidated financial statements of the Company for the year ended on that date, We have audited the internal financial controls over financial reporting of Of **Emergent Global Edu and Services Limited** (hereinafter referred to as "the Holding Company") and its subsidiary companies which are companies incorporated in India as of March 31, 2017

Management's Responsibility for Internal Financial Controls

The respective Boards of Directors of the Holding Company, its subsidiary companies, is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. 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.

We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors of the subsidiary company, which is company incorporated in India is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

(1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;

(2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and

(3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

In our opinion, to the best of our information and according to the explanations given to us and taking into consideration the reports of the other auditors referred to in the Other Matters paragraph below, the Holding Company, its subsidiary companies which is a company incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2017, based on the internal control over financial reporting criteria established by the Group considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Opinion

In our opinion, the Holding Company and its subsidiary company, which is a company incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the internal control over financial reporting criteria established by the Group considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Other Matters

Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting insofar as it relates to one subsidiary company, which is incorporated in India, is based on the corresponding report of the auditors of such company incorporated in India.

For Rajendra K. Goel & Co.
Chartered Accountants
FRN-001457N

R. K. Goel
(Partner)
M. No.:- 006154

Place: New Delhi
Date: 30-May-2017

EMERGENT GLOBAL EDU AND SERVICES LIMITED
(FORMERLY EMERGENT ENERGY AND SERVICES LIMITED)
CIN NO. L80902DL1983PLC209722
CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2017

	PARTICULARS	NOTE NO.	AS AT 31.03.2017	AS AT 31.03.2016
I	EQUITY & LIABILITIES			
1	SHAREHOLDER'S FUNDS			
	- SHARE CAPITAL	1	45,690,000	45,690,000
	- RESERVES & SURPLUS	2	95,171,657	91,747,406
			140,861,657	137,437,406
2	NON-CURRENT LIABILITIES			
	- LONG TERM PROVISIONS	3	167,183	113,724
	- DEFERRED TAX LIABILITIES (NET)		-	-
			167,183	113,724
3	CURRENT LIABILITIES			
	- OTHER CURRENT LIABILITIES	4	2,922,391	1,366,125
	- SHORT TERM PROVISIONS	5	1,391,981	1,303,654
			4,314,372	2,669,779
	TOTAL (1+2+3) :-		145,343,212	140,220,909
II	ASSETS			
1	NON-CURRENT ASSETS			
	FIXED ASSETS			
	- TANGIBLE ASSETS	6	454,168	631,156
	- INTANGIBLE ASSETS UNDER DEVELOPMENT		5,491,727	5,491,727
	- NON-CURRENT INVESTMENTS	7	10,000,000	-
	- DEFERRED TAX ASSETS (NET)	18.17	2,597,907	2,845,199
	- LONG TERM LOANS & ADVANCES	8	-	26,331,875
			18,543,802	35,299,957
2	CURRENT ASSETS			
	- CASH & CASH EQUIVALENTS	9	121,490,951	94,790,106
	- SHORT TERM LOANS & ADVANCES	10	2,481,339	2,525,377
	- OTHER CURRENT ASSETS	11	2,827,120	7,605,469
			126,799,410	104,920,952
	TOTAL (1+2) :-		145,343,212	140,220,909

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
DIN : 00011233

R. C. KHANDURI
DIRECTOR
DIN : 03048392

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

SABINA NAGPAL
COMPANY SECRETARY
& LAW OFFICER

PLACE : NEW DELHI
DATED : 30.05.2017

EMERGENT GLOBAL EDU AND SERVICES LIMITED
(FORMERLY EMERGENT ENERGY AND SERVICES LIMITED)
CIN NO. L80902DL1983PLC209722

CONSOLIDATED PROFIT AND LOSS STATEMENT FOR THE YEAR ENDED MARCH 31, 2017

	PARTICULARS	NOTE NO.	FOR THE YEAR ENDED 31.03.2017	FOR THE YEAR ENDED 31.03.2016
I	REVENUE FROM OPERATION	12	1,116,770	1,291,710
II	OTHER INCOME	13	9,136,786	8,618,736
III	TOTAL REVENUE (I+ II)		10,253,556	9,910,446
IV	EXPENSES:			
	- EMPLOYEE BENEFITS EXPENSE	14	1,720,726	4,625,552
	- FINANCE COSTS	15	8,826	6,001
	- DEPRECIATION EXPENSE	6	176,988	567,853
	- OTHER EXPENSES	16	3,225,300	4,493,510
	- PAYMENT TO AUDITORS	17	63,250	62,975
	TOTAL EXPENSES		5,195,090	9,755,891
V	PROFIT BEFORE EXCEPTIONAL AND EXTRAORDINARY ITEMS AND TAX (III - IV)		5,058,466	154,555
VI	EXCEPTIONAL ITEMS		-	-
	- FIXED ASSETS W/OFF		-	2,028,152
VII	PROFIT BEFORE EXTRAORDINARY ITEMS AND TAX (V - VI)		5,058,466	(1,873,597)
VIII	EXTRAORDINARY ITEMS		-	-
IX	PROFIT BEFORE TAX (VII - VIII)		5,058,466	(1,873,597)
X	TAX EXPENSE			
	- CURRENT TAX		1,383,980	1,298,530
	- EARLIER YEAR TAX		2,943	(13,149)
	- DEFERRED TAX	18.17	247,292	(1,024,863)
	TOTAL TAX EXPENSES		1,634,215	260,518
XI	PROFIT FOR THE PERIOD FROM CONTINUING OPERATION (IX - X)		3,424,251	(2,134,115)
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)		3,424,251	(2,134,115)
XVI	EARNINGS PER EQUITY SHARE:			
	- BASIC	18.23	0.75	(0.47)
	- DILUTED	18.23	0.75	(0.47)

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
 DIN : 00011233**

**R. C. KHANDURI
 DIRECTOR
 DIN : 03048392**

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

**SABINA NAGPAL
 COMPANY SECRETARY
 & LAW OFFICER**

PLACE : NEW DELHI

DATED : 30.05.2017

EMERGENT GLOBAL EDU AND SERVICES LIMITED
(FORMERLY EMERGENT ENERGY AND SERVICES LIMITED)
CIN NO. L80902DL1983PLC209722

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2017

S. NO.	PARTICULARS	FOR THE YEAR ENDED 31.03.2017	FOR THE YEAR ENDED 31.03.2016
A.	Cash Flow from Operating Activities		
	Net Profit/Loss Before Tax and Extra-Ordinary Items	5,058,466	(1,873,597)
	Add: Depreciation & Non Cash Expenses	176,988	2,596,005
	Add: Interest on Loan	-	-
	Less: Interest & Other Income	(9,063,567)	(8,470,635)
	Operating Loss before Working Capital Changes	(3,828,113)	(7,748,227)
	Adjustments For		
	Increase/Decrease in Long Term Loans & Advances	-	-
	Increase/Decrease in Short Term Loans & Advances	93,464	898,825
	Increase/Decrease in Long Term Provision	53,459	(53,588)
	Increase/Decrease in Other Current Liabilities	1,556,266	(812,753)
	Increase/Decrease in Shortg Term Provision	2,877	421
	Cash Generated /Lost from Operations	(2,122,047)	(7,715,322)
	Less: Taxes Paid	(1,350,899)	(115,628)
	Net Cash Flow from Operating Activities	(3,472,946)	(7,830,950)
B.	Cash Flow from Investing Activities		
	Loan Repaid by Somani Research and Education Foundation	26,331,875	91,918,125
	Interest Received	13,841,916	8,894,948
	Purchases of Mutual Fund	(10,000,000)	-
	Net Cash Flow from Investing Activities	30,173,791	100,813,073
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	26,700,845	92,982,123
	Opening Cash & Cash Equivalent	94,790,106	1,807,983
	Closing Cash & Cash Equivalent	121,490,951	94,790,106

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
DIN : 00011233

R. C. KHANDURI
DIRECTOR
DIN : 03048392

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

SABINA NAGPAL
COMPANY SECRETARY
& LAW OFFICER

PLACE : NEW DELHI
DATED : 30.05.2017

EMERGENT GLOBAL EDU AND SERVICES LIMITED
(FORMERLY EMERGENT ENERGY AND SERVICES LIMITED)
CIN NO. L80902DL1983PLC209722

NOTES FORMING PART OF THE CONSOLIDATED BALANCE SHEET

PARTICULARS	AS AT 31.03.2017	AS AT 31.03.2016
NOTE NO- 1		
SHARE CAPITAL		
AUTHORISED:		
2,00,00,000 EQUITY SHARES (PREVIOUS YEAR 2,00,00,000 EQUITY SHARES) OF Rs. 10/- EACH	200,000,000.00	200,000,000.00
ISSUED, SUBSCRIBED & PAID UP:		
45,69,000 EQUITY SHARES (PREVIOUS YEAR 45,69,000 EQUITY SHARES) OF Rs. 10/- EACH	45,690,000	45,690,000

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

EQUITY SHARES AT RS. 10 EACH	AS AT 31.03.2017	AS AT 31.03.2016
SHARES OUTSTANDING AT THE BEGINNING OF THE YEAR	4,569,000	4,569,000
SHARES ISSUED DURING THE YEAR	-	-
SHARES BOUGHT BACK DURING THE YEAR	-	-
ANY OTHER MOVEMENT (PLEASE SPECIFY)	-	-
SHARES OUTSTANDING AT THE END OF THE YEAR	4,569,000	4,569,000

Detail of shareholders holding more than 5% shares in the company

	AS AT 31.03.2017	AS AT 31.03.2016
NAME OF SHAREHOLDERS	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.

EMERGENT GLOBAL EDU AND SERVICES LIMITED
(FORMERLY EMERGENT ENERGY AND SERVICES LIMITED)
CIN NO. L80902DL1983PLC209722

NOTES FORMING PART OF THE CONSOLIDATED BALANCE SHEET

PARTICULARS	AS AT 31.03.2017	AS AT 31.03.2016
NOTE NO- 2		
RESERVES & SURPLUS		
- CAPITAL RESERVES	2,000	2,000
- CAPITAL RESERVE ON CONSOLIDATION	898,157	898,157
- SECURITIES PREMIUM RESERVE	84,800,000	84,800,000
SURPLUS/(DEFICIT) IN THE STATEMENT OF PROFIT & LOSS		
BALANCE AS PER THE LAST FINANCIAL STATEMENTS	6,047,249	8,181,364
PROFIT FOR THE YEAR	3,424,251	(2,134,115)
NET SURPLUS IN THE STATEMENT OF PROFIT & LOSS	9,471,500	6,047,249
TOTAL RESERVES & SURPLUS	95,171,657	91,747,406
NOTE NO- 3		
LONG TERM PROVISIONS		
PROVISION FOR EMPLOYEE BENEFITS		
- PROVISION FOR GRATUITY (REFER NOTE NO. - 18.19)	167,183	113,724
	167,183	113,724
NOTE NO- 4		
OTHER CURRENT LIABILITIES		
- DUTIES & TAXES PAYABLE	1,014,249	856,654
- EXPENSES PAYABLE	1,908,142	509,471
	2,922,391	1,366,125
NOTE NO- 5		
SHORT TERM PROVISIONS		
- FOR INCOME TAX	1,383,980	1,298,530
- PROVISION FOR GRATUITY (REFER NOTE NO. - 18.19)	8,001	5,124
	1,391,981	1,303,654

EMERGENT GLOBAL EDU AND SERVICES LIMITED
(FORMERLY EMERGENT ENERGY AND SERVICES LIMITED)
CIN NO. L80902DL1983PLC209722
Note No. - 6

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

PARTICULARS	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	COST AS AT 01.04.2016	ADDITIONS During 2016-17	ADJUSTMENT/ SALES	TOTAL COST AS AT 31.03.2017	TOTAL UPTO 01.04.2016	FOR THE PERIOD 2016-17	DEPRECIATION WRITTEN OFF	TOTAL UPTO 31.03.2017	AS AT 31.03.2017	AS AT 31.03.2016
Furniture & Fixtures	266,685	-	-	266,685	214,124	27,210	-	241,334	25,351	52,561
Office Equipment	949,679	-	-	949,679	371,084	149,778	-	520,862	428,817	578,595
TOTAL :	1,216,364	-	-	1,216,364	585,208	176,988	-	762,196	454,168	631,156
Expenditure Pending For Allocation	5,491,727	-	-	5,491,727	-	-	-	-	5,491,727	5,491,727
GRAND TOTAL :	6,708,091	-	-	6,708,091	585,208	176,988	-	762,196	5,945,895	6,122,883
Previous Year	9,597,149	-	2,889,058	6,708,091	878,262	567,853	860,906	585,208	6,122,883	8,718,887

EMERGENT GLOBAL EDU AND SERVICES LIMITED
(FORMERLY EMERGENT ENERGY AND SERVICES LIMITED)
CIN NO. L80902DL1983PLC209722

NOTES FORMING PART OF THE CONSOLIDATED BALANCE SHEET

PARTICULARS	AS AT 31.03.2017	AS AT 31.03.2016
NOTE NO- 7		
NON - CURRENT INVESTMENTS		
QUOTED		
INVESTMENTS IN DEBT FUND		
IIFL WEALTH FINANCE - GOLDEN PERP DEBT FUND	10,000,000	-
(ALLOTMENT OF 100/- SECURED, REDEEMABLE. LISTED PRINCIPAL PROTECTED, NON - CONVERTIBLE MARKET LINKED DEBENTURE - IFGPD -5 ISSUED @ RS. 1,00,000/- PER DEBENTURE) MARKET VALUE AS ON 31.03.2017 OF QUOTED INVESTMENTS IS RS. 98,70,950/- BOOK VALUE OF QUOTED INVESTMENTS IS RS. 1,00,00,000/-		
	10,000,000	-
NOTE NO- 8		
LONG TERM LOANS & ADVANCES		
LOANS AND ADVANCES		
(UNSECURED, CONSIDERED GOOD)		
LOAN TO SOMANI RESEARCH AND EDUCATION FOUNDATION	-	26,331,875
	-	26,331,875
NOTE NO- 9		
CASH & CASH EQUIVALENTS		
- BALANCE WITH BANK		
IN CURRENT ACCOUNT	11,553,772	1,772,183
- CASH ON HAND	56,376	15,850
- FOREIGN CURRENCY IN HAND	-	2,073
- OTHER BANK BALANCE		
IN FIXED DEPOSITS (MORE THAN 3 MONTHS & NOT LESS THAN 12 MONTHS)	109,880,803	93,000,000
	121,490,951	94,790,106
NOTE NO- 10		
SHORT TERM LOANS & ADVANCES		
(UNSECURED, CONSIDERED GOOD)		
ADVANCES RECOVERABLE IN CASH OR IN KIND OR FOR VALUE TO BE RECEIVED		
- SECURITY DEPOSITS	500	500
- DUTIES & TAXES RECEIVABLE	638,704	669,052
- PREPAID EXPENSES	3,226	66,342
- ADVANCE TAX INCLUDING TDS	1,838,909	1,789,483
	2,481,339	2,525,377
NOTE NO- 11		
OTHER CURRENT ASSETS		
- INTEREST RECEIVABLE	2,827,120	7,605,469
	2,827,120	7,605,469

EMERGENT GLOBAL EDU AND SERVICES LIMITED
(FORMERLY EMERGENT ENERGY AND SERVICES LIMITED)
CIN NO. L80902DL1983PLC209722

NOTES FORMING PART OF THE CONSOLIDATED PROFIT AND LOSS STATEMENT

PARTICULARS	FOR THE YEAR ENDED 31.03.2017	FOR THE YEAR ENDED 31.03.2016
NOTE NO- 12		
REVENUE FROM OPERATION		
- CONSULTANCY INCOME	900,000	900,000
- EDUCATION INCOME	-	270,261
- COMMISSION INCOME	216,770	121,449
	1,116,770	1,291,710
NOTE NO- 13		
OTHER INCOME		
- INTEREST ON FIXED DEPOSIT	7,520,664	1,477,350
- INTEREST ON LOAN	1,542,903	6,993,285
- GRATUITY LIABILITY WRITTEN OFF	-	53,167
- OTHER INTEREST	33,839	81,445
- MISCELLANEOUS INCOME	39,380	13,489
	9,136,786	8,618,736
NOTE NO- 14		
EMPLOYEE BENEFITS EXPENSE		
- SALARIES & ALLOWANCES	1,461,906	4,053,767
- OTHER BENEFITS	255,094	552,306
- STAFF WELFARE	3,726	19,479
	1,720,726	4,625,552
NOTE NO- 15		
FINANCE COSTS		
- BANK CHARGES	8,826	6,001
	8,826	6,001
NOTE NO- 16		
OTHER EXPENSES		
- RENT CHARGES	74,700	1,798,526
- TRAVELING EXPENSES	89,187	252,817
- LEGAL & PROFESSIONAL CHARGES	1,785,890	240,246
- FEES & SUBSCRIPTION	53,124	22,634
- FILLING FEES	5,354	1,191
- LISTING FEES	229,000	224,720
- BUSINESS PROMOTION EXPENSES	75,555	101,337
- CONVEYANCE EXPENSES	33,803	103,210
- POSTAGE & COURIER EXPENSES	250	5,063
- NET LOSS ON FOREIGN CURRENCY TRANSACTION	-	77
- TELEPHONE & INTERNET EXPENSES	73,812	137,331
- ELECTRICITY EXPENSES	19,927	247,679
- REPAIRS & MAINTENANCE	175,503	236,887
- ADVERTISEMENT EXPENSES	33,864	439,849
- SOFTWARE EXPENSES	-	56,000
- MISCELLANEOUS EXPENSES	19,383	73,087
- PRINTING & STATIONARY	30,569	73,117
- COMMISSION CHARGES	27,758	23,998
- SECURITY EXPENSES	434,396	455,741
- STAFF RECRUITMENT EXPENSES	63,225	-
	3,225,300	4,493,510

EMERGENT GLOBAL EDU AND SERVICES LIMITED

(FORMERLY EMERGENT ENERGY AND SERVICES LIMITED)

CIN NO. L80902DL1983PLC209722

NOTES FORMING PART OF THE CONSOLIDATED PROFIT AND LOSS STATEMENT

PARTICULARS	FOR THE YEAR ENDED 31.03.2017	FOR THE YEAR ENDED 31.03.2016
NOTE NO- 17		
PAYMENT TO AUDITORS		
- STATUTORY AUDIT FEES	63,250	62,975
	63,250	62,975

EMERGENT GLOBAL EDU AND SERVICES LIMITED
(FORMERLY EMERGENT ENERGY AND SERVICES LIMITED)
CIN NO. L80902DL1983PLC209722

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 2017 is 100% and as at 31st March 2016 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)
CIN NO. L80902DL1983PLC209722

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)
CIN NO. L80902DL1983PLC209722

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)
CIN NO. L80902DL1983PLC209722**

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>2016-17</u>	<u>2015-16</u>
Foreign Currency		
a. Expenses in foreign currency	NIL	NIL
b. Earnings in foreign exchange	2,16,770	42,238

18.16 Managerial Remuneration	<u>2016-17</u>	<u>2015-16</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 31.03.2016	During the Year	As on 31.03.2017
Timing Difference on account of			
Ex Gratia	42,467	1,342	43,809
Leave Encashment	-	5,892	5,892
Gratuity	36,724	15,603	52,327
Fixed Assets	59,456	20,085	79,541
Business Loss	27,06,552	(2,90,214)	24,16,338
Total Deferred Tax Assets	28,45,199	(2,47,292)	25,97,907

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, 2017 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
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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	31.03.16	31.03.17
Mortality Table	IAL 2006-08 Ultimate	IAL 2006-08 Ultimate
Attrition Rate	02.00 % p.a.	02.00 % p.a.
Imputed Rate of Interest	07.80 % p.a.	07.50 % p.a.
Salary Raise	05.00 % p.a.	05.00 % p.a.
Return on Plan Assets	N.A.	N.A.
Remaining Working Life	22.75 Years	21.75 Years

(i) Change in Present value of Obligations

As of	31.03.2016	31.03.2017
Present Value of obligation At the beginning of the I.V.P.	1,72,015	1,18,848
Interest Cost	13,417	8,814
Current Service Cost	27,917	30,062
Benefits Paid	Nil	Nil
Actuarial (gain) /loss On obligations	(94,501)	17,360
Present value of obligation At the end of the I.V.P.	1,18,848	1,75,184

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

As of	31.03.2016	31.03.2017
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
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Notes Forming Part of The Consolidated Balance Sheet and Profit & Loss Statement

(iii) Fair Value of Plan Assets

As of	31.03.2016	31.03.2017
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	1,18,848	1,75,184
Funded Status	(1,18,848)	(1,75,184)

(iv) Actual Gain / Loss Recognised

As of	31.03.2016	31.03.2017
Actuarial Gain / Loss on obligations	94,501	(17,360)
Actual gain / Loss on Plan Assets	-	-
Total Gain / Loss For the I.V.P.	(94,501)	17,360
Actuarial Gain / Loss Recognized in the I.V.P.	(94,501)	17,360
Unrecognized Actuarial (gain) / loss at the end of the I. V. P.	-	-

(v) Amount to be recognized in the Balance Sheet

As of	31.03.2016	31.03.2017
Present value of the obligations At the end of the I. V. P.	1,18,848	1,75,184
Fair value of the Plan assets At the end of the I. V. P.	-	-
Funded Status	(1,18,848)	(1,75,184)
Unrecognized Actuarial (Gain) / Loss at the end of the I.V.P.	-	-
Net Assets / (Liability) Recognized in the balance Sheet	1,18,848	1,75,184

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

As of	31.03.2016	31.03.2017
Current Service Cost	27,917	30,062
Interest Cost	13,417	8,914
Expected Return on plan assets	-	-
Actuarial Gain / Loss Recognized in the I. V. P.	(94,501)	17,360
Expenses Recognized in The statement of Profit & Loss	(53,167)	56,336

**EMERGENT GLOBAL EDU AND SERVICES LIMITED
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Notes Forming Part of The Consolidated Balance Sheet and Profit & Loss Statement

18.20 Related Parties Disclosure:-

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.
- Upper India Estate Pvt Ltd.
- Amber Developers Pvt Ltd
- Indo Metalloys 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
- Mr. R.C. Khanduri

2. Transaction with Related Parties

Nature of Transaction	Rs. In Lacs	
	FY 2016-17	FY 2015-16
i) Expenses		
Rent Paid	0.69	0.68

**EMERGENT GLOBAL EDU AND SERVICES LIMITED
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Notes Forming Part of The Consolidated Balance Sheet and Profit & Loss Statement

18.21 The details of Specified Bank Notes (SBN) held and transacted during the period from 8th November, 2016 to 30th December, 2016 as provided in the table below:-

Particulars	SBNs	Other denomination notes	Total
Closing cash in hand as on 08.11.2016	1,43,500	973	1,44,473
(+) Permitted receipts	-	1,96,000	1,96,000
(-) Permitted payments	-	(15,190)	(15,190)
(-) Amount deposited in Banks	(1,43,500)	(50,000)	(1,93,500)
Closing cash in hand as on 30.12.2016]	-	1,31,783	1,31,783

18.22 Additional information as required under Schedule III to the Companies Act, 2013, of enterprises consolidated as subsidiary

Name of the Entity	<u>Net assets i.e. total assets minus total liabilities</u>		<u>Share in profit or loss</u>	
	As % of consolidated net assets	Amount	As % of consolidated profit or loss	Amount
Parent				
Emergent Global Edu & Services Limited	104.82%	14,76,58,388	90.49%	30,98,704
Subsidiary				
Indo Education Private Limited	(2.48)%	(34,96,731)	9.51%	3,25,547
Adjustment arising out of consolidation	(2.34)%	(33,00,000)	-	-
Total	100%	14,08,61,657	100%	34,24,251

EMERGENT GLOBAL EDU AND SERVICES LIMITED
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Notes Forming Part of The Consolidated Balance Sheet and Profit & Loss Statement

18.23 Earnings per share

	<u>2016-17</u>	<u>2015-16</u>
Profit After Taxation (Rs.)	34,24,251	(21,34,115)
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	0.75	(0.47)

18.24 The Subsidiary Company has written off foreign currency balance of Singapore \$ 1.70 and US \$ 30 as on March 31, 2017 as it feels that the same does not hold any market value.

18.25 Details of Expenditure pending for allocation

<u>Particulars</u>	<u>Amount (Rs.)</u>
Opening Balance	54,91,727.00
Add, during the year FY 2016-17	----
Closing Balance	<u>54,91,727.00</u>

18.26 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
DIN : 0011233

R. C. KHANDURI
DIRECTOR
DIN : 3048392

SABINA NAGPAL
COMPANY SECRETARY
& LAW OFFICER

PLACE: NEW DELHI
DATED: 30.05.2017

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

CIN NO. L80902DL1983PLC209722

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	The Date since when subsidiary was acquired	28.09.2010
3	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	N.A.
4	Reporting Currency and Exchange rate as on the last date of the relevant Financial Year in the case of foreign subsidiaries	N.A.
5	Share Capital	Rs. 27,50,000/-
6	Reserves & Surplus	Rs. (62,46,731)/-
7	Total Assets	Rs. 13,33,09,719/-
8	Total Liabilities	Rs. 13,68,06,450/-
9	Investments	NIL
10	Total Receipts	Rs. 93,44,856/-
11	Profit before Taxation	Rs. 5,95,676/-
12	Provision for Taxation	Rs. 2,70,219/-
13	Profit After Taxation	Rs. 3,25,547/-
14	Proposed Dividend	NIL
15	% of Shareholding	100%

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

R. K. GOEL
PARTNER
M.NO. 6154

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