



ACE INTEGRATED SOLUTIONS LIMITED

Regd. Office: B-13, DSIDC Complex, Functional Industrial Estate,
Industrial Area Patparganj, New Delhi-110092, CIN: L74140DL1997PLC088373
Email- ceo@aceintegrated.com, cs@aceintegrated.com
Phone No. 011-22162970, Website- www.aceintegrated.com

NOTICE OF 21ST ANNUAL GENERAL MEETING

NOTICE is hereby given that the 21st Annual General Meeting of the Members of M/s Ace Integrated Solutions Limited (CIN: L74140DL1997PLC088373) will be held on **Thursday, the 27th day of September, 2018 at 10.00 a.m. at the registered office of the Company at B-13, DSIDC Complex, Functional Industrial Estate, Industrial Area Patparganj, New Delhi-110092** to transact the following businesses: -

ORDINARY BUSINESS

1. To receive, consider and adopt the Annual Audited Financial Statements of the Company for the financial year ended on 31st March, 2018 and Reports of Board of Directors and Report of Auditors thereon.
2. To appoint a Director in place of **Ms. Shivangi Chandra (DIN: 07559119)**, who retires by Rotation at this Annual General Meeting, and being eligible, offers herself for re-appointment.
3. To ratify the appointment of M/s. Sadana & Co., Chartered Accountants (FRN: 011616N) as statutory auditors of the Company and in this regard 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 and any other applicable provision of the Companies Act, 2013 and the Rules made there under (including any statutory modification or re-enactment thereof, for the time being in force), the appointment of **M/s. Sadana & Co., Chartered Accountants (FRN: 011616N)** as Statutory Auditors of the Company have been made in the 20th Annual General Meeting to hold the office from the conclusion of 20th Annual General Meeting till the conclusion of the 25th Annual General Meeting of the Company for the period of five consecutive years i.e. 2017-18 to 2021-22 (subject to ratification by members at every Annual General Meeting to be held during the said period) the shareholders of the Company give their assent for ratification of appointment of statutory auditors on a remuneration as may be agreed upon by the Board of Directors and the Auditor.

RESOLVED FURTHER THAT the Board of Directors and/or Audit Committee be and is hereby severally and/or jointly authorized to do all act, deeds and things as may be necessary or desirable to give effect to the aforesaid resolution.”

SPECIAL BUSINESS

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

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), **Mr. Vikram Gandhi (DIN: 06550307)**, who was appointed as an Independent Director and who holds office of Independent Director up to the date of 23.03.2018 (for one year) and being eligible and re-appointed by the Board of Directors as an additional director in the capacity of Independent Director as on 24.03.2018 for the period of next one year, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby re-appointed and regularization of re-appointment as an Independent Director of the Company,

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not liable to retire by rotation and to hold office for a second term of 1 (One) year i.e. up to 23rd March, 2019 with effect from 24th March, 2018 on the Board of the Company.”

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all act, deeds and things as may be necessary or desirable to give effect to the aforesaid resolution.”

Registered Office

B-13, DSIDC Complex, Functional
Industrial Estate, Industrial Area
Patparganj, New Delhi – 110092

By the order of the Board

For ACE INTEGRATED SOLUTIONS LIMITED

Sd/-

Date: 25.08.2018

Place: Delhi

Ranjeet Singh
(Company Secretary)



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NOTES:

1. A member entitled to attend and vote at the Annual General Meeting (“Meeting”) is entitled to appoint a proxy to attend and vote on a poll instead of himself / herself and the proxy need not be a member of the Company. The instrument appointing proxy in order to be effective, should be deposited at Company's registered office, duly completed and signed, not less than forty-eight hours before the commencement of the meeting. 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. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
2. The Proxy holder shall prove his/her identity at the time of attending the Meeting.
3. When a member appoints a proxy and both the Member and the Proxy attend the Meeting, the Proxy stands automatically revoked.
4. Members are requested to bring their attendance slip along with their copy of Annual Report to the meeting.
5. 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 representatives to attend and vote on their behalf.
6. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at this AGM is annexed hereto.
7. All documents referred to in the accompanying notice and explanatory statement will be kept open for inspection at the Registered Office of Company at B-13, DSIDC Complex, Functional Industrial Estate, Industrial Area Patparganj, New Delhi – 110092 on all working days between 10.00 a.m. to 01.00 p.m. prior to date of Annual General Meeting.
8. The Notice of 21st Annual General Meeting and the Annual Report 2017-2018 of the Company, circulated to the members of the Company, will be made available on the Company's website at www.aceintegrated.com.
9. Electronic copy of the Annual Report 2017-18 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 copies of the Annual Report 2017-18 are being sent in permitted mode.
Members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants or with Company or with the Registrar and Share Transfer Agent of the Company (in case of Shares held in physical form).
10. Members are requested to notify any change in their addresses to the Company or Registrar and Share Transfer Agent of the Company immediately. Members holding shares in electronic form are requested to advise change of addresses to their Depository Participants.
11. Members may also note that the Notice of 21st Annual General Meeting and the Annual Report 2017-18 will also be available on the Company's website at www.aceintegrated.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office at B-13, DSIDC Complex, Functional Industrial Estate, Industrial Area Patparganj, New Delhi – 110092 for inspection during normal business hours on working days. 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. The notice of 21st Annual General Meeting will also be available on CDSL website: www.cdslindia.com for their download.
12. Members are requested to provide their client ID and DP ID numbers at the meeting for easy identification.
13. Members desiring any information concerning the accounts are requested to address their questions in writing to the Company at its registered office at B-13, DSIDC Complex, Functional Industrial Estate, Industrial Area Patparganj, New Delhi – 110092, at least 7 (Seven) days before the date of the Meeting so that the information required may be made available at the Meeting.

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14. Register of Members and Share Transfer Books will remain closed from Friday, 21st September, 2018 to Thursday, 27th September, 2018 (both days inclusive) for the purpose of holding 21st Annual General Meeting.
 15. The Securities and Exchange Board of India (“SEBI”) has mandated the submission of Permanent Account Number (“PAN”) by every participant in the securities market. Members holding shares in electronic form are therefore, requested to submit their PAN card numbers/copies of PAN card 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/Registrar and Share Transfer Agent, M/s. Bigshare Services Private Limited.
 16. A route map along with prominent landmark for easy reach to the venue of Annual General Meeting is at the last page of this Annual Report.
 17. Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014, as amended upto date, Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company is pleased to provide its members the facility to exercise their right to vote on the resolutions proposed to be passed in the 21st Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL).

The facility for voting through ballot / polling paper shall also be made available at the venue of the 21st AGM. The members attending the meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting. The members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the AGM.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Monday, 24th September, 2018 (9:00 a.m.) and ends on Wednesday, 26th September, 2018 (5:00 p.m.). During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on 20th September, 2018 (the cut-off date) may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0’s before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.



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Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none">If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).
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- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for “**ACE INTEGRATED SOLUTIONS LIMITED**” on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) If a demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) **Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xix) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.



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- (xxi) All grievances connected with the facility for voting by electronic means may be addressed to Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, NM Joshi Marg, Lower Parel (East), Mumbai-400013, or send an email to helpdesk.evoting@cDSLindia.com or call 1800225533.
- (xxii) Notice of the meeting is also available on the website of the Company at www.aceintegrated.com.
- (xxiii) Mr. Atiuttam Prasad Singh Proprietor of M/s. Atiuttam Singh & Associates, Company Secretaries (Membership No. 8719 and C.P. No. 13333) (Address: D-10, First Floor, Gali No. 20, Madhu Vihar, New Delhi - 110092) has been appointed as scrutinizer for conducting the e-voting process in the fair and transparent manner.
- (xxiv) The Scrutinizer shall within a period of not exceeding three (3) days from the conclusion of the meeting make a Consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, and submit the same to the Chairman of the Company.
- (xxv) Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. 20th September, 2018 may follow the same instructions as mentioned above for e-Voting.

Registered Office

B-13, DSIDC Complex, Functional
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Patparganj, New Delhi – 110092

By the order of the Board

For ACE INTEGRATED SOLUTIONS LIMITED

Sd/-

Date: 25.08.2018

Place: Delhi

Ranjeet Singh
(Company Secretary)



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

ITEM NO. 4

Pursuant to the provision of section 149 and any other applicable provisions of the Companies Act, 2013, **Mr. Vikram Gandhi (DIN: 06550307)**, who was appointed as an Independent Director and who holds office of Independent Director up to the date of 23.03.2018 (for one year) and being eligible and re-appointed by the Board of Directors as an additional director in the capacity of Independent Director as on 24.03.2018 for the second term of One years with effect from 24th March, 2018 subject to the approval of shareholders in the forth-coming general meeting of the Company and his re-appointment and regularization of re-appointment as an Independent Director is recommended by the Nomination and Remuneration Committee and by the Board and his term is not liable to retire by rotation and to hold office for a second term of 1 (One) year i.e. up to 23rd March, 2019 with effect from 24th March, 2018 on the Board of the Company.

Mr. Vikram Gandhi (DIN: 06550307) are not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and have given their consent in writing to act as Director in Form DIR-2. The Company has also received a declaration to the effect that they meet the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Companies Act, 2013.

In the opinion of the Board, **Mr. Vikram Gandhi (DIN: 06550307)** fulfil the conditions specified in the Companies Act, 2013 and rules made thereunder for their appointment as an Independent Directors of the Company and are independent of the management.

The Board recommends adoption of the resolution set out in Item No. 4 as a **Special Resolution**.

Except Mr. Vikram Gandhi, being appointee, none of the other Directors / Key Managerial Personnel of the Company or their relatives are in anyway, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4.

Brief Profile of Mr. Vikram Gandhi:-

Name	Vikram Gandhi
Age	48 Years
Date of Appointment/ Re- appointment	24.03.2017
Brief Resume	BE (Mechanical)
Names of the Listed Companies in which he/ she holds Directorships/ Committee Membership	Director in: 1. Ace Integrated Solutions Limited 2. Aasara India Limited 3. ARG Trading Company Private Limited 4. Dream Near Realty Private Limited 5. Aasara Projects India Private Limited 6. Aasara Housing Private Limited 7. Trend Setters Spaces India Private Limited Chairperson/ Member in Committees: <u>In Ace Integrated Solutions Limited:</u>

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	Nomination & Remuneration Committee: Chairman Audit Committee: Member
No. of Shares held	Nil

Registered Office

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Industrial Estate, Industrial Area
Patparganj, New Delhi – 110092

Date: 25.08.2018

Place: Delhi

By the order of the Board

For ACE INTEGRATED SOLUTIONS LIMITED

Sd/-

**Ranjeet Singh
(Company Secretary)**



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**FORM NO. MGT-11
PROXY FORM**

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

Name of the member (s) : _____
Registered address : _____
E-mail Id : _____
Folio No/Client ID : _____
DP ID : _____

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

- Name: _____ Address: _____
E-mail Id: _____ Signature: _____ or failing him
- Name: _____ Address: _____
E-mail Id: _____ Signature: _____ or failing him
- Name: _____ Address: _____
E-mail Id: _____ Signature: _____

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 21st Annual General Meeting of the company, to be held on Thursday, the 27th day of September, 2018 at 10.00 a.m. at the registered office of the Company at B-13, DSIDC Complex, Functional Industrial Estate, Industrial Area Patparganj, New Delhi-110092 and at any adjournment thereof in respect of such resolutions as are indicated below-

S. No.	Resolution	Optional	
		For	Against
Ordinary Business			
1	To receive, consider and adopt the Annual Audited Financial Statements of the Company for the financial year ended on 31 st March, 2018 and Reports of Board of Directors and Report of Auditors thereon.		
2	To appoint a Director in place of Ms. Shivangi Chandra (DIN: 07559119) , who retires by Rotation at this Annual General Meeting, and being eligible, offers herself for re-appointment.		
3	To ratify the appointment of M/s. Sadana & Co., Chartered Accountants (FRN: 011616N) as statutory auditors of the Company and in this regard to consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution.		
Special Business			
4	Re-appointment and Regularization of Re-appointment of Mr. Vikram Gandhi (DIN: 06550307) as an Independent Director of the Company for the term of One Year w.e.f. 24.03.2018.		

Signed this day of 2016
Signature of shareholder _____
Signature of Proxy holder(s) _____

**Affix Revenue
Stamp**

Note:

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**
- For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of 21st Annual General Meeting.
- It is optional to put an "X" in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- Please complete all details of member(s) in above box before submission.



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21ST ANNUAL GENERAL MEETING OF ACE INTEGRATED SOLUTIONS LIMITED

ATTENDANCE SLIP

Registered Folio No. / DP ID No./ Client ID No.	
Name and address of the Member(s)	
Name of the Proxy (To be filled only when a proxy attends the meeting)	
Number of Shares held	

I certify that I am a member / proxy for the member of the Company

I/We hereby record my/our presence at the 21st Annual General Meeting of the Company held on Thursday, the 27th day of September, 2018 at 10.00 a.m. at the registered office of the Company at B-13, DSIDC Complex, Functional Industrial Estate, Industrial Area Patparganj, New Delhi-110092.

Name of the member/ proxy

Signature of member/proxy

Notes:

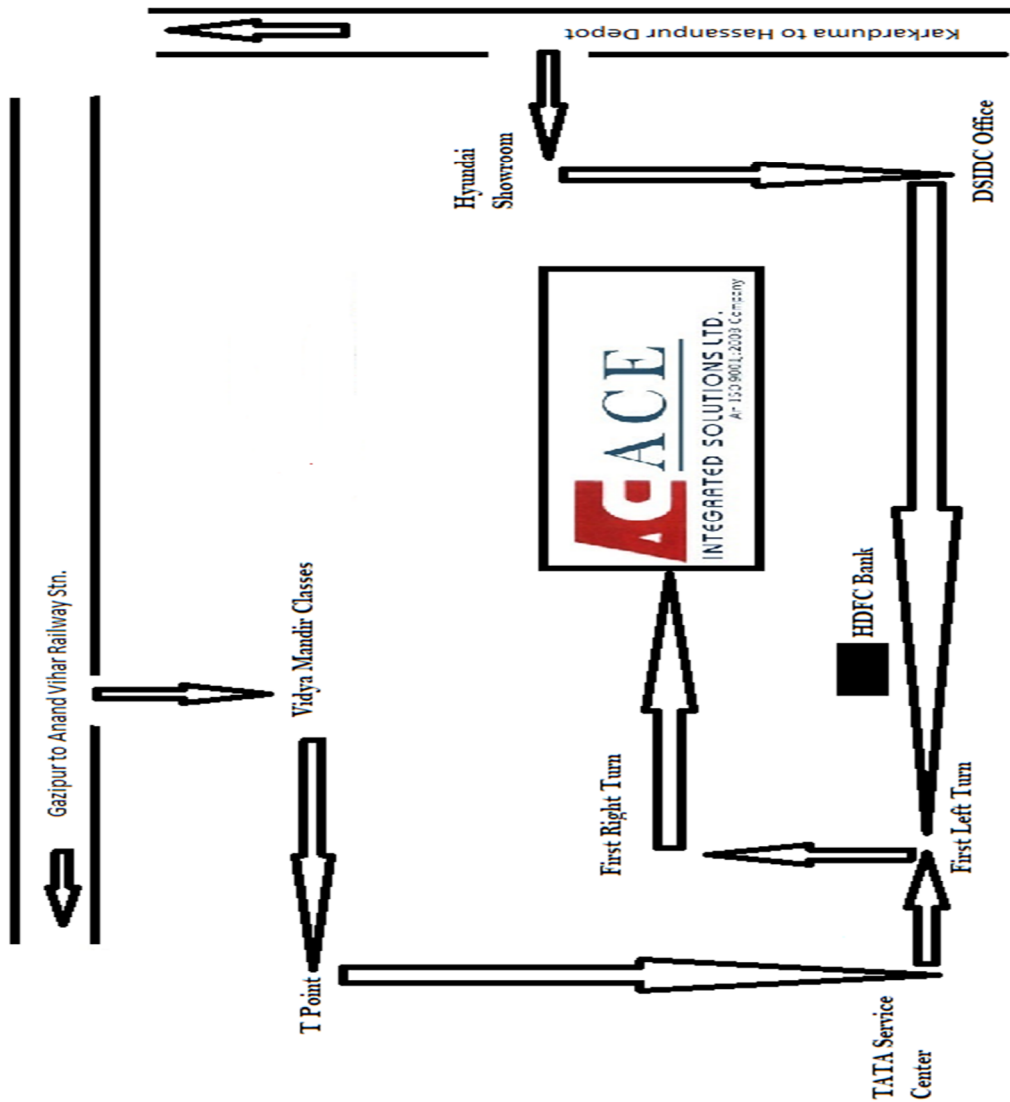
1. Members/Proxy attending the meeting must complete this attendance slip and hand it over at entrance.
2. Members are requested to bring their copies of the Annual Report to the Meeting.



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ROUTE MAP OF THE VENUE FOR 21ST ANNUAL GENERAL MEETING OF ACE INTEGRATED SOLUTIONS LIMITED



VENUE OF AGM:
M/s. ACE INTEGRATED SOLUTIONS LIMITED
B-13, DSIDC Complex Functional Industrial Estate,
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