



ACE INTEGRATED SOLUTIONS LIMITED

Regd. Office: B-13, DSIDC Complex, Functional Industrial Estate,
Industrial Area Patparganj, New Delhi-110092,
Email- md@aceintegrated.com, cs@aceintegrated.com
Phone No. 011-49537949, Website- www.aceintegrated.com
CIN: L74140DL1997PLC088373

NOTICE

NOTICE is hereby given that the **Extra-Ordinary General Meeting** of the Members of **Ace Integrated Solutions Limited** will be held on Friday, the **19th day of May, 2023** at 10.00 a.m. at the registered office of the Company at B-13, DSIDC Complex, Functional Industrial Estate, Indl. Area Patparganj, New Delhi - 110092 to transact the following business:

SPECIAL BUSINESS

ITEM No. 1 –

TO APPOINT MR. NITINKUMAR RADHESHYAM SHARMA (DIN: 06442840) AS AN INDEPENDENT DIRECTOR

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

“RESOLVED THAT pursuant to the provisions of Section 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 he is exempted to pass 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 of his name in the data bank of IICA, MR. NITINKUMAR RADHESHYAM SHARMA (DIN: 06442840) has been appointed as an additional director in the category of Non-Executive Independent Director by the Board in their meeting held on April 21, 2023 and accordingly the consent of the shareholders be and is hereby accorded for appointment of MR. NITINKUMAR RADHESHYAM SHARMA (DIN: 06442840) as Non-Executive Independent Director of the Company for a term of 5 (Five) consecutive years with effect from April 21, 2023 to April 20, 2028, who has included his name in the data bank of the “Indian Institute of Corporate Affairs” (IICA) vide Registration No.:IDDB-DI-202304-047365 on dated 21.04.2023 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. NitinKumar Radheshyam Sharma (DIN: 06442840) 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.”

ITEM No. 2 –

TO APPOINT MR. KORUDI JAGGA RAO (DIN: 10085289) AS AN INDEPENDENT DIRECTOR

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

“RESOLVED THAT pursuant to the provisions of Section 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. KORUDI JAGGA RAO (DIN-10085289) has been appointed as an additional director in the category of Non-Executive Independent Director by the Board in their meeting held on April 21, 2023 and accordingly the consent of the shareholders be and is hereby accorded for appointment of MR. KORUDI JAGGA RAO (DIN-10085289) as Non-Executive Independent Director of the Company for a term of 5 (Five) consecutive years with effect from April 21, 2023 to April 20, 2028, who has included his name in the data bank of the “Indian Institute of Corporate Affairs” (IICA) vide Registration No.: IDDB-NR-202304-047608 on dated 18.04.2023 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. Korudi Jagga Rao (DIN: 10085289) 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.”

ITEM No. 3 –

TO APPOINT MR. RAJEEV RANJAN SARKARI (DIN: 08804128) AS AN EXECUTIVE DIRECTOR CUM CHIEF EXECUTIVE OFFICER OF THE COMPANY

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

“RESOLVED THAT pursuant to the recommendation of the Nomination and Remuneration Committee and provisions of Sections 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 the Articles of Association of the Company, Mr. Rajeev Ranjan Sarkari (DIN: 08804128) who was appointed as an Additional Director in the category of Executive Director cum Chief Executive Officer (CEO) of the Company by the Board of Directors in their meeting held on April 21, 2023 and whose term of office expires at this ensuing General Meeting and in respect of whom the Company has received a notice under Section 160 of the Companies Act, 2013 proposing his candidature for the office of director, be and is hereby appointed as an Executive director of the Company who shall be liable to retire by rotation;

“RESOLVED FURTHER THAT pursuant to the provisions of Sections 2(18), 197, 198 and 203 and other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactments thereof for the time being in force), the approval of members of the Company be and is hereby accorded to the appointment of Mr. Rajeev Ranjan Sarkari (DIN: 08804128) as Chief Executive Officer (CEO) of the Company for a period of three (3) years with effect from April 21, 2023 to April 20, 2026, on the following terms and conditions or such remuneration as specified in the Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 annexed to this Notice.

RESOLVED FURTHER THAT the Board of Directors or any Committee thereof be and is hereby authorized to enter into an Agreement on behalf of Company with Mr. Rajeev Ranjan Sarkari on the terms and conditions as set out in the Explanatory Statement annexed to this Notice.

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.”

ITEM No. 4 –

TO APPROVE THE LIMIT OF REMUNERATION TO MR. CHANDRA SHEKHAR VERMA, MANAGING DIRECTOR OF THE COMPANY

To consider and if thought fit, to pass with or without modification, the following resolution as a **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 fixation of same limit 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. April 21, 2023 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.

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. April 21, 2023 for the remaining tenure of him as Managing Director till June 29, 2026.

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: 01089951) 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.”

ITEM No. 5 –

TO APPROVE THE LIMIT OF REMUNERATION TO MRS. AMITA VERMA, WHOLE TIME DIRECTOR OF THE COMPANY

To consider and if thought fit, to pass with or without modification, the following resolution as a **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 fixation of same limit of remuneration of Rs. 1,50,000/- (Rupees One Lakh and Fifty Thousand Only) per month to Mrs. Amita Verma (DIN: 01089994), Whole-time Director of the Company w.e.f. April 14, 2023 in scale of Rs. 1,50,000/- to Rs. 5,00,000/- (with such annual/ special increments within the aforesaid scale as may be decided by the Board, on recommendation of Nomination and Remuneration Committee) and the other terms and conditions as set out in the statement annexed to the Notice.

Break-up of the remuneration: -
Basic: Rs. 55,000/-
HRA: Rs. 40,000/-
TA: Rs. 55,000/-

OTHER PERQUISITES:

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

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

RESOLVED FURTHER THAT the payment of aforesaid remuneration to Mrs. Amita Verma, Whole time Director of the Company, be and is hereby approved w.e.f. April 21, 2023 for the remaining tenure of him as Whole time Director till August 29, 2024.

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: 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.”

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

Sd/-

Date: 21.04.2023
Place: Delhi

Rahul Chauhan
(Company Secretary)

NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE, SHOULD BE DULY STAMPED, COMPLETED, SIGNED AND MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY, NOT LATER THAN 48 HOURS BEFORE THE TIME FIXED FOR COMMENCEMENT OF THE MEETING.**
- 2. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING 50 AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. HOWEVER A MEMBER HOLDING MORE THAN 10% 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 SHAREHOLDER**
3. The Proxy holder shall prove his/her identity at the time of attending the Meeting.
4. When a member appoints a proxy and both the Member and the Proxy attend the Meeting, the Proxy stands automatically revoked.
5. Members / Proxies should fill the Attendance Slip for attending the Meeting.
6. Corporate members intending to send their authorized representatives to attend and vote at the Meeting pursuant to section 113 of the Companies Act, 2013 are requested to send a certified copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the meeting.
7. 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.
8. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which Directors are interested, as maintained under Section 189 of the Companies Act, 2013 will be available for inspection for the members at the EGM.
9. Members are requested to inform the Company their e-mail ID to facilitate quick response from the Company. Ministry of Corporate Affairs has recognised e-mail communication to shareholders as effective and efficient means of communication from the company and also member's communication to the Company. Members may register their e-mail ID with the company and also keep the Company informed of any changes in their e-mail ID.
10. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Business to be transacted at the Extra Ordinary General Meeting as set out in the Notice is annexed hereto.

11. In pursuance of Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings, details in respect of the Director seeking appointment form part of this Notice.
12. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at www.aceintegrated.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. NSE Limited at www.nseindia.com and the EGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
13. Members are requested to provide their client ID and DP ID numbers at the meeting for easy identification.
14. 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.
15. Register of Members and Share Transfer Books will remain closed from Saturday, May 13, 2023 to Friday, May 19, 2023 (both days inclusive) for the purpose of holding Extra Ordinary General Meeting (EGM).
16. Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014, as amended up to 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 Extra Ordinary General Meeting (EGM) 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 EGM. 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 EGM.

17. The Route map to the venue of the meeting is enclosed herewith forms an integral part of the Notice of EGM of the Company.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on Tuesday, May 16, 2023 at 09:00 A.M. and ends on Thursday, May 18, 2023 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. May 12, 2023, 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 May 12, 2023.

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">Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jspVisit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown

	<p>on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>3. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</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	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the

	Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
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.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL

eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

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

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
 - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.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 is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to atiuttamsingh@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by

clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to (Ms. Pallavi Mhatre – Senior Manager) at evoting@nsdl.co.in

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to cs@aceintegrated.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to cs@aceintegrated.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to 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.

By the order of the Board
For ACE INTEGRATED SOLUTIONS LIMITED

Sd/-

Date: 21.04.2023
Place: Delhi

Rahul Chauhan
(Company Secretary)

ANNEXURE TO THE NOTICE

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

ITEM NO. 1

TO APPOINT MR. NITINKUMAR RADHESHYAM SHARMA (DIN: 06442840) AS AN INDEPENDENT DIRECTOR

On recommendation of the Nomination and Remuneration Committee, Mr. Nitin Kumar Radheshyam Sharma (DIN: 06442840) 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 21.04.2023 subject to the approval of shareholder and he will hold office upto the date of ensuing Extra Ordinary General Meeting of the Company.

In accordance with Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), approval of members for appointment of a Director is required to be taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Hence, approval of the members are sought for the appointment of Mr. NitinKumar Radheshyam Sharma as an Independent Director of the Company in Extra Ordinary General Meeting of the Company.

Mr. NitinKumar Radheshyam Sharma (DIN: 06442840) is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and has given his 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. NitinKumar Radheshyam Sharma (DIN: 06442840) 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) vide Registration No.: IDDB-DI-202304-047365 on dated 21.04.2023 for the period of one year and he is exempted to pass 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. NitinKumar Radheshyam Sharma (DIN: 06442840) 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. NitinKumar Radheshyam Sharma (DIN: 06442840) may receive sitting fees or reimbursement of expenses for participation in the Board, Committee and other meetings as decided.

The Board recommend the resolution for appointment of Mr. Nitin Kumar Radheshyam Sharma (DIN: 06442840) as an Independent Director of the Company for the period of 5 (Five) consecutive years with effect from 14.04.2023 to 13.04.2028 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.

None of the Directors / Key Managerial Personnel of the Company / their relatives except Mr. NitinKumar Radheshyam Sharma, to whom the resolution relates, is in anyway, concerned or interested, financially or otherwise, in this resolution.

The Board recommends adoption of the resolution set out in Item No.1 as an ordinary resolution.

ITEM No. 2

TO APPOINT MR. KORUDI JAGGA RAO (DIN: 10085289) AS AN INDEPENDENT DIRECTOR

On recommendation of the Nomination and Remuneration Committee, Mr. Korudi Jagga Rao (DIN: 10085289) 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 14.04.2023 subject to the approval of shareholder and he will hold office upto the date of ensuing Annual General Meeting of the Company.

In accordance with Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), approval of members for appointment of a Director is required to be taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Hence, approval of the members are sought for the appointment of Mr. Korudi Jagga Rao as an Independent Director of the Company in Extra Ordinary General Meeting of the Company.

Mr. Korudi Jagga Rao (DIN: 10085289) is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and has given his 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. Korudi Jagga Rao (DIN: 10085289) 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) vide Registration No.: IDDB-NR-202304-047608 on dated 18.04.2023 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. Korudi Jagga Rao (DIN: 10085289) 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. Korudi Jagga Rao (DIN: 10085289) 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. Korudi Jagga Rao (DIN: 10085289) as an Independent Director of the Company for the period of 5 (Five) consecutive years with effect from 14.04.2023 to 13.04.2028 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.

None of the Directors / Key Managerial Personnel of the Company / their relatives except Mr. Korudi Jagga Rao, to whom the resolution relates, is in anyway, concerned or interested, financially or otherwise, in this resolution.

The Board recommends adoption of the resolution set out in Item No.2 as an ordinary resolution.

ITEM No. 3

TO APPOINT MR. RAJEEV RANJAN SARKARI (DIN: 08804128) AS AN EXECUTIVE DIRECTOR CUM CHIEF EXECUTIVE OFFICER OF THE COMPANY

On recommendation of the Nomination and Remuneration Committee, Mr. Rajeev Ranjan Sarkari (DIN: 08804128) has been appointed by the Board as an additional director in the category of Executive Director cum Chief Executive Officer (CEO) of the Company in their meeting held on 21.04.2023 subject to the approval of shareholder. However, in order to regularize his appointment as a director the approval of the members of the Company are sought.

In accordance with Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), approval of members for appointment of a Director is required to be taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Hence, approval of the members are sought for the appointment of Mr. Rajeev Ranjan Sarkari as an Executive Director cum Chief Executive Officer CEO of the Company in Extra Ordinary General Meeting of the Company.

The Company has received a notice proposing candidature of Mr. Rajeev Ranjan Sarkari for the office of a Director under Section 160 of the Act.

The Company has received from Mr. Rajeev Ranjan Sarkari (DIN: 08804128) (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014; (ii) intimation in Form DIR-8 in terms of Companies (Appointment and Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013.

Further subject to the approval of members of the Company, the Board of Directors at their meeting held on 21.04.2023 based on the recommendations of Nomination and Remuneration Committee, appointed Mr. Rajeev Ranjan Sarkari (DIN: 08804128) as a Chief Executive Officer (CEO) of the Company for a period of three (3) years with effect from April 21, 2023 to April 20, 2026.

Pursuant to the provisions of Sections 190, 197, 198, 203 and other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V of the Act and SEBI Listing Regulations 2015, approval of the Members is sought for appointment of Mr. Rajeev Ranjan Sarkari (DIN: 08804128) as a Chief Executive Officer (CEO) designated as an Executive Director and Chief Executive Officer (CEO) of the Company on such terms and conditions as given herein below:

Terms and Conditions:

The summary of the terms and conditions of the appointment of Rajeev Ranjan Sarkari designated as an Executive Director and Chief Executive Officer (CEO) of the Company are as follows:

Duration and Term	Three (3) years commencing from April 21, 2023 to April 20, 2026
Remuneration	Rs. 12 Lakhs per annum/- and Other perquisites, benefits and allowances as may be determined by the Board/Committee from time to time.
Sitting Fees	Not applicable
Provident Fund	As per the Rules

Duties and Responsibilities	Mr. Rajeev Ranjan Sarkari is a Key Managerial Personnel (KMP) as defined in Section 2 (51) of the Companies Act, 2013 and Listing Regulations. He will be the Chief Executive Officer (CEO) of the Company and will perform the duties and exercise the powers which from time to time may be assigned or vested to him by the Board. He shall be responsible for the day to day affairs of the Company.
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Other terms and conditions:

- ❖ The employment of Mr. Rajeev Ranjan Sarkari shall forthwith determine if he ceases to be a Director of the Company. He shall cease to be a Director if the Agreement is terminated and he ceases to be employed as Executive Director and CEO.
- ❖ Except in the proper course of his duties during the continuance of his employment with the Company, Mr. Rajeev Ranjan Sarkari shall not disclose to any persons whomsoever or make use whatsoever for his own purpose or for any purpose of any information or knowledge obtained by him during his employment as to the business and/or affairs of the Company and/or trade secrets or secret processes of the Company.
- ❖ If Mr. Rajeev Ranjan Sarkari ceases to be Executive Director and CEO of the Company, he shall be deemed to have resigned from the office of Director as and from the date of such cessation.

None of the Directors / Key Managerial Personnel of the Company / their relatives except Mr. Rajeev Ranjan Sarkari, to whom the resolution relates, is in anyway, concerned or interested, financially or otherwise, in this resolution.

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

ITEM No. 4

TO APPROVE THE LIMIT OF REMUNERATION TO MR. CHANDRA SHEKHAR VERMA, MANAGING DIRECTOR OF THE COMPANY

The Board of Directors of the Company on recommendation of Nomination and Remuneration Committee, at its meeting held on 21.04.2023, subject to the approval of shareholders in the Extra Ordinary General Meeting, has fixed the same limit of remuneration given in the resolution of the EGM. Mr. Chandra Shekhar Verma is renowned personality having more than 23 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 fixation of same limit 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:-

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

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 60 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 23 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 Shivam Online Education and Calibre Testing Lab Private Limited Reship Mart Private Limited Myace India Education Promotion Foundation My India Industrial Promotion Foundation Pressace Online Services Private Limited NJD Polymers Private Limited Buildo Ace India Private Limited Chairperson/ Member in Committees: Nil
Shareholding in the Company	3450000 equity shares

The payment of remuneration to Mr. Chandra Shekhar Verma, Managing Director is approved w.e.f. April 21, 2023 for the remaining tenure of him as Managing Director till June 29, 2026.

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 recommends passing of the resolution set out at Item No.4 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.			
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	31.03.2020 (In Rupees)	31.03.2021 (In Rupees)	31.03.2022 (In Rupees)

	Revenue from Operation	13,51,52,605/-	7,65,76,230/-	8,74,03,854/-
	Other Income	44,21,171/-	17,11,284/-	26,75,840/-
	Total Expenses	12,61,08,511/-	7,68,29,055/-	7,54,57,627/-
	PBT	1,34,65,265/-	14,58,459/-	1,46,22,066/-
	Tax	35,01,373/-	70,916/-	47,39,652/-
	PAT	99,63,892/-	13,87,543/-	98,82,414/-
Foreign Investments or collaborations, if any	There is no foreign collaboration in the Company			
II. Information about the Director:				
Name	Chandra Shekhar Verma (DIN: 01089951)			
Background details	Mr. Chandra Shekhar Verma is renowned personality having more than 23 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.			
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.			
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 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, member of the promoter group and Ms. Shivani Chandra, executive director of the Company.			
III. Disclosure	The details of remuneration of is given in the respective resolutions.			

ITEM No. 5

TO APPROVE THE LIMIT OF REMUNERATION TO MRS. AMITA VERMA, WHOLE TIME DIRECTOR OF THE COMPANY

The Board of Directors of the Company on recommendation of Nomination and Remuneration Committee, at its meeting held on 21.04.2023, subject to the approval of shareholders in the Extra Ordinary General Meeting, has fixed the same limit of remuneration given in the resolution of the EGM. 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 fixation of same limit of remuneration payable to Mrs. Amita Verma, Whole Time Director of the Company and the brief profile of Mrs. Amita Verma is given as under:-

Name	Mrs. Amita Verma (DIN: 01089994)
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 53 years, is the Promoter & Director of the Company. She has done B.Ed. form University of Gorakhpur and She is also degree holder of M.A. (Economics) from

	University of Gorakhpur. She has vast experience of twenty three plus years in the industry. Her long professional career gives guidance to the employees in achieving targets in a dynamic and complex business environment. It.
Names of the Companies in which he/ she holds Directorships/ Committee Membership	<p>Director in:</p> <p>Ace Integrated Solutions Limited A G Engineers Private Limited Ace Integrated Education Private Limited Horizon Infoplay Limited Bhagvati Electronics Private Limited Shivam Online Education and Calibre Testing Lab Private Limited Myace India Education Promotion Foundation My India Industrial Promotion Foundation Pressace Online Services Private Limited NJD Polymers Private Limited</p> <p>Chairperson/ Member in Committees: Nil</p>
Shareholding in the Company	3299550 equity shares

The payment of remuneration to Mrs. Amita Verma, Whole Time Director is approved w.e.f. April 21, 2023 for the remaining tenure of him as Managing Director till June 29, 2026.

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 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 passing of the resolution set out at Item No.5 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.			
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	31.03.2020 (In Rupees)	31.03.2021 (In Rupees)	31.03.2022 (In Rupees)
	Revenue from Operation	13,51,52,605/-	7,65,76,230/-	8,74,03,854/-
	Other Income	44,21,171/-	17,11,284/-	26,75,840/-
	Total Expenses	12,61,08,511/-	7,68,29,055/-	7,54,57,627/-
	PBT	1,34,65,265/-	14,58,459/-	1,46,22,066/-
	Tax	35,01,373/-	70,916/-	47,39,652/-
	PAT	99,63,892/-	13,87,543/-	98,82,414/-
Foreign Investments or collaborations, if any	There is no foreign collaboration in the Company			

II. Information about the Director:	
Name	Amita Verma (DIN: 01089994)
Background details	Mrs. Amita Verma, aged 53 years, is the Promoter & Director of the Company. She has done B.Ed. form University of Gorakhpur and She is also degree holder of M.A. (Economics) from University of Gorakhpur. She has vast experience of twenty three plus years in the industry. Her long professional career gives guidance to the employees in achieving targets in a dynamic and complex business environment.
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.
Remuneration proposed	As mentioned in the resolution no 5 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 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 a wife of Mr. Chandra Shekhar Verma, Managing Director and Mother of Ms. Shivangi Chandra, member of the promoter group and Ms. Shivani Chandra, executive director of the Company.
III. Disclosure	The details of remuneration of is given in the respective resolutions.

Annexure-I

DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE EXTRA ORDINARY GENERAL MEETING IN COMPLIANCE OF REGULATION 36(3) OF THE SEBI (LISTING OBLIGATION AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, SECRETARIAL STANDARD-2 ON GENERAL MEETINGS AND APPLICABLE PROVISIONS OF COMPANIES ACT, 2013:

1.	Name of Director	Nitinkumar Radheshyam Sharma
2.	DIN	06442840
3.	Age	45
4.	Qualifications	B.Sc. from MLS University, Udaipur, Rajasthan Masters in Social Work (Personnel , HR & IR operations) from Premier Social Work Institute of India, Udaipur School of Social Work LL.B. from MLSU, Udaipur LL.M. from Pacific University Executive Programme in Business Administration from IIM, Calcutta Doctorate from Bharat University In Law and Community Social Work
5.	Experience	Over Twenty Four (24) years
6.	Brief profile, background details and nature of expertise in specific functional areas	<p>A professional with background in business strategy, management, Legal Advocacy & Social work. Having experience of over 24+ years in Project life cycle and in corporate by delivering results through leadership.</p> <p>Vast experience in project lifecycle management in ITES, community projects & its execution till last mile</p> <p>Illustrated international experience in Guam (USA), Indonesia, Thailand, Hong Kong, China, Bali & Sri Lanka on business visits and representation in chambers</p> <p>Consistent top performer with skills in building high performing teams that excel in delivering business value with high morale & low attrition; recruiting, leading, training and monitoring the team members for maintaining excellence in the service operations</p> <p>Political strategist expertise in election management, team building & crowd management , social engineering</p> <p>Keen customer-centric approach with skills in addressing client priorities & resolving escalations</p>

		within prescribed TAT, thereby attaining client delight and high compliance scores Innovation of business strategy for the business development, idea, startup idea creation.
7.	Details of Remuneration sought to be paid/variation of the terms of remuneration	Refer Item 1 of the Statement pursuant to Section 102 of the Companies Act, 2013 annexed to the notice of this EGM
8.	Last drawn Remuneration (FY 2022-23)	NA
9.	Disclosure of relationships between directors inter-se	None
10.	Date of first appointment on the Board of the Company	Appointed as an Additional Independent Director of the Company w.e.f. April 21, 2023
11.	No. of equity shares held in the Company including shareholding as a beneficial owner	NIL
12.	Directorships in other Indian Public Companies and Listed Companies	NIL
13.	Listed Entities from which the Director resigned in past 3 years	NIL
14.	Chairmanship/ Membership of Committees	1. Nomination & Remuneration Committee, Ace Integrated Solutions Limited – Chairman 2. Audit Committee, Ace Integrated Solutions Limited – Member 3. Stakeholders Relationship Committee, Ace Integrated Solutions Limited – Member
16.	Terms and Conditions of appointment / re-appointment / continuation of directorships	Refer Item 1 of the Statement pursuant to Section 102 of the Companies Act, 2013 annexed to the notice of this EGM
17.	The number of meetings of the Board attended during the year	NA

1.	Name of Director	Korudi Jagga Rao
2.	DIN	10085289
3.	Age	66
4.	Qualifications	Masters of Arts from Jawaharlal Nehru University, New Delhi
5.	Experience	Over Thirty Two (32) years
6.	Brief profile, background details and nature of expertise in specific functional areas	A dynamic HR Professional with over 32 years of rich experience in Performance Management, Recruitment, Compensation & Benefits, Employee Welfare and Administration with ONGC Limited - A Maharatna Public Sector Enterprise (A National Oil Company) and also

		<p>holds the distinction of planning, supervising and conducting various seminars, conferences, etc.</p> <p>Skilled in identifying & hiring through various sources, handling end-to-end recruitment cycle and maintaining cordial relationship with the employees.</p> <p>Proficiency in manpower management & recruitment process as per Government of India guidelines.</p> <p>Merit of providing prompt resolution of employee grievances to maintain cordial management-employee relations</p> <p>AREA OF EXPERTISE:-</p> <ul style="list-style-type: none"> • HR Policy Execution • Performance Management • Recruitment • Promotions • Employee Relations/ Welfare • Training & Development • Statutory Compliance <p>Experience in implementing HR systems and policies, conducting training programs directed towards enhancing employee productivity and building committed teams.</p>
7.	Details of Remuneration sought to be paid/variation of the terms of remuneration	Refer Item 2 of the Statement pursuant to Section 102 of the Companies Act, 2013 annexed to the notice of this EGM
8.	Last drawn Remuneration (FY 2022-23)	NA
9.	Disclosure of relationships between directors inter-se	None
10.	Date of first appointment on the Board of the Company	Appointed as an Additional Independent Director of the Company w.e.f. April 21, 2023
11.	No. of equity shares held in the Company including shareholding as a beneficial owner	NIL
12.	Directorships in other Indian Public Companies and Listed Companies	NIL
13.	Listed Entities from which the Director resigned in past 3 years	NIL
14.	Chairmanship/ Membership of Committees	1. Stakeholders Relationship Committee, Ace Integrated Solutions Limited – Chairman

		2. Audit Committee, Ace Integrated Solutions Limited – Member 3. Nomination & Remuneration Committee, Ace Integrated Solutions Limited – Member
16.	Terms and Conditions of appointment / re-appointment / continuation of directorships	Refer Item 2 of the Statement pursuant to Section 102 of the Companies Act, 2013 annexed to the notice of this EGM
17.	The number of meetings of the Board attended during the year	NA

1.	Name of Director	Rajeev Ranjan Sarkari
2.	DIN	08804128
3.	Age	64
4.	Qualifications	B.Sc. from Gorakhpur University M.Sc. from Gorakhpur University
5.	Experience	8 year's top level management position of CEO of India's leading \$1.5 Bn retail outlet driven company engaged to sell wide range of consumer products, e-governance services, financial products and banking services.
6.	Brief profile, background details and nature of expertise in specific functional areas	<p>Experience in Business Development, Corporate governance, IT Infra management, Resource management and Project Management domains Customer Interface for Project Management, Operational Management, Work in progress reviews to ensure finite business growth for organization.</p> <p>Proficient in Large and Complex IT Based e-Governance Initiatives Planning and Conceptualization, Business Development along-with Consultancy Services Developed Technology-based solutions for Various e-Governance Projects e.g. Electoral Process Management, Academic Systems and Evaluation Processes, Academic Data Management, Health Systems, PDS Management, Re-engineering Systems, Land Records Management, Population Statistics Data Management etc.</p> <p>8 year's top level management position of CEO of India's leading \$1.5 Bn retail outlet driven company engaged to sell wide range of consumer products, e-governance services, financial products and banking services.</p>

	<p>Establishing the organization's vision and lead all aspects of the company's development, with a focus on competitive, high quality Information Technology and ITES services for its prestigious clientele.</p> <p>Driving the integral focus, in the company's strategic direction, development and future Financial growth with high Performance. Working as a key member of the firm's senior management team, responsible for providing leadership and direction to Business Growth in e-Governance domain and special ITES based projects. Operate governing functions e.g. Finance, Business Development, Operations, HR and infrastructure through world-class standards and on best practices.</p> <p>Align Business Approach and Optimal efforts to achieve Corporate Mission. Synergize with IT / Product partners for leveraging on IT solutions. Identify Business opportunities in the areas of Software Development, ITES services, solutions of greater significance and high value initiatives. Leverage huge experience and replicate e-Governance business for achieving business goals, for own organization as well as its stakeholders. Determining strategic plans, creating the organizational structure, developing detailed processes and risk controls, and Profit & Loss responsibility Developing strategic plans by studying technological and financial opportunities, presenting assumptions, and recommending objectives.</p> <p>Responsive to innovative ideas, processes and solutions within organization, to attain leading edge by introducing additional element of value to customer.</p> <p>Achieve finite Business objectives, by collaborating with Business partners, JV stakeholders, customers, community organizations and employees Follow corporate guidelines, in letter and spirit with Committed ownership and sincerity and integrity, to deliver best results in a sustained manner Adopt a path of healthy and accountable governance towards betterment of organizational business objectives, based on strict financial and administrative discipline.</p>
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7.	Details of Remuneration sought to be paid/variation of the terms of remuneration	Refer Item 3 of the Statement pursuant to Section 102 of the Companies Act, 2013 annexed to the notice of this EGM
8.	Last drawn Remuneration (FY 2022-23)	NA
9.	Disclosure of relationships between directors inter-se	None
10.	Date of first appointment on the Board of the Company	Appointed as an Additional Director cum CEO of the Company w.e.f. April 21, 2023
11.	No. of equity shares held in the Company including shareholding as a beneficial owner	4,500 equity shares
12.	Directorships in other Indian Public Companies and Listed Companies	NIL
13.	Listed Entities from which the Director resigned in past 3 years	Resigned as an Independent Director w.e.f. March 18, 2023 from Ace Integrated Solutions Limited
14.	Chairmanship/ Membership of Committees	NIL
16.	Terms and Conditions of appointment / re-appointment / continuation of directorships	Refer Item 3 of the Statement pursuant to Section 102 of the Companies Act, 2013 annexed to the notice of this EGM
17.	The number of meetings of the Board attended during the year	NA



ACE INTEGRATED SOLUTIONS LIMITED

Regd. Office: B-13, DSIDC Complex, Functional Industrial Estate,
Industrial Area Patparganj, New Delhi-110092, CIN: L74140DL1997PLC088373
Email- md@aceintegrated.com, cs@aceintegrated.com
Phone No. 011-49537949, 011-22162970, Website- www.aceintegrated.com

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 Extra Ordinary General Meeting of the company, to be held on **Friday, the 19th day of May, 2023 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
Special Business			
1.	To appoint Mr. Nitinkumar Radheshyam Sharma (DIN: 06442840) as an Independent Director		
2.	To appoint Mr. Korudi Jagga Rao (DIN: 10085289) as an Independent Director		
3.	To appoint Mr. Rajeev Ranjan Sarkari (DIN: 08804128) as an Executive Director cum Chief Executive Officer of the Company		
4.	To Approve the Limit of Remuneration to Mr. Chandra Shekhar Verma, Managing Director of the Company		
5.	To Approve the Limit of Remuneration to Mrs. Amita Verma, Whole Time Director of the Company		

Signed this day of 2023

Signature of shareholder _____

Signature of Proxy holder(s) _____

**Affix Revenue
Stamp**

Note:

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



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Phone No. 011-49537949, 011-22162970, Website- www.aceintegrated.com

EXTRA ORDINARY 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 Extra Ordinary General Meeting of the Company held on **Friday, the 19th day of May, 2023 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:

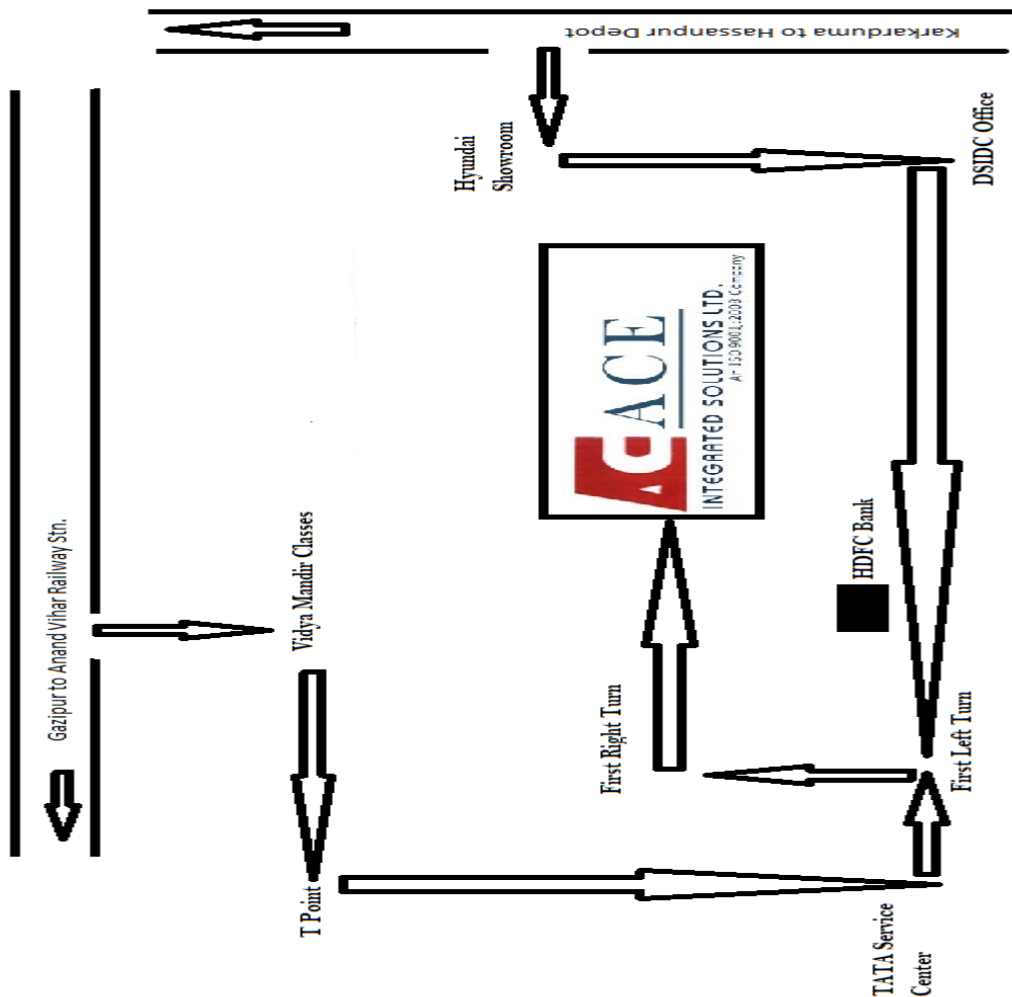
1. Members/Proxy attending the meeting must complete this attendance slip and hand it over at entrance.



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ROUTE MAP OF THE VENUE FOR EXTRA ORDINARY GENERAL MEETING OF ACE INTEGRATED SOLUTIONS LIMITED



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