



# ACE INTEGRATED SOLUTIONS LIMITED

Regd. Office: B-13, DSIDC Complex, Functional Industrial Estate,

Industrial Area Patparganj, New Delhi-110092,

Email- [ceo@aceintegrated.com](mailto:ceo@aceintegrated.com), [cs@aceintegrated.com](mailto:cs@aceintegrated.com)

Phone No. 011-22162970, Website- [www.aceintegrated.com](http://www.aceintegrated.com)

CIN: L74140DL1997PLC088373

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## **NOTICE OF 24<sup>TH</sup> ANNUAL GENERAL MEETING**

**NOTICE** is hereby given that the 24<sup>th</sup> Annual General Meeting of the Members of M/s Ace Integrated Solutions Limited (CIN: L74140DL1997PLC088373) will be held on **Wednesday, the 29<sup>th</sup> day of September, 2021 at 05.30 p.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, 2021 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 REGULARISE MR. ANADI SHRIVASTAV AS NON-EXECUTIVE DIRECTOR**

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

**“RESOLVED THAT** pursuant to the provisions of Section 149, 152 and 161 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) **Mr. Anadi Shrivastav (DIN: 08977726)** who was appointed as an Additional Director in the category of Non-Executive Director by the Board in their meeting held on 30.06.2021 and whose term of office expires at this ensuing Annual General Meeting and in respect of whom a notice under Section 160 of the Act has been received from a member proposing **Mr. Anadi Shrivastav (DIN: 08977726)** as a candidate for the office of director, be and is hereby appointed as a director of the Company who shall be liable to retire by rotation;

**RESOLVED FURTHER THAT** the Board of Director and/or Company Secretary of the Company be and is hereby authorized to do all the acts, deeds, things and to take necessary steps in relation to the above and file necessary e-form and other documents as may be required to give effect to aforesaid resolution.”

#### **4. TO RE-APPOINT MR. CHANDRA CHEKHAR VERMA AS 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 sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment (s) thereof for the time being in force), and subject to the approval of Central Government, the

consent of the members be and is hereby accorded to re-appoint Mr. Chandra Shekhar Verma (DIN: 01089951) as Managing Director of the Company for the period of five years w.e.f. June 30<sup>th</sup>, 2021, upon the terms and conditions set out in the Explanatory Statement annexed to the notice convening this meeting with liberty to the Board of Directors of the Company (hereinafter referred to as “the Board”)

**RESOLVED FURTHER THAT** Mr. Chandra Shekhar Verma, shall be liable to determination by retirement of directors by rotation and any re-appointment due to rotation shall not break his term as a Managing Director.

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

**5. TO APPOINT MR. KUMAR VISHWAJEET SINGH AS AN INDEPENDENT DIRECTOR**

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

“**RESOLVED THAT** pursuant to the provisions of Section 149, 152 and 161 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to the passing an online proficiency self-assessment test, conduct by IICA as per rule 6 of the Companies (Appointment and Qualifications of Directors) Rules, 2014, within a period of one year from the date of inclusion my name in the data bank of IICA, Mr. Kumar Vishwajeet Singh (DIN: 03334038) has been appointed as an additional director in the category of Non-Executive Independent Director by the Board in their meeting held on 30.08.2021 and accordingly the consent of the shareholders be and is hereby accorded for appointment of Mr. Kumar Vishwajeet Singh (DIN: 03334038) as Non-Executive Independent Director of the Company for a term of 5 (Five) consecutive years with effect from 30.08.2021 to 29.08.2026, who has included his name in the data bank of the “Indian Institute of Corporate Affairs” (IICA) on dated 09.07.2021 for the period of one year and submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and a declaration under rule 6 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 and eligible for appointment as an Independent Director of the Company 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. Kumar Vishwajeet Singh (DIN: 03334038) 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 Director and/or Company Secretary of the Company be and is hereby authorized to do all the acts, deeds, things and to take necessary steps in relation to the above and file necessary e-form and other documents as may be required for the aforesaid purpose.

**NOTE:** Mr. Kumar Vishwajeet Singh has been appointed as an Independent Director w.e.f. 30.08.2021 and Committee Member of Stakeholder Relationship Committee, Audit Committee and Nomination & Remuneration Committee

**6. TO CONSIDER AND APPROVE INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY**

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

“**RESOLVED THAT** pursuant to the provisions of Section 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) and

reenactment(s) thereof for the time being in force) read with Article 3 of the Articles of Association of the Company and the rules framed thereunder, consent of the Members be and is hereby accorded to increase the Authorized Share Capital of the Company from the present Rs. 10,00,00,000/- (Rupees Ten Crore only) divided into 1,00,00,000 (One Crore) equity shares of Rs. 10/- (Rupees Ten) each to Rs. 11,00,00,000 (Rupees Eleven Crores only) divided into 1,10,00,000 (One Crore, Ten Lakhs) of Rs. 10 (Rupees Ten) each by creating additional 1,00,00,000 (One Crore) equity shares of Rs. 10 each ranking pari passu in all respects with the existing equity shares of the Company.

**“RESOLVED FURTHER THAT** the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause V as under:

“The Authorised Share Capital of the Company is Rs. 11,00,00,000 (Rupees Eleven Crores only) divided into 1,10,00,000 (One Crore, Ten Lakhs) of Rs. 10 (Rupees Ten) each”

**“ RESOLVED FURTHER THAT** any Director, Chief Financial Officer and / or Company Secretary and Compliance Officer be and are hereby jointly and/or severally authorized to do all such acts, deeds and things as may be required in this regard including to sign and execute necessary letters, undertaking, certificates, deeds and documents including E-forms with the concerned Registrar of Companies, other regulatory authorities including Stock Exchange and/ or otherwise to do such further acts, deeds, matters, and things to give effect to this Resolution in the interest of the Company.”

## **7. TO CONSIDER AND APPROVE THE ISSUE OF BONUS SHARES**

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

**“RESOLVED THAT** pursuant to the provisions of Section 63, and other applicable provisions, if any, of the Companies Act, 2013 read with relevant rules framed, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 (“Listing Regulations”) and other applicable regulations issued by the Securities and Exchange Board of India (including any statutory modification(s) or re-enactment thereof from time to time), Article 225 of the Articles of Association of the Company and on the recommendation of the Board of Directors (“the Board”), (which term shall be deemed to include any Committee of Directors thereof which the Board may have constituted) of the Company, and subject to such approvals, permissions and sanctions as may be necessary and further subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board, the consent of the shareholders be and is hereby accorded to issue fully paid up Bonus Share in the ratio 1:2 i.e. 1 fully paid equity share shall be issued for every 2 shares held by the existing equity shareholder aggregating to further issue of 34,00,000 (Thirty Four Lakhs) shares of Rs. 10 each amounting to Rs. 3,40,00,000 /- (Rupees Three Crore Forty Lakhs only) be capitalized out of the Reserves/Share Premium Account of the Company for distribution among the existing equity shareholders of fully paid equity shares of the Company, whose name will be appearing in the Register of Members/Beneficial Owners Position of the Company on the Record date determined by the Board of the Company, provided the equity shares held by the concerned shareholders of the Company is in demat form as per the requirement of the Companies (Prospectus and Allotment of Securities) Third Amendment Rules, 2018.

**“RESOLVED FURTHER THAT** the bonus shares of face value Rs. 10 (Rupees Ten) each to be allotted and issued as bonus shares shall be subject to the terms of Memorandum and Articles of Association of the Company and Companies (Prospectus and Allotment of Securities) Third Amendment Rules, 2018 as amended and shall rank pari-passu in all respects with and carry the same rights as the existing fully paid equity shares of the Company and shall be entitled to participate in full in any dividend(s) to be declared (if any) after the bonus shares are allotted.

**“RESOLVED FURTHER THAT** the allotment of the bonus shares to the extent that **they** relate to non-resident members of the Company, shall be subject to the approval, if any, of the Reserve Bank of India under the Foreign Exchange Management Act, 1999, as amended, as may be deemed necessary.

**“RESOLVED FURTHER THAT** in case of fractional shares, if any, arising out of the issue and allotment

of the bonus equity shares, the Board be and is hereby authorized to ignore such fractions and/or otherwise make suitable arrangements to deal with such fractions for the benefit of the eligible Members, including but not limited to, allotting the total number of new equity shares representing such fractions to a person(s) appointed by the Board who would hold them in trust for such Members and shall as soon as possible sell such equity shares at the prevailing market rate and the net sale proceeds of such equity shares, after adjusting the cost and the expenses in respect thereof, be distributed among such Members who are entitled to such fractions in the proportion of their respective fractional entitlements.”

**“RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution, any , Director, Company Secretary and Chief Financial Officer of the company be and are hereby jointly/severally authorized to file the necessary E -Forms with the Registrar of Companies or any other Authority and do all such acts, deeds, matters and things whatsoever as deem necessary or expedient to give effect to the above resolution, including settling any question, doubt or difficulties that may arise with regard to or in relation to the issue or allotment of the bonus shares and to accept on behalf of the Company, any conditions, modifications, alterations, changes, variations in this regard as prescribed by the statutory authority(ies) which they think fit and proper.”

**Registered Office**

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

**By the order of the Board**

**For ACE INTEGRATED SOLUTIONS LIMITED**

**Sd/-**

**Date: 30.08.2021**

**Place: Delhi**

**CHANDRA SHEKHAR VERMA**

**Managing Director**

**(DIN: 01089951)**

## **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. In view of outbreak of COVID-19 pandemic, social distancing is a norm to be followed, for conducting Annual General Meeting after following the advisories issued from authorities.
4. When a member appoints a proxy and both the Member and the Proxy attend the Meeting, the Proxy stands automatically revoked.
5. Members are requested to bring their attendance slip along with their copy of Annual Report to the meeting.
6. 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.
7. 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.
8. Electronic copy of the Annual Report 2020-21 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 2020-21 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).
9. 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.
10. Members may also note that the Notice of 24<sup>th</sup> Annual General Meeting and the Annual Report 2020-21 will also be available on the Company's website at [www.aceintegrated.com](http://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.
11. The notice of 24<sup>th</sup> Annual General Meeting will also be available on NSDL website: [www.evoting.nsdl.com](http://www.evoting.nsdl.com) for their download.
12. Members are requested to provide their client ID and DP ID numbers at the meeting for easy identification.
13. Members desiring any information concerning the accounts are requested to address their questions in writing to the Company at its registered office at B-13, DSIDC Complex, Functional Industrial Estate, Industrial Area Patparganj, New Delhi – 110092, at least 7 (Seven) days before the date of the Meeting so that the information required may be made available at the Meeting.
14. Register of Members and Share Transfer Books will remain closed from Thursday, September 23, 2021 to Wednesday, September 29, 2021 (both days inclusive) for the purpose of holding 24<sup>th</sup> Annual General Meeting.
15. The Securities and Exchange Board of India (“SEBI”) has mandated the submission of Permanent Account Number (“PAN”) by every participant in the securities market. Members holding shares in electronic form are therefore, requested to submit their PAN card numbers/copies of PAN card to their depository participants

with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/Registrar and Share Transfer Agent, M/s. Bigshare Services Private Limited.

16. A route map along with prominent landmark for easy reach to the venue of Annual General Meeting is at the last page of this Annual Report.
17. Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014, as amended upto date, Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company is pleased to provide its members the facility to exercise their right to vote on the resolutions proposed to be passed in the 24<sup>th</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services provided by National Securities Depository Limited (NSDL).

The facility for voting through ballot / polling paper shall also be made available at the venue of the 24<sup>th</sup> 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 MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-**

**The remote e-voting period begins on Sunday, September 26<sup>th</sup>, 2021 at 09:00 A.M. and ends on Tuesday, September 28<sup>th</sup>, 2021 at 05:00 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. Wednesday, September 22<sup>nd</sup>, 2021 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 Wednesday, September 22<sup>nd</sup>, 2021**

#### **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 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
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ 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 “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for</b></li> </ol>

	<p><b>IDEAS Portal”</b> or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p>  </div> <div style="text-align: center;">  <p>Google Play</p>  </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<p>1) Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</p> <p>2) After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>4) Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</p>

Individual Shareholders (holding securities in demat mode) login through their depository participants	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
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**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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43



**B) Login Method for e-Voting 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](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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.co.in](mailto:evoting@nsdl.co.in) 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 on NSDL e-Voting system.**

### **How to cast your vote electronically 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
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period. Now you are ready for e-Voting as the Voting page opens.
3. 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.
4. Upon confirmation, the message “Vote cast successfully” will be displayed.
5. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
6. 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](mailto:atiuttamsingh@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
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](http://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](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Pallavi Mahatre at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**Process for those shareholders whose email ids are not registered with the depositories/ company 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](mailto: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](mailto: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 for Individual shareholders holding securities in demat mode.**
  3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) 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.**
- (i) Notice of the meeting is available on website of the Company at [www.aceintegrated.com](http://www.aceintegrated.com).
  - (ii) 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 – 110 092 has been appointed as scrutinizer for conducting the e-voting process in the fair and transparent manner.
  - (iii) The Scrutinizer shall with in 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.
  - (iv) 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 22, 2021 may follow the same instructions as mentioned above for e-Voting.

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

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

**Sd/-**

**Date: 30.08.2021**  
**Place: Delhi**

**Abha Jain**  
**(Company Secretary)**

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

### **ITEM NO. 3**

On recommendation of the Nomination and Remuneration Committee, Mr. Anadi Shrivastav (DIN: 08977726) has been appointed by the Board as an additional director in the category of Non-Executive Director of the Company in their meeting held on 30.06.2021 subject to the approval of shareholder in the Annual General Meeting. However, in order to regularize his appointment as a director the approval of the members of the Company are sought.

Mr. Anadi Shrivastav (DIN: 08977726) 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.

Mr. Anadi Shrivastav (DIN: 08977726) may receive sitting fees or reimbursement of expenses for participation in the Board, Committee and other meetings as decided.

Mr. Anadi Shrivastav, being appointee is interested in the resolution set out in the notice, to the extent of their shareholding interest, if any, in the Company.

None of the Directors and Key Managerial Personnel of the Company are in any way, concerned or interested in the resolution set out in item no. 3.

The Board recommends passing of the resolution set out at Item No.3 as an ordinary resolution.

#### **Brief Profile of Mr. Anadi Shrivastav: -**

Particulars	Regularisation of Additional Director in the category of Non-Executive Director
Name	Anadi Shrivastav
DIN	08977726
Father's Name	Shri Om Prakash Shrivastav
Age	55 Years
Date of Appointment / Re- appointment	30.06.2021
Education/Qualification	Graduation in Commerce from University of Bhopal
Experience	An incisive professional with over 3 decades of experience in Strategic Planning, Sales, Marketing, Business Development, Key Account Management, Service Operations Team Management and Pre-Sales. Presently associated with iXcheck Technologies Pvt Ltd as CEO. Successfully managed sales / marketing operation, conceptualizing strategies for enhancing business growth. A proactive leader and planner with expertise in strategic planning, market plan execution account management, pre-sales efforts with skills in P&L management, competitor and market analysis, staffing, management reorganization and targeted marketing. Possess expertise in working in multicultural environments with the distinction of exploring new markets for expanding businesses from scratch and streamlining operations. An effective communicator with good interpersonal & presentation skills and abilities in forging business partnerships in the markets, lead cross-functional teams and establish beneficial relationships with key industry players.

### **ITEM NO. 4**

Mr. Chandra Shekhar Verma has been the Managing Director of the Company since 07.07.2016. The terms of office of Mr. Chandra Shekhar Verma as Managing Director of the Company expired on 06.07.2021. The present proposal is to seek members approval for the re-appointment of Mr. Chandra Shekhar Verma as Managing Director in terms of the applicable provisions of Companies Act, 2013. The Board of Directors of the Company

at its meeting held on June 30, 2021 has subject to the approval of members, re-appointed Mr. Chandra Shekhar Verma for a further period of five years from the expiry of his term.

The Board feels that presence of Mr. Chandra Shekhar Verma on the Board is desirable and would be beneficial to the Company.

Mr. Chandra Shekhar Verma is concerned or interested in this resolution set out in the notice, to the extent of their shareholding interest, if any, in the Company.

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 in item no. 4

The Board recommends passing of the resolution set out at Item No.4 as special resolution.

#### **ITEM NO. 5**

On recommendation of the Nomination and Remuneration Committee, Mr. Kumar Vishwajeet Singh (DIN: 03334038) has been appointed by the Board as an additional director in the category of Non-Executive Independent Director of the Company in their meeting held on 30.08.2021 subject to the approval of shareholder in the Annual General Meeting.

Mr. Kumar Vishwajeet Singh (DIN: 03334038) 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.

Further Mr. Kumar Vishwajeet Singh (DIN: 03334038) has provided a declaration under rule 6 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 that he has included his name in the data bank of the “Indian Institute of Corporate Affairs” (IICA) on dated 09.07.2021 for the period of one year and his appointment shall be subject to the passing an online proficiency self-assessment test, conduct by IICA as per rule 6 of the Companies (Appointment and Qualifications of Directors) Rules, 2014

In the opinion of the Board, Mr. Kumar Vishwajeet Singh (DIN: 03334038) 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. Kumar Vishwajeet Singh (DIN: 03334038) may receive sitting fees or reimbursement of expenses for participation in the Board, Committee and other meetings as decided.

The Board recommend for appointment of Mr. Kumar Vishwajeet Singh (DIN: 03334038) as an Independent Director of the Company for the period of 5 (Five) consecutive years with effect from 30.08.2021 to 29.08.2026 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. Kumar Vishwajeet Singh being appointee is interested in the resolution set out in the notice, to the extent of their shareholding interest, if any, in the Company.

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 in item no. 5.

The Board recommends passing of the resolution set out in Item No.5 as an ordinary resolution.

**Brief Profile of Mr. Kumar Vishwajeet Singh: -**

Particulars	Appointment as an Independent Director
Name	Kumar Vishwajeet Singh
DIN	03334038
Father's Name	Shri Guneshwar Singh
Age	44 Years
Date of Appointment / Re- appointment	30.08.2021
Education/Qualification	M.Sc. IT from Sikkim Manipal University
Experience	<p>An IT strategist, innovator, evangelist, contributing to company's profitable growth through process innovation, progressive change management and through convergence of business and technology.</p> <p>Having over 21 years of successful history of providing strategic leadership for enterprise-wide technology initiatives; Pioneered significant information technology initiatives, which gave new directions to organizational practices; and brought tangible as well as intangible benefits to the organization.</p> <p>Masters in Information Technology and alumni of IIM K.</p> <p>Have won several awards and recognition in the IT domain including</p> <ul style="list-style-type: none"> <li>June 2019 by VAR India</li> <li>• <b>Eminent CIO 2019</b></li> <li>December 2018 by eLets eIndia</li> <li>• <b>Certificate of Excellence for Innovation</b></li> <li>December 2018 by GEC Media UAE</li> <li>• <b>Fortune Asia 2018 CIO Awards</b></li> <li>November 2018 by Enterprise IT World</li> <li>• <b>Change Agents 2018 CIO Awards</b></li> <li>September 2017 by Enterprise IT World</li> <li>• <b>CIO Excellence</b></li> <li>May 2017 by CISO Platform</li> <li>• <b>CISO 100</b></li> <li>April 2017 by INFOSECURITY</li> <li>• <b>INFOSEC MAESTROS AWARD 2017</b></li> <li>December 2016 by WORLD LEADERSHIP FEDERATION BY COLLABERA</li> <li>• <b>CIO OF THE YEAR 2016</b></li> <li>August 2013 by HATT SUMMIT 2013</li> <li>• <b>Business Transformation, using IT as a Strategic Enabler</b></li> <li>October 2012 by CISO Forum</li> <li>• <b>CIO Innovator</b></li> <li>May 2010 by D&amp;B</li> <li>• <b>Best CTO "Overall" and Best CTO "Process Excellence"</b></li> </ul> <p>Have been featured as one of the Youngest CIO in India by the Leading IT Magazine. One of his Project is listed with IBM &amp; Red Hat's Global website.</p> <p>Have worked with <b>IndiaMART InterMESH Limited</b> as Manager Technology, <b>FCm Travel Solutions (I) Limited</b> as National Manager IT, <b>Entertainment World Developers Limited</b> as Vice President IT, <b>Intl Corp Solutions Private Limited</b> as Group CIO &amp; VP, <b>ROI Mantra Pvt Limited</b> as CIO, <b>Aptech Limited</b> as Head of Delivery &amp; CIO.</p>

	In addition, acted as domain related expert consultant for <b>EDS, ICICI, Pfizer</b> and many more.
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#### **ITEM NO. 6**

The Current Authorized Capital of the Company is Rs. 10,00,00,000/- (Rupees Ten Crore only) divided into 1,00,00,000 (One Crore) equity shares of Rs. 10/- (Rupees Ten) each. It is therefore proposed to increase the Authorised Share Capital of the Company to Rs. 11,00,00,000 (Rupees Eleven Crores only) divided into 1,10,00,000 (One Crore, Ten Lakhs) of Rs. 10 (Rupees Ten) each to facilitate the further issue of equity shares of the company.

The proposed increase of the Authorised Share Capital of the Company requires the approval of the Members by passing a Special Resolution at a General Meeting. Consequently, upon the increase in authorized share capital of the Company, its Memorandum of Association will require alteration so as to reflect the increase in authorized share capital of the Company.

Pursuant to Section 13 and 61 the Companies Act, 2013, alteration of the Capital Clause requires approval of the members of the Company by way of passing an Ordinary Resolution to that effect. Accordingly, authority of Members of the Company is hereby sought by way of Special Resolution set out as Item No. 6 of the notice conveying the meeting.

The above Ordinary Resolution is in the interest of the Company and the Directors recommend the Resolution set out in the Notice for the approval of the Members.

No Director, Manager, other key managerial personnel and relatives of the same are concerned or interested in the passing of this Resolution.

#### **ITEM NO. 7**

The equity shares of the Company are listed and traded on EMERGE platform of National Stock Exchange of India Limited. The members are aware that the operations and performance of the Company has grown significantly over the past few years which has generated considerable interest in the Company's equity shares in the market. The Company also has registered a decent profit in past few years with the continuing support of the shareholders of the Company. To issue fully paid-up Bonus shares in the ratio 2:1 aggregating to further issue of 34,00,000 (Thirty-Four Lakhs) shares of Rs. 10 each amounting to Rs. 3,40,00,000 /- (Rupees Three Crore Forty Lakhs only), will be capitalized out of the Reserves/Share Premium Account of the Company for distribution among the existing equity shareholders of fully paid equity shares of the Company.

In order to improve the liquidity of the Company's shares in the stock market and reward its investors, the Board of Directors of the Company at their meeting held on 28<sup>th</sup> August, 2021, considered it desirable to recommend issue of Bonus shares in the ratio 2:1 subject to approval of shareholders and such other authorities as may be necessary. The proposed issue of Bonus shares is capitalized out of the reserves of the Company for distribution among the existing equity shareholders of fully paid equity shares of the Company, whose name will be appearing in the Register of Members/Beneficial Owners Position of the Company on the Record date determined by the Board of the Company. Also, the proposed Bonus Issue is authorized by the Article No. 225 of the existing Articles of Association of the Company and in conformity with the Companies Act, 2013.

The Record date for the purpose of issue of Bonus Shares shall be fixed by the Board of Directors and updated to the Stock Exchange in due course of time.

None of the Directors / Key Managerial Personnel or their relatives is concerned or interested in the resolution except to the extent of their shareholding in the Company.

The Board recommends passing of the resolution set out at Item No. 7 as a Special Resolution.

**Registered Office**

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

**Date: 30.08.2021**

**Place: Delhi**

**By the order of the Board**

**For ACE INTEGRATED SOLUTIONS LIMITED**

**Sd/-**

**CHANDRA SHEKHAR VERMA**

**Managing Director**

**(DIN: 01089951)**