



ACE INTEGRATED SOLUTIONS LIMITED

Regd. Office: B-13, DSIDC Complex, Functional Industrial Estate,
Industrial Area Patparganj, New Delhi-110092,
Email- md@aceintegrated.com, cs@aceintegrated.com
Phone No. 011-49537949, Website- www.aceintegrated.com
CIN: L82990DL1997PLC088373

NOTICE OF 27TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 27th Annual General Meeting of the Members of M/s Ace Integrated Solutions Limited (CIN: L82990DL1997PLC088373) will be held on **Friday, the 27th day of September, 2024 at 11:45 a.m.** through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) to transact the following businesses: -

ORDINARY BUSINESS

To consider and if thought fit, to pass, with or without modification(s), the following item as **ORDINARY RESOLUTION:**

1. To receive, consider and adopt the audited standalone and consolidated Financial Statements of the Company for the financial year ended on March 31, 2024 and Reports of Board of Directors and Report of Auditors thereon.
2. To appoint a director in place of **Mr. Chandra Shekhar Verma (DIN: 01089951)**, who retires by rotation at this Annual General Meeting, and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

3. **TO RE-APPOINT AND RE-FIXATION OF REMUNERATION OF MRS. AMITA VERMA (DIN: 01089994) AS A WHOLE-TIME DIRECTOR**

To consider and if thought fit, to pass, with or without modification (s), the following resolution as a **Special Resolution:**

“RESOLVED THAT in accordance with the provisions of Sections 196, 197 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and based on the recommendation of Nomination and Remuneration Committee and the Board, the consent of the members be and is hereby accorded to re-appoint Mrs. Amita Verma (DIN: 01089994) as a Whole-time Director of the Company for a period of 5 (five) years with effect from 28.08.2024 and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director.

RESOLVED FURTHER THAT based on the recommendation of Nomination and Remuneration Committee and the Board, the consent of the members be and is hereby accorded for refixation of remuneration of Rs. 1,50,000/- (Rupees One Lakh and Fifty Thousand Only) per month w.e.f. August 29, 2024 in scale of Rs. 1,50,000/- to Rs. 5,00,000/- (with such annual/ special increments within the aforesaid scale as may be decided by the Board, on recommendation of Nomination and Remuneration Committee) and the other terms and conditions as set out in the statement annexed to the Notice.

Break-up of the remuneration: -

Basic: Rs. 55,000/-
HRA: Rs. 40,000/-
TA: Rs. 55,000/-

OTHER PERQUISITES:

In addition to the above, the Whole-time Director shall be entitled to the following perquisites that shall not be included in the computation of the ceiling on remuneration mentioned above.

1. Company's Contribution towards Provident Fund, Superannuation Fund or Annuity Fund, which will not be included in the computation of the ceiling on perquisites to the extent these, either singly or put together, are not taxable under the Income-Tax Act.
2. Leaves as per the rules of the Company
3. Payment of Gratuity as per policies/ rules of the Company.
4. Other benefits as per the rules of the Company.

RESOLVED FURTHER THAT the payment of aforesaid remuneration to Mrs. Amita Verma, Whole-time Director of the Company, be and is hereby approved for the initial period of 3 (Three) years w.e.f. August 29, 2024.

RESOLVED FURTHER THAT that the term of Mrs. Amita Verma shall be liable to retire by rotation and any re-appointment due to rotation shall not break her term as a Whole-time Director.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the aforesaid period, the Company will pay Mrs. Amita Verma (DIN: 01089994) remuneration not exceeding the ceiling limit laid down in Section II of Part II of Schedule V of the Companies Act, 2013, as may be decided by the Board of Directors.

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 proper or expedient to give effect to the aforesaid resolution.”

Registered Office

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

Date: 28.08.2024

Place: Delhi

By the order of the Board

For ACE INTEGRATED SOLUTIONS LIMITED

Sd/-

Rahul Chauhan

(Company Secretary)

Membership No. ACS - 65069

NOTES:

1. Pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs (MCA) followed by Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 21/2021 dated December 14, 2021 and Circular No. 10/2022 and Circular No. 11/2022, dated December 28, 2022 and all other relevant circulars issued from time to time (collectively referred to as "MCA Circulars"), MCA has permitted holding of the Annual General Meeting ("AGM") through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") and MCA Circulars, the Annual General Meeting ("Meeting") of the Company is being held through VC/OAVM. The deemed venue for the AGM shall be the Registered Office of the Company. Since the Annual General Meeting ("Meeting") will be held through VC/OAVM.
2. The Explanatory Statement pursuant to the provision of Section 102 of the Companies Act, 2013 ('the Act') setting out material facts concerning the special business under Item No. 3 of the accompanying Notice, is annexed hereto.
3. **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.** Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Attendance Slip and Proxy Form are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC / OAVM and participate thereat and cast their votes on e-voting. Corporate Members intending to appoint their representatives are requested to send a scanned certified copy of the board resolution authorizing their representatives to cs@aceintegrated.com.
4. Since the AGM will be held through VC/OAVM in accordance with the Circulars, the route map, proxy form and attendance slip are not attached to this Notice.
5. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
6. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
7. In terms of the provisions of the Section 152 of the Act, Shri Chandra Shekhar Verma, Director of the Company, retires by rotation at the Meeting. The Nomination and Remuneration Committee and the Board of Directors of the Company recommends his re-appointment. Details of the Director retiring by rotation at this Meeting are provided in the "Annexure" to this Notice.
8. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India and the MCA and SEBI Circulars, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.

9. In compliance with the MCA Circulars and SEBI Circular dated October 7, 2023, Notice of the AGM along with the Annual Report for the financial year 2023-24 is being sent only through electronic mode to those members whose e-mail address is registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories.
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. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.aceintegrated.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. National Stock Exchange of India Limited at www.nseindia.com respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
12. Mr. Atiuttam Prasad Singh Proprietor of M/s. Atiuttam Singh & Associates, Company Secretaries (Membership No. 8719 and C.P. No. 13333) having office at A-97 & 98, UGF, Street No.-6, Madhu Vihar, New Delhi – 110092 has been appointed as scrutinizer for conducting the e-voting process in the fair and transparent manner.
13. The Scrutinizer shall within a period of not later than 48 hours 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.
14. 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., September 20, 2024 may follow the same instructions as mentioned above for e-Voting.
15. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, and the relevant documents referred to in this Notice will be available, electronically, for inspection by the members during the AGM. All the documents referred to in this Notice will also be available for inspection electronically without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an e-mail to cs@aceintegrated.com mentioning his / her / its folio number / DP ID and Client ID.
16. Members seeking any information with regard to the accounts or any matter to be considered at the AGM, are requested to write to the Company on or before Saturday, September 21, 2024 by sending an e-mail to cs@aceintegrated.com. The same will be replied by the Company suitably.
17. Register of Members and Share Transfer Books will remain closed from Saturday, September 21, 2024 to Friday, September 27, 2024 (both days inclusive) for the purpose of holding 27th Annual General Meeting.
18. The Cut-off Date for the purpose of determining the members eligible for participation in remote e-voting and voting at the AGM through e-Voting system is Friday, September 20, 2024. A person who is not a member as on the Cut-Off Date should treat this Notice of AGM for information purpose only. The voting rights of Members shall be in proportion to their shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date, as aforesaid.
19. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently. There will be one e-vote for every Client ID irrespective of the number of joint holders. Voting Rights shall be reckoned on the paid-up value of shares registered in the name of the Member(s) as on the cut-off date and any person who is not a member as on that date should treat this Notice for information purposes only.

20. 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.
21. Members who would like to express their views or ask questions during the AGM may register themselves as speaker by sending their request from their registered email address mentioning their name, DP ID and client ID, No. of shares, PAN, mobile number at cs@aceintegrated.com from Friday, September 06, 2024 (10:30 a.m. IST) to Friday, September 13, 2024 (5:00 p.m. IST). Only those Members who have registered themselves as a speaker will be allowed to express their views, ask questions during the AGM. The Company reserves the right to restrict the number of speakers as well as the speaking time depending upon the availability of time at the AGM.
22. 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.
23. SEBI vide its Circular dated July 31, 2023 issued guidelines for members to resolve their grievances by way of Online Dispute Resolution (‘ODR’) through a common ODR portal.

Members are requested to first take up their grievance, if any, with Bigshare Services Private Limited, Registrar and Share Transfer Agent of the Company. If the grievance is not redressed satisfactorily, the member may escalate the same through: i) SCORES Portal in accordance with the SCORES guidelines, and ii) if the member is not satisfied with the outcome, dispute resolution can be initiated through the ODR Portal at <https://smartodr.in/login>.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -

The remote e-voting period begins on Tuesday, September 24, 2024 at 09:00 A.M. and ends on Thursday, September 26, 2024 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e., Friday, September 20, 2024 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday, September 20, 2024.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
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Individual Shareholders holding securities in demat mode with NSDL.

1. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. <https://eservices.nsdl.com> either on a Personal Computer or on a mobile. On the e-Services home page click on the “**Beneficial Owner**” icon under “**Login**” which is available under ‘**IDeAS**’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “**Access to e-Voting**” under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e., NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com>. Select “**Register Online for IDeAS Portal**” or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “**Login**” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e., your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
4. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.

	<ol style="list-style-type: none"> 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at

helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?

- (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with

attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to atiuttamsingh@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to **(Pallavi Mhatre)** at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to cs@aceintegrated.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to cs@aceintegrated.com. If you are an Individual Shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER: -

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM” placed under “**Join meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name, demat account number/folio number, email id, mobile number at cs@aceintegrated.com. The same will be replied by the company suitably.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The shareholders who do not wish to speak during the AGM but have queries may send their queries from Friday, September 06, 2024 (10:30 a.m. IST) to Friday, September 13, 2024 (5:00 p.m. IST), mentioning their name, demat account number/folio number, email id, mobile number at cs@aceintegrated.com.
7. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
8. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

Registered Office

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

Date: 28.08.2024

Place: Delhi

By the order of the Board

For ACE INTEGRATED SOLUTIONS LIMITED

Sd/-

Rahul Chauhan

(Company Secretary)

Membership No. ACS - 65069

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

ITEM NO. 3

Mrs. Amita Verma (DIN: 01089994) has been the Whole-time Director of the Company since 30.08.2019. The terms of office of Mrs. Amita Verma (DIN: 01089994) as Whole-time Director of the Company was expired on 29.08.2024. The present proposal is to seek member's approval for the re-appointment and remuneration payable to Mrs. Amita Verma as Whole-time Director in terms of the applicable provisions of Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

The Board feels that presence of Mrs. Amita Verma on the Board is desirable and would be beneficial to the Company.

The Board of Directors of the Company, on recommendation of Nomination and Remuneration Committee, at its meeting held on August 28,2024, subject to the approval of shareholders in the Annual General Meeting, has re-appointed Mrs. Amita Verma (DIN: 01089994) as a Whole time Director with effect from August 28,2024 for a further period of 5 (five) at a remuneration given in the resolution of the AGM.

Mrs. Amita Verma's long professional career gives guidance to the employees in achieving targets in a dynamic and complex business environment and It would be in the interest of the Company to continue to avail of her considerable expertise, therefore It is proposed to seek the members approval for the re-appointment and remuneration payable to Mrs. Amita Verma as a Whole-time Director of the Company and the brief profile of Mrs. Amita Verma is given as under:-

Brief profile of Mrs. Amita Verma

Particulars	Re-appointment as Whole-time Director
Name	Mrs. Amita Verma
Father's Name	Shri Suresh Chandra Saxena
DIN	01089994
Date of Birth	04/03/1969
Education/Qualification	B.Ed. form University of Gorakhpur and M.A. (Economics) from University of Gorakhpur
Experience	Mrs. Amita Verma, aged 55 years, is the Promoter & Director of the Company. She has done B.Ed. form University of Gorakhpur and She is also degree holder of M.A. (Economics) from University of Gorakhpur. She has vast experience of twenty three plus years in the industry. Her long professional career gives guidance to the employees in achieving targets in a dynamic and complex business environment. It would be in the interest of the Company to continue to avail of her considerable expertise and to re-appoint Mrs. Amita Verma as a Whole-time Director. Mrs. Amita Verma satisfies all the other conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for her re-appointment. She is not disqualified from being appointed as Director in terms of Section 164 of the Act.
Names of the Companies in which he/ she holds Directorships/ Committee Membership	Director in: Ace Integrated Solutions Limited A G Engineers Private Limited Ace Integrated Education Private Limited Horizon Infoplay Limited Bhagvati Electronics Private Limited Shivam Online Education and Calibre Testing Lab Private Limited Myace India Education Promotion Foundation My India Industrial Promotion Foundation Pressace Online Services Private Limited NJD Polymers Private Limited Chairperson/ Member in Committees: Nil

Shareholding in the Company	3299550 equity shares
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The Whole-time Director will perform her duties as such with regard to all work of the Company and will manage and attend to such business and carry out the orders and directions given by the Board / Managing Director from time to time in all respects and conform to and comply with all such directions and regulations as may from time to time be given and made by the Board / Managing Director.

The Whole-time Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors.

The Whole-time Director shall adhere to the Company's Code of Conduct and shall also comply with all the policies adopted by the company.

The payment of aforesaid remuneration to Mrs. Amita Verma, Whole-time Director of the Company approved for the period of 3 (Three) years w.e.f. August 29, 2024.

The Company has received a notice along with requisite fee under section 160 of the Companies Act, 2013, proposing her candidature as Whole-time Director of the Company and the Board recommends that Mrs. Amita Verma may be re-appointed as Whole-time Director of the Company and directorship of Mrs. Amita Verma shall be liable to retire by rotation and any re-appointment due to rotation shall not break her term as a Whole-time Director.

Mrs. Amita Verma being appointee, Mr. Chandra Shekhar Verma being husband of Mrs. Amita Verma and Ms. Shivani Chandra being daughter of Mrs. Amita Verma are interested in the resolution set out at in the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors and Key Managerial Personnel of the Company are in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3.

The Board of Directors of the Company recommends the Resolution(s) as set out in the out at item no. 3 of Notice for approval of the shareholders as special resolution.

The information as required under Section II of Part II of Schedule V of the Companies Act, 2013 is given below:

I. General Information				
Nature of Industry	The Company is engaged in contract business of highly confidential work of manpower recruitment of various govt/Semi govt organisation by processing online/offline application and conduction of examination, and processing of examination results. The Company also involves in the paper trading, printing business and trading of speciality chemicals.			
Date or expected date of Commercial Production	Company was established in the year 1997 and Company has already commenced its business.			
In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	NA			
Financial performance based on given indicators	Particulars	31.03.2022 (In INR Lakhs)	31.03.2023 (In INR Lakhs)	31.03.2024 (In INR Lakhs)
	Revenue from Operation	874	691	914
	Other Income	27	20	44
	Total Expenses	754	644	921
	PBT	147	67	37
	Tax	48	20	(4)
PAT	99	47	41	
Foreign Investments or collaborations, if any	There is no foreign collaboration in the Company			
II. Information about the appointee:				
Name	Amita Verma (DIN: 01089994)			

Background details	Mrs. Amita Verma has wide experience of twenty three plus years in the industry and her long professional career gives guidance to the employees in achieving targets in a dynamic and complex business environment and she has been managing the day to day affairs of the Company with the assistance of the Board of Directors and executives of the Company.
Past Remuneration	Rs. 1,50,000/- per month
Recognition and Awards	Nil
Job profile and his suitability	Mrs. Amita Verma, Whole time Director of the Company devotes whole time attention to the management of the affairs of the Company towards achievement of the common objectives of the organization and with the requisite knowledge and experience, it is considered that the appointee is suitable for the job profile.
Remuneration proposed	As mentioned in the resolution no 3 in above notice
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Commensurate with the size and the operations of the Company the profile of the appointee and the remuneration proposed to be paid is reasonable to that of the similar other companies.
Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel	Yes, she is spouse of Mr. Chandra Shekhar Verma, Managing Director and mother of Ms. Shivani Chandra, Executive Director of the Company.
III. Other information	
Reasons of loss or inadequate profits:	The inadequacy of profits is due to challenging business environment and competition in the market.
Steps taken or proposed to be taken for improvement	The company undertake stringent cost actions and continues to curtail both employees and non-employee's costs.
Expected increase in productivity and profits in measurable terms:	The Company is very conscious about improvement in Business and undertakes constant measures to improve it. However, it is extremely difficult in the present scenario to predict profits in measurable terms.
IV. Disclosure	The details of remuneration of is given in the respective resolutions.

Annexure-I

Details of Director seeking appointment/re-appointment at the Annual General Meeting in compliance of Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, Secretarial Standard-2 on General Meetings and applicable provisions of Companies ACT, 2013:

1.	Name of Director	Mr. Chandra Shekhar Verma	Mrs. Amita Verma
2.	DIN	01089951	01089994
3.	Age	62	55
4.	Qualifications	Fellow Member of The Institute of Chartered Accountants of India and B.Com from University of Gorakhpur.	B.Ed. form University of Gorakhpur and M.A. (Economics) from University of Gorakhpur
5.	Brief profile, background details and nature of expertise in specific functional areas	Mr. Chandra Shekhar Verma, aged 62 years, is the Promoter & Managing Director of the Company. He is a fellow member of The Institute of Chartered Accountants of India and he has done B.Com from University of Gorakhpur. He is renowned personality having more than 25 years in a business and is running the company since incorporation. He is a proven influencer & negotiator and has pragmatic approach of getting the required results. His long professional career gives guidance to his employees in achieving targets in a dynamic and complex business environment.	Mrs. Amita Verma, aged 55 years, is the Promoter & Whole-time Director of the Company. She has done B.Ed. form University of Gorakhpur and She is also degree holder of M.A. (Economics) from University of Gorakhpur. She has vast experience of twenty three plus years in the industry. Her long professional career gives guidance to the employees in achieving targets in a dynamic and complex business environment.
6.	Details of Remuneration sought to be paid/variation of the terms of remuneration	NA	Refer Item 3 of the Statement pursuant to Section 102 of the Companies Act, 2013 annexed to the notice of this AGM
7.	Last drawn Remuneration (FY 2022-23)	Rs. 2,50,000/- per month	Rs. 1,50,000/- per month
8.	Disclosure of relationships between directors inter-se	Mr. Chandra Shekhar Verma is spouse of Mrs. Amita Verma, (Whole Time Director) and father of Ms. Shivani Chandra (Executive Director) of the Company.	Mrs. Amita Verma is spouse of Mr. Chandra Shekhar Verma, (Managing Director) and mother of Ms. Shivani Chandra, (Executive Director) of the Company.
9.	Date of first appointment on the Board of the Company	Appointed as a Director w.e.f. July 04, 1997	Appointed as a Director w.e.f. July 04, 1997
10.	No. of equity shares held in the Company including shareholding as a beneficial owner	4200000 equity shares	3299550 equity shares
11.	Directorships in other Indian Public Companies and Listed Companies	Horizon Infoplay Limited	Horizon Infoplay Limited
12.	Listed Entities from which the Director resigned in past 3 years	NIL	NIL
13.	Chairmanship/ Membership of Committees	NIL	NIL

14.	Terms and Conditions of appointment / re-appointment / continuation of directorships	NA	Refer Item 3 of the Statement pursuant to Section 102 of the Companies Act, 2013 annexed to the notice of this AGM
15.	The number of meetings of the Board attended during the year	10 (Ten)	9 (Nine)

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Date: 28.08.2024

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**By the order of the Board
For ACE INTEGRATED SOLUTIONS LIMITED**

Sd/-

**Rahul Chauhan
(Company Secretary)**

Membership No. ACS - 65069