



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 22ND ANNUAL GENERAL MEETING

NOTICE is hereby given that the 22nd Annual General Meeting of the Members of M/s Ace Integrated Solutions Limited (CIN: L74140DL1997PLC088373) will be held on **Monday, the 30th day of September, 2019 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 March 31, 2019 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 APPOINTMENT AND RE-FIXATION OF REMUNERATION OF MRS. AMITA VERMA AS WHOLE TIME DIRECTOR

To consider and if thought fit, to pass, with or without modification (s), the following resolution as **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 appoint Mrs. Amita Verma (DIN: 01089994) as a Whole-time Director of the Company for a period of 5 (five) years with effect from 30.08.2019 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 re-fixation of remuneration of Rs. 1,50,000/- (Rupees One Lakh and Fifty Thousand Only) per month w.e.f. September 01, 2019 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.

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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 period of 3 (Three) years w.e.f. September 01, 2019.

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 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."

4. TO APPROVAL OF REFIXATION OF REMUNERATION TO MR. CHANDRA SHEKHAR VERMA, MANAGING DIRECTOR OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of Section 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder (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 for refixation of remuneration of Rs. 2,50,000/- (Rupees Two Lakh and Fifty Thousand Only) per month to Mr. Chandra Shekhar Verma (DIN: 01089951), Managing Director of the Company w.e.f. September 01, 2019 in scale of Rs. 2,50,000/- 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. 70,000/-
HRA:	Rs. 40,000/-
TA:	Rs. 70,000/-
CCA:	Rs. 70,000/-

OTHER PERQUISITES:

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

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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 Mr. Chandra Shekhar Verma, Managing Director of the Company, be and is hereby approved w.e.f. September 01, 2019 for the remaining tenure of him as Managing Director till July 06, 2021.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the aforesaid period, the Company will pay Mr. Chandra Shekhar Verma (DIN: 01089991) remuneration not exceeding the ceiling 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."

5. TO APPOINTMENT OF MR. VIKRAM GANDHI AS AN INDEPENDENT DIRECTOR

To consider and if thought fit, to pass, with or without modification (s), the following resolution as **Special 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), that Mr. Vikram Gandhi (DIN: 06550307) has been appointed by the Board in their meeting held on 23.02.2019 as an additional director in the capacity of Non-Executive Independent Director of the Company and whose term is expiring in the ensuring Annual general Meeting, the consent of the members be and is hereby accorded to re-appointment of **Mr. Vikram Gandhi (DIN: 06550307)** as Non-Executive Independent Director of the Company for the period of 3 (Three) consecutive years with effect from 23.02.2019, 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 and his term shall not be liable to retire by rotation.

RESOLVED FURTHER THAT Mr. Vikram Gandhi (DIN: 06550307) may receive sitting fees or reimbursement of expenses for participation in the Board, Committee and other meetings as decided.

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."

6. TO APPOINTMENT OF MR. DEEP SHANKAR SRIVASTAVA AS AN INDEPENDENT DIRECTOR

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

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“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), that Mr. Deep Shankar Srivastava (DIN: 02168299) has been appointed as an additional director in the capacity of Non-Executive Independent Director by the Board in their meeting held on 23.02.2019 and whose term expires at the ensuing Annual General Meeting of the Company, the consent of the members be and is hereby accorded to appoint him as an Independent Director of the Company for the period of 5 (Five) consecutive years with effect from 23.02.2019, 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 and his term shall not be liable to retire by rotation.

RESOLVED FURTHER THAT Mr. Deep Shankar Srivastava (DIN: 02168299) may receive sitting fees or reimbursement of expenses for participation in the Board, Committee and other meetings as decided.

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.”

7. TO APPROVAL OF RELATED PARTY TRANSACTION WITH M/S. AMETY OFFSET PRINTERS

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

“RESOLVED THAT pursuant to the provision of section 188 and all other applicable provision of the Companies Act, 2013 read with rules made thereunder, 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), the consent of the members be and is hereby accorded for the Related Party Transactions with M/s. Amety Offset Printers for FY 2019-20 based on the expected value of transactions upto Rs. 5 Crore (Rupees Five Crore only), which is likely to exceed 10% of the turnover of the Company for FY 2018-19.

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.”

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By the order of the Board
For ACE INTEGRATED SOLUTIONS LIMITED

Sd/-

Date: 30.08.2019
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. Electronic copy of the Annual Report 2018-19 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 2018-19 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 & Share Transfer Agent of the Company (in case of Shares held in physical form).
8. 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.
9. Members may also note that the Notice of 22nd Annual General Meeting and the Annual Report 2018-19 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 between 10.00 a.m. to 04.00 p.m. 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.
10. The notice of 22nd Annual General Meeting will also be available on CDSL website: www.cdslindia.com for their download.
11. Members are requested to provide their client ID and DP ID numbers at the meeting for easy identification.
12. 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.
13. Register of Members and Share Transfer Books will remain closed from Tuesday, 24th September, 2019 to Monday, 30th September, 2019 (both days inclusive) for the purpose of holding 22nd Annual General Meeting.
14. 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

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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.

15. 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.
16. 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 22nd 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 22nd 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 Friday, 27th September, 2019 (9:00 a.m.) and ends on Sunday, 29th September, 2019 (5:00 p.m.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 23rd September, 2019, 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 / Members
- (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 (refer serial no. printed on the name and address sticker/Postal Ballot Form/mail) 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. E.g. If your name is Ramesh Kumar with serial number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <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 reach directly 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 out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed login 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.
- (xxi) Notice of the meeting is available on website of the Company at www.aceintegrated.com.
- (xxii) Mr. Atiuttam Prasad Singh Proprietor of M/s. Atiuttam Singh & Associates, Company Secretaries (Membership No. 8719 and C.P. No. 13333) having office at D-10, First Floor, Gali No. 20, Madhu

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- Vihar, New Delhi - 110092 has been appointed as scrutinizer for conducting the e-voting process in the fair and transparent manner.
- (xxiii) 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.
- (xxiv) 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. 23rd September, 2019 may follow the same instructions as mentioned above for e-Voting.

In case of members receiving the physical copy:

- A. Please follow all steps from sl. no. (i) to sl. no. (xix) above to cast vote.
- B. The voting period begins on Friday, 27th September, 2019 (9:00 a.m.) and ends on Sunday, 29th September, 2019 (5:00 p.m.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off 23rd September, 2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- C. 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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By the order of the Board
For ACE INTEGRATED SOLUTIONS LIMITED

Sd/-

Date: 30.08.2019

Place: Delhi

Ranjeet Singh
(Company Secretary)

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

ITEM NO. 3

Mrs. Amita Verma is already Director in the Company since incorporation of the Company and the Board of Directors of the Company, on recommendation of Nomination and Remuneration Committee, at its meeting held on 30.08.2019, subject to the approval of shareholders in the Annual General Meeting, has appointed Mrs. Amita Verma (DIN: 01089994) as a Whole time Director for a period of 5 (five) with effect from 30.08.2019 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 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	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 50 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 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 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 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 Shivani Realbuild Private Limited Shivam Online Education and Calibre Testing Lab Private Limited Ace Mass Rapid Transport Consultants Private Limited (Company closure filed) Ametyoffset Printers Private Limited (Company closure filed)
Shareholding in the Company	2199700 equity shares

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.

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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. September 01, 2019.

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 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. Shivangi 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.			
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	31.03.2017 (In Rupees)	31.03.2018 (In Rupees)	31.03.2019 (In Rupees)
	Revenue from Operation	21,06,12,475/-	26,13,84,702/-	5,95,07,981/-
	Other Income	22,91,387/-	43,49,166/-	39,02,955/-
	Total Expenses	19,10,74,602/-	24,32,11,873/-	5,74,70,433/-
	PBT	2,18,29,260/-	2,25,21,995/-	59,40,504/-
	Tax	91,31,779/-	62,41,210/-	23,40,021/-
	PAT	1,26,97,481/-	1,62,80,785/-	36,00,483/-
Foreign Investments or collaborations, if any	There is no foreign collaboration in the Company			
II. Information about the appointee:				
Name	Amita Verma (DIN: 01089994)			

ACE INTEGRATED SOLUTIONS LIMITED



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

Background details	Mrs. Amita Verma has wide experience of twenty 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. 21,500/- 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 wife of Mr. Chandra Shekhar Verma, Managing Director and mother of Ms. Shivangi Chandra, Non-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.

ITEM NO. 4

The Board of Directors of the Company on recommendation of Nomination and Remuneration Committee, at its meeting held on 30.08.2019, subject to the approval of shareholders in the Annual General Meeting, has re-fixed the remuneration given in the resolution of the AGM. Mr. Chandra Shekhar Verma is renowned personality having more than 20 years in a business and is running the company since incorporation and 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, therefore, It is proposed to seek the members approval for the re-fixation of remuneration payable to Mr. Chandra Shekhar Verma, Managing Director of the Company and the brief profile of Mr. Chandra Shekhar Verma is given as under:-

Brief profile of Mr. Chandra Shekhar Verma

Name	Mr. Chandra Shekhar Verma (DIN: 01089951)
Father's Name	Shri Satish Chandra Verma
DIN	01089951
Date of Birth	01/07/1962



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Education/Qualification	Fellow Member of The Institute of Chartered Accountants of India and B.Com from University of Gorakhpur.
Experience	Mr. Chandra Shekhar Verma, aged 57 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 20 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.
Names of the Companies in which he/ he 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 Shivani Realbuild Private Limited Shivam Online Education and Calibre Testing Lab Private Limited Shivangi Paper Products Private Limited Ace Mass Rapid Transport Consultants Private Limited (Company closure filed) Ametyoffset Printers Private Limited (Company closure filed) Chairperson/ Member in Committees: In Ace Integrated Solutions Limited: Audit Committee: Member Stakeholders Relationship Committee: Member
Shareholding in the Company	2300000 equity shares

The payment of remuneration to Mr. Chandra Shekhar Verma, Managing Director is approved w.e.f. September 01, 2019 for the remaining tenure of him as Managing Director till July 06, 2021.

Mr. Chandra Shekhar Verma being appointee, Mrs. Amita Verma being wife of Mr. Chandra Shekhar Verma and Ms. Shivangi Chandra being daughter of Mr. Chandra Shekhar Verma are interested in the resolution set out 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. 4

The Board of Directors of the Company recommends the Resolution(s) as set out in the out at item no. 4 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 organization by processing online/offline application and conduction of examination, and processing of examination results.
Date or expected date of Commercial Production	Company was established in the year 1997 and Company has already commenced its business.

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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	31.03.2017 (In Rupees)	31.03.2018 (In Rupees)	31.03.2019 (In Rupees)
	Revenue from Operation	21,06,12,475/-	26,13,84,702/-	5,95,07,981/-
	Other Income	22,91,387/-	43,49,166/-	39,02,955/-
	Total Expenses	19,10,74,602/-	24,32,11,873/-	5,74,70,432/-
	PBT	2,18,29,260/-	2,25,21,995/-	59,40,504/-
	Tax	91,31,779/-	62,41,210/-	23,40,021/-
	PAT	1,26,97,481/-	1,62,80,785/-	36,00,483/-
Foreign Investments or collaborations, if any	There is no foreign collaboration in the Company			
II. Information about the appointee:				
Name	Chandra Shekhar Verma (DIN: 01089951)			
Background details	Mr. Chandra Shekhar Verma is renowned personality having more than 20 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 and he has been managing the day to day affairs of the Company.			
Past Remuneration	Rs. 89,500/- per month			
Recognition and Awards	Nil			
Job profile and his suitability	Mr. Chandra Shekhar Verma, Managing 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 4 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, he is husband of Mrs. Amita Verma, Whole time Director and father of Ms. Shivangi Chandra, Non-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.			



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ITEM NO. 5

On recommendation of the Nomination and Remuneration Committee, Mr. Vikram Gandhi (DIN: 06550307) has been appointed by the Board as an additional director in the capacity of Non-Executive Independent Director of the Company in their meeting held on 23.02.2019 subject to the approval of shareholder in the Annual General Meeting.

Mr. Vikram Gandhi (DIN: 06550307) is 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.

Mr. Vikram Gandhi (DIN: 06550307) may receive sitting fees or reimbursement of expenses for participation in the Board, Committee and other meetings as decided.

The Board recommend re-appointment of Mr. Vikram Gandhi (DIN: 06550307) as Non-Executive Independent Director of the Company for the period of 3 (Three) consecutive years with effect from 23.02.2019, 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 and his term shall not be liable to retire by rotation.

Mr. Vikram Gandhi, being appointee is interested in the resolution set out 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. 5.

The Board recommends adoption of the resolution set out in item no. 5 as a special resolution.

Brief Profile of Mr. Vikram Gandhi:-

Particulars	Appointment as Independent Director
Name	Vikram Gandhi (DIN: 06550307)
Father's Name	Shri Lalit Kumar Gandhi
Age	49 Years
Date of Appointment/ Re- appointment	23.02.2019
Education/Qualification	BE (Mechanical)
Experience	He has wide experience in business of Ice Factory, Clearing System and in Real Estate Business.
Names of the 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

ACE INTEGRATED SOLUTIONS LIMITED



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	Chairperson/ Member in Committees: <u>In Ace Integrated Solutions Limited:</u> Nomination & Remuneration Committee: Chairman Audit Committee: Member
No. of Shares held	Nil

ITEM NO. 6

On recommendation of the Nomination and Remuneration Committee, Mr. Deep Shankar Srivastava (DIN: 02168299) has been appointed by the Board as an additional director in the capacity of Non-Executive Independent Director of the Company in their meeting held on 23.02.2019 subject to the approval of shareholder in the Annual General Meeting.

Mr. Deep Shankar Srivastava (DIN: 02168299) is 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. Deep Shankar Srivastava (DIN: 02168299) 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.

Mr. Deep Shankar Srivastava (DIN: 02168299) may receive sitting fees or reimbursement of expenses for participation in the Board, Committee and other meetings as decided.

The Board recommend the appointment of Mr. Deep Shankar Srivastava (DIN: 02168299) as an Independent Director of the Company for the period of 5 (Five) consecutive years with effect from 23.02.2019, 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 and his term shall not be liable to retire by rotation.

Mr. Deep Shankar Srivastava, being appointee is interested in the resolution set out 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. 6.

The Board recommends adoption of the resolution set out in Item No.6 as an ordinary resolution.

Brief Profile of Mr. Deep Shankar Srivastava: -

Particulars	Appointment as an Independent Director
Name	Mr. Deep Shankar Srivastava
DIN	02168299
Father's Name	Shri Bhrgunath Sahai Srivastava
Age	62 Years
Date of Appointment / Re-appointment	23.02.2019
Education/Qualification	Post Graduate Diploma in Business Management from Delhi Administration under Ministry of Education.

ACE INTEGRATED SOLUTIONS LIMITED



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Phone No. 011-22162970, Website- www.aceintegrated.com

	M.com from Meerut University. B.com from Delhi University. Higher Secondary from Central Board of Secondary Education, Delhi.
Experience	PGDBM with specialization in Marketing & Sales Management with experience in overall about 40 years in Sales & Marketing, Business Development and Readers/Trade Relationship Management and associated with Sahara India Media as National Head Circulation-decision-makers building and extensive Readers base and market development. Experienced in coordinating with internal/external Trade Unions and readers implementing procedures and service standards of business excellence.
Names of the Companies in which he/she holds Directorships/ Committee Membership	Director in: 1. Ace Integrated Solutions Limited 2. Greater Noida Infradevelopers Private Limited Chairman / Member in Committees: <u>In Ace Integrated Solutions Limited:</u> Nomination & Remuneration Committee: Member Stakeholders Relationship Committee: Member
No. of Shares held	Nil

ITEM NO. 7

As per section 188 and all other applicable provision of the Companies Act, 2013 the Audit Committee of Board and Board has approved the related party transaction with M/s Amety Offset Printers in their meeting held on 30.05.2019. The approval of the shareholders through special resolution is required, if the transaction(s) to be entered into individually or taken together with the previous transaction(s) during a financial year with a related party, exceeds 10% of the annual turnover of the Company as per last audited financial statements of the Company. Further, since the expected value of transactions with M/s. Amety Offset printer for FY 2019-20 will be approx. Rs. 5 Crore (Rupees Five Crore Only), which is likely to be more than 10% of turnover of the Company for FY 2018-19 (Annual turnover for FY 2018-19 is Rs. 5,95,07,981/-) accordingly shareholders approval is sought.

M/s. Amety Offset Printers is a partnership firm of the Mr. Chandra Shekhar Verma, Managing Director and Mrs. Amita Verma, Whole time Director of the Company. Any transaction of ACE with M/s. Amety Offset printers shall be on arm length basis.

Details of contracts / arrangements / transactions on Arm's length basis.

PARTICULARS	DETAILS
Name of related Party	M/s Amety Offset Printers
Nature of relationship	Promoter Group Partnership Firm
Nature of contracts/ arrangements/ transactions	Job Work
Duration of the contracts/ arrangements/ transactions	12 months from April 01, 2019
Salient terms of the contracts or arrangements or transactions	Getting done of printing work by awarding Job Work to M/s Amety Offset Printers.
Justifications for entering into such contract / arrangements / transactions	Competitive terms & Conditions
Amount involve	Upto Rs. 5 Crore (Rupees Five Crore)

Mr. Chandra Shekhar Verma, Managing Director, Mrs. Amita Verma, Whole time Director and Ms. Shivangi Chandra, Non-Executive Director are interested in the resolution set out at item no. 7.

ACE INTEGRATED SOLUTIONS LIMITED



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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. 7

The Board recommend the adoption of the resolution set out in item no. 7 as Special Resolution.

Registered Office

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

Date: 30.08.2019

Place: Delhi

By the order of the Board

For ACE INTEGRATED SOLUTIONS LIMITED

Sd/-

Ranjeet Singh
(Company Secretary)

ACE INTEGRATED SOLUTIONS LIMITED



ACE INTEGRATED SOLUTIONS LIMITED

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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 22nd Annual General Meeting of the company, to be held on **Monday, the 30th day of September, 2019 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 March 31, 2019 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 appointment and refixation of remuneration of Mrs. Amita Verma as Whole-time Director		
4	To refixation of remuneration to Mr. Chandra Shekhar Verma, Managing Director of the Company		
5	To re-appointment of Mr. Vikram Gandhi (DIN: 06550307) as an Independent Director		
6	To appointment of Mr. Deep Shankar Srivastava (DIN: 02168299) as an Independent Director		
7	To approval of related party transaction with M/s. Amety Offset Printers		

Signed this day of 2019

Signature of shareholder _____

Signature of Proxy holder(s) _____

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 22nd 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.

**Affix Revenue
Stamp**

ACE INTEGRATED SOLUTIONS LIMITED



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22ND 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 22nd Annual General Meeting of the Company held on **Monday, the 30th day of September, 2019 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.



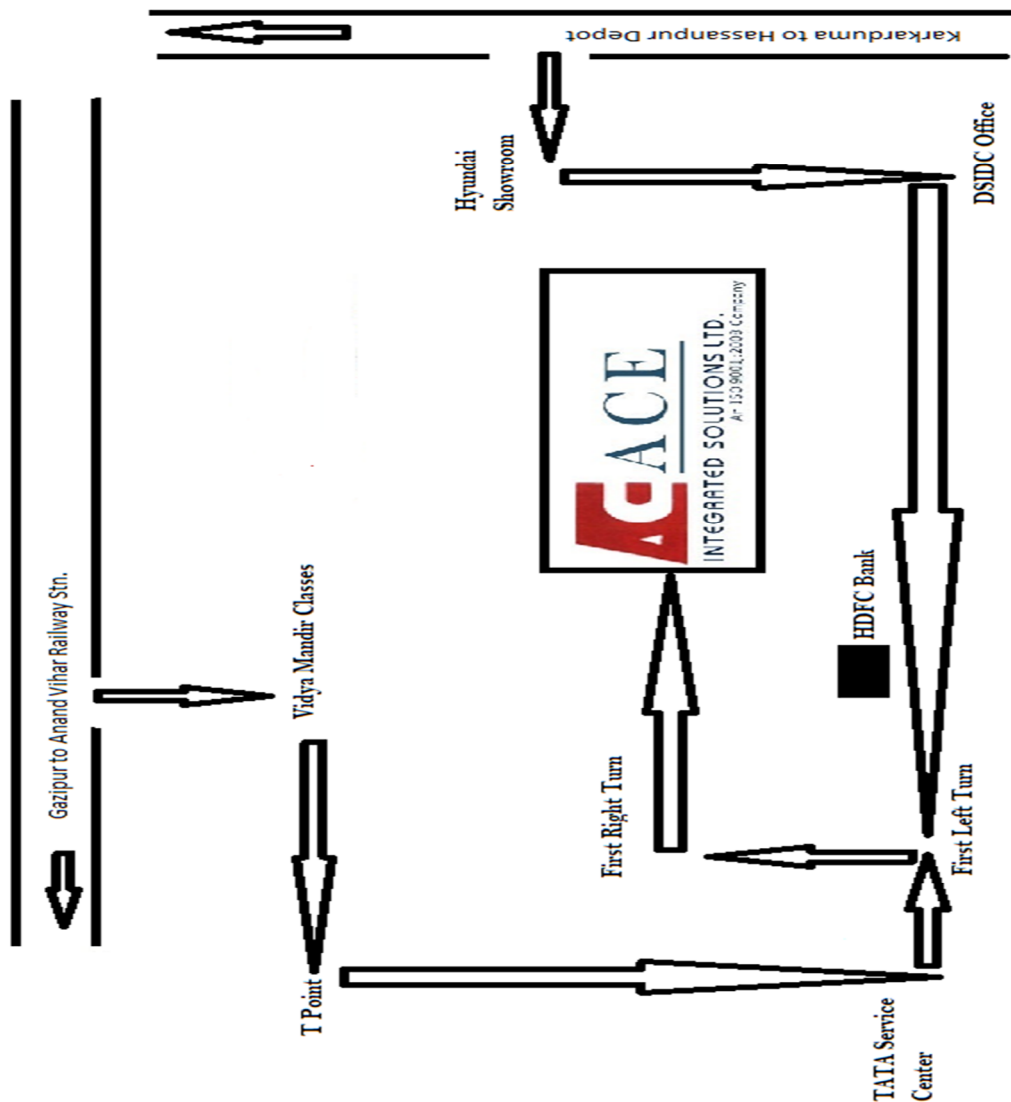
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ROUTE MAP OF THE VENUE FOR 22ND ANNUAL GENERAL MEETING OF ACE INTEGRATED SOLUTIONS LIMITED



VENUE OF AGM:

M/s. ACE INTEGRATED SOLUTIONS LIMITED
B-13, DSIDC Complex Functional Industrial Estate,
Industrial Area Patparganj, New Delhi - 110092

ACE INTEGRATED SOLUTIONS LIMITED