

TWENTY FIFTH ANNUAL REPORT 2018-19



Ace Software Exports Limited

ACE SOFTWARE EXPORTS LIMITED

Reg. Off. 801, "Everest", Opp. Shashtri Maidan, Rajkot-360001 (Gujarat)
Phone: 0281-2226097, Fax: 02812232918, Email: Investorinfo@acesoftex.com
CIN: L72200GJ1994PLC022781, Website: www.acesoftex.com

CORPORATE INFORMATION

Board of Directors:

Vikram B. Sanghani

Joint Managing Director

Sanjay H. Dhamsania

Joint Managing Director

Dharmasibhai R. Vadaliya

Independent Director

Vimal L. Kalaria

Independent Director

Pratik C. Dadhaniya

Independent Director

Dhara S. Shah

Independent Director

Jyotin B. Vasavada

Chief Financial Officer

CS Jayram K. Vachhani

Company Secretary

Statutory Auditors:

H.B. Kalaria & Associates,

Chartered Accountants,
Rajkot

Secretarial Auditor:

CS Hemali S. Patel

Practicing Company Secretary
Rajkot

Internal Auditor:

Mr. Dipak Dave

Bankers

Bank of Baroda

HDFC Bank Ltd.

Axis Bank Ltd.

Registrar & Share Transfer Agents :

M/s. Link Intime India Pvt. Ltd.

5th Floor, 506 to 508, Amarnath Business Centre - 1(ABC-1),
Beside Gala Business Centre, Nr. St. Xavier's College Corner,

Off C G Road, Ellisebridge,

Ahmedabad - 380 006.

Tel. : 079-26465179

Email : ahmedabad@linkintime.co.in



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NOTICE of the Annual General Meeting

Notice is hereby given that the Twenty Fifth Annual General Meeting of Company will be held on **Thursday, August 08, 2019 at 11.00 a.m.** at 801, Everest Commercial Complex, Opp. Shashtri Maidan, Rajkot-360001, Gujarat, to transact following businesses:

ORDINARY BUSINESS

Item No. 1. Adoption of Financial Statements

To consider and adopt:

- (a) the audited financial statements of the Company for the financial year ended March 31, 2019, the reports of the Board of Directors and Auditors thereon; and
- (b) the audited consolidated financial statements of the Company for the financial year ended March 31, 2019.

Item No. 2. To appoint a Director in place of Vikram B. Sanghani (DIN: 00183818), who retires by rotation and, being eligible, seeks re-appointment.

Item No. 3. To appoint a Director in place of Sanjay H. Dhamsania (DIN: 00013892), who retires by rotation and, being eligible, seeks re-appointment.

SPECIAL BUSINESS

4. To re-appoint Vikram Bhupat Sanghani (DIN: 00183818), as Jt. Managing Director of the company and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a 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 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the members be and is hereby accorded to re-appoint Vikram Bhupat Sanghani (DIN: 00183818), as the Jt. Managing Director of the Company for a period of five (5) years with effect from April 29, 2020 upto April 28, 2025 on the terms and conditions and payment of such remuneration to Vikram Bhupat Sanghani, Jt. Managing Director, for a period of three (3) years with effect from April 1, 2020, as set out in the statement annexed to the Notice convening this Meeting with the liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this resolution) to alter and vary the said terms and conditions of appointment and / or remuneration, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof;

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

5. To re-appoint Sanjay Harilal Dhamsania (DIN: 00013892), as Jt. Managing Director of the company and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a 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 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the members be and is hereby accorded to re-appoint Sanjay Harilal Dhamsania (DIN: 00013892), as the Jt. Managing Director of the Company for a period of five (5) years with effect from April 29, 2020 upto April 28, 2025 on the terms and conditions and payment of such remuneration to Sanjay Harilal Dhamsania, Jt. Managing Director, for a period of three (3) years with effect from April 1, 2020, as set out in the statement annexed to the Notice convening this Meeting with the liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this resolution) to alter and vary the said terms and conditions of appointment and / or remuneration, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof;

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

6. Re-appointment of Dharamsinhaji Ramjibhai Vadalia (DIN: 00015165), as an Independent Director

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, Dharamsinhaji Ramjibhai Vadalia (DIN 00015165), who was appointed as an Independent Director at the twentieth Annual General Meeting of the Company and who holds office up to August 08, 2019 and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five years commencing with effect from August 09, 2019 upto August 08, 2024."

7. Re-appointment of Vimal Laljibhai Kalaria (DIN: 00029395), as an Independent Director

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, Vimal Laljibhai Kalaria (DIN: 00029395), who was appointed as an Independent Director at the twentieth Annual General Meeting of the Company and who holds office up to August 08, 2019 and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five years commencing with effect from August 09, 2019 upto August 08, 2024."

8. Re-appointment of Pratikkumar Chandulal Dadhania (DIN: 02931106), as an Independent Director

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, Pratikkumar Chandulal Dadhania (DIN: 02931106), who was appointed as an Independent Director at the twentieth Annual General Meeting of the Company and who holds office up to August 08, 2019 and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five years commencing with effect from August 09, 2019 upto August 08, 2024."

9. Advance loan to, or give guarantee or provide any security in connection with any loan taken by, CUISINEC NUTRITION PRIVATE LIMITED (CIN: U55209GJ2018PTC101375)

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

"RESOLVED THAT, pursuant to the provisions sub section 2 of Sections 185 of Companies Act, 2013 (as amended by Companies (Amendment) Act, 2017) read with section 186 of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to approval of Audit Committee and Board of Directors of the Company, approval of the members of the Company be and is hereby accorded for advance loan to CUISINEC NUTRITION PRIVATE LIMITED upto **Rs. 7 Cr. (Rupees Seven Crore)** or to give guarantee or provide any securities in connection with any loan taken by CUISINEC NUTRITION PRIVATE LIMITED from financial institutions/banks/insurance companies/other investing agencies or any other person(s)/bodies corporate upto **Rs. 7 Cr. (Rupees Seven Crore)**."

RESOLVED FURTHER THAT accord of the members be and is hereby given to the board to take all such steps as may be necessary, proper and expedient to give effect to this resolution, including the powers conferred (by this Resolution) to create such charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations created/proposed to be created by the Company, on such movable and immovable properties, both present and future, and in such manner as the Board may deem fit, in favour of all or any of the financial institutions/banks/ insurance companies/other investing agencies/trustees for holders of debentures/bonds/other instruments which may be issued to and subscribed by all or any of the financial institutions/banks/ insurance companies/other investing agencies or any other person(s)/bodies corporate by way of private placement or otherwise to secure Rupee/foreign currency loans, debentures, bonds or other instruments (hereinafter collectively referred to as "Loans") provided that the total amount of Loans together with interest thereon at the respective agreed rates, additional interest, compound interest, liquidated damages, commitment charges, premia on pre-payment or on redemption, costs, charges, expenses and all other moneys payable by the Company to the aforesaid parties or any of them under the agreements/arrangements entered into/ to be entered into by the Company in respect of the Loans taken by CUISINEC NUTRITION PRIVATE LIMITED, shall not at any time exceed the limit of **Rs. 7 Crore (Rupees Seven Crore)**."

10. To Purchase/Invest in the residential flats developed by Ace Riverside Pvt. Ltd. (Related Party) at the 'Ace Riverside Towers', Rajkot-Jamnagar Highway, Gujarat 360110.

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

"RESOLVED THAT pursuant to Section 188 of the Companies Act, 2013 and rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions and rule thereto (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), consent of members be and is hereby accorded to invest in/purchase of, and to finalize, enter, execute the Conveyance/sale deed with M/s Ace Riverside Pvt. Ltd. ('Related Party') for acquiring upto 12 (Twelve) flats in the residential project 'Ace Riverside Towers', located at Revenue Survey no. 9, Rajkot- Jamnagar Highway, Village Taragadi, Dist. Rajkot at a price which shall be determined at fair market value."

"RESOLVED FURTHER THAT board of directors be and is hereby authorized to do all the act, things and deeds necessary to give effect of the above resolutions including to register the conveyance with Registrar /Sub-Registrar and to represent, sign, execute and receive the necessary document(s), declaration(s), form(s), paper(s), deed(s) etc on behalf of the Company and to do all such act or things which are necessary, expedient or desirable in this connection."

By Order of the Board of Directors

Jayram K. Vachhani

Company Secretary & Compliance Officer

July 06, 2019

Reg. Off. 801, "Everest", Opp. Shashtri Maidan, Rajkot-360001 (Gujarat)

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Notes:

- The Statement pursuant to section 102(1) of the Companies Act, 2013 with respect to the special business set out in the Notice is annexed.
- A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE "MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting.**
A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. 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 a proxy for any other person or shareholder.
- The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice under **Note No. 20**. The Company will also send communication relating to remote e-voting which *inter alia* would contain details about User ID and password along with a copy of this Notice to the members, separately.

4. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
5. In terms of Section 152 of the Companies Act, 2013, Vikram B. Sanghani (DIN: 00183818) and Sanjay H. Dhamsania (DIN: 00013892), Directors, retire by rotation at the Meeting and being eligible, offer themselves for reappointment. The Board of Directors of the Company commends their respective re-appointments.
6. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
7. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
8. Relevant documents referred to in the accompanying Notice and the Statement is open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.
9. The Company has notified closure of Register of Members and Share Transfer Books from **Thursday, August 01, 2019 to, Thursday, August 08, 2019 (both days inclusive)**.
10. Members who hold share in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Link Intime India Pvt. Ltd. for consolidation into a single folio.
11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/RTA
12. Non-Resident Indian Members are requested to inform Link Intime India Pvt. Ltd. at its Ahmedabad Branch office situated at 5TH Floor, 506 TO 508, Amarnath Business Centre – 1 (ABC-1), Beside Gala Business Centre, Nr. St. Xavier's College Corner, Off C G Road, Elliesebribe, Ahmedabad - 380006, immediately of:
 - (a) Change in their residential status on return to India for permanent settlement.
 - (b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
13. Members who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
14. Members are further requested to send all their communication relating to the share registry work to the Share transfer and Registrar Agent of the Company M/s Link Intime India Pvt. Ltd. at its Ahmedabad Branch office situated at 5TH Floor, 506 TO 508, Amarnath Business Centre – 1 (ABC-1), Beside Gala Business Centre, Nr. St. Xavier's College Corner, Off C G Road, Elliesebribe, Ahmedabad - 380006.
15. All the statutory registers under Companies Act, 2013 will be available for inspection by the members at the AGM.
16. Members may also note that the notice of the 25th AGM and the Annual Report 2019 will be available on the Company's website, www.acesoftex.com. The Physical copies of the aforesaid documents will also be available at the Company's registered office for inspection during normal business hours on working days. Members who require communication in physical form in addition to e-communication, or have any other queries, may write to us at investorinfo@acesoftex.com.
17. Members who hold shares in dematerialized form are requested to write their client id and DP id numbers and those who hold shares in physical form requested to write their folio number in Attendance Slip for attending the meeting.
18. Members are advised to refer to the information provided in the Annual Report.
19. Additional information, pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of the directors seeking appointment/ re-appointment at the AGM, is furnished as annexure to the notice. The directors have furnished consent/declaration for their appointment / re-appointment as required under the Companies Act, 2013 and the Rules framed there under.

20. Instructions for shareholders to vote electronically:

Log-in to e-Voting website of Link Intime India Private Limited (LIPL)

1. Visit the e-voting system of LIPL. Open web browser by typing the following URL: <https://instavote.linkintime.co.in>.
2. Click on "Login" tab, available under 'Shareholders' section.
3. Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on "SUBMIT".
4. Your User ID details are given below:
 - a. Shareholders holding shares in demat account with NSDL: Your User ID is 8 Character DP ID followed by 8 Digit Client ID
 - b. Shareholders holding shares in demat account with CDSL: Your User ID is 16 Digit Beneficiary ID
 - c. Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company
5. Your Password details are given below:

If you are using e-Voting system of LIPL: <https://instavote.linkintime.co.in> for the first time or if you are holding shares in physical form, you need to follow the steps given below:

Click on "Sign Up" tab available under 'Shareholders' section register your details and set the password of your choice and confirm (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter).

PAN	For Shareholders holding shares in Demat Form or Physical Form Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders). Members who have not updated their PAN with depository Participant or in the company record are requested to use the sequence number which is printed on Ballot Form / Attendance Slip indicated in the PAN Field.
DOB/ DOI	Enter the DOB (Date of Birth)/ DOI as recorded with depository participant or in the company record for the said demat account or folio number in dd/mm/yyyy format.
Bank Account Number	Enter the Bank Account number as recorded in your demat account or in the company records for the said demat account or folio number. Please enter the DOB/ DOI or Bank Account number in order to register. If the above mentioned details are not recorded with the depository participants or company, please enter Folio number in the Bank Account number field as mentioned in instruction (iv-c).

If you are holding shares in demat form and had registered on to e-Voting system of LIPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier voting of any company then you can use your existing password to login.

If Shareholders holding shares in Demat Form or Physical Form have forgotten password:

Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholder is having valid email address, Password will be sent to the shareholders registered e-mail address. Else, shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB/ DOI, Dividend Bank Details etc. and confirm. (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter)

NOTE: The password is to be used by demat shareholders for voting on the resolutions placed by the company in which they are a shareholder and eligible to vote, provided that the company opts for e-voting platform of LIPL.

For shareholders holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

Cast your vote electronically

6. After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/ View "Event No 190092" of the company, you choose to vote.
7. On the voting page, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
Cast your vote by selecting appropriate option i.e. Favour/Against as desired.
Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'. You may also choose the option 'Abstain' and the shares held will not be counted under 'Favour/Against'.
8. If you wish to view the entire Resolution details, click on the 'View Resolutions' File Link.
9. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "YES", else to change your vote, click on "NO" and accordingly modify your vote.
10. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.
11. You can also take the printout of the votes cast by you by clicking on "Print" option on the Voting page.

General Guidelines for shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-Voting system of LIPL: <https://instavote.linkintime.co.in> and register themselves as 'Custodian / Mutual Fund / Corporate Body'.

They are also required to upload a scanned certified true copy of the board resolution / authority letter / power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the 'Custodian / Mutual Fund / Corporate Body' login for the Scrutinizer to verify the same.

During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular "Event".

Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.

In case the shareholders have any queries or issues regarding e-voting, please refer the Frequently Asked Questions ("FAQs") and Instavote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or write an email to enotices@linkintime.co.in or Call us :- Tel : 022 - 49186000.

General Instruction

- I. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Amendment Rules, 2015 and the Regulation 44(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote at the AGM by electronic means through remote e-voting platform provided by Link Intime India Private Limited (LIPL). The facility for voting, through ballot paper, will also be made available at the AGM and the members attending the AGM who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through ballot paper. Members who have

cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

- II. The remote e-voting period commences on **5th August, 2019 (9:00 am)** and ends on **7th August, 2019 (5:00 pm)**. During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **1st August, 2019**, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by LIPL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
 - III. 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to rajan_bhimani@yahoo.com with a copy marked to insta.vote@linkintime.co.in
 - IV. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of **1st August, 2019**.
 - V. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. **1st August, 2019**, may obtain the login ID and password by sending a request at insta.vote@linkintime.co.in or calling on 022-49186000
 - VI. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
 - VII. Mr. Rajan H. Bhimani, Chartered Accountants (Membership No. 134409) has been appointed as Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
 - VIII. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" or "Poling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
 - IX. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
 - X. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.acesoftware.com and on the website of LIPL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.
- 21. Information required under Regulation 36(3) of the SEBI (LODR) Regulation, 2015 with respect to the Directors retiring by rotation and being eligible seeking re-appointment and re-appointment of Independent Directors is as under;**

Particulars	Vikram B. Sanghani	Sanjay H. Dhamsania	Dharamsibhai R. Vadalia	Vimal L. Kalaria	Pratikumar C. Dadhania
DIN	00183818	00013892	00015165	00029395	02931106
Designation	Jt. Managing Director	Jt. Managing Director	Independent Director	Independent Director	Independent Director
Date of Birth	03-02-1963	07-03-1962	01-11-1953	10-03-1973	26-04-1972
Qualification	MBA (Finance)	MS (Computer Science)	Under Graduate	Post Graduate Diploma in Finance	Graduate in Architecture
Expertise in specific functional areas	Wide experience in Software industries, real estate and other various industries and wide experience in Finance and legal issues	Wide experience in Software industries, real estate and other various industries and wide experience in Finance and legal issues	Wide experience in various industrial sector	Wide experience in finance and various industrial sector	Wide experience in architectural information technologies industries.
Number of shares	14,19,530*	10,33,955*	0	1000	0

Note:

- 1) * No. of shares includes joint holding as a first/second/third holder and holding on behalf of HUF
- 2) Other details like directorship in other companies and no. of board meetings and committee meeting attended are provided in the directors' report
- 3) Remuneration to Jt. Managing directors for the F.Y. 2018-19 is provided as per the resolution passed in the 23rd AGM of the company.
- 4) Sitting fee is provided to Independent directors as per the provisions of Companies Act, 2013
- 5) Jt. Managing Directors holding directorship since the incorporation of the company.
22. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. (National Securities Depository Limited and Central Depository Services (India) Limited). This measure is aimed at curbing fraud and manipulation risk in physical transfer of securities by unscrupulous entities. Transfer of securities only in demat form will improve ease, facilitate convenience and safety of transactions for investors. Members holding shares in physical form are requested to convert their holding(s) to dematerialized form to eliminate all risks associated with physical shares.

EXPLANATORY STATEMENT

As required by Section 102 of the Companies Act, 2013 (the Act), the following Explanatory Statement sets out all material facts relating to the business mentioned under Item No. 4 to 10 of the accompanying notice.

ITEM 4 and 5

Mr. Vikram B. Sanghani (DIN: 00183818) and Mr. Sanjay H. Dhamsania (DIN: 00013892) was re-appointed as Jt. Managing Director on April 29, 2015 for a tenure of 5 years on 20th AGM of the company.

The members of the company at the 23rd AGM revised the remuneration of the Jt. Managing Directors. Board of directors and Nomination and Remuneration committee in its meeting held on July 6, 2019 proposed the re-appointment of the Jt. Managing Directors from April 29, 2020 to April 28, 2025, and simultaneously proposed the revisions in remuneration of both the Jt. Managing Directors with effect from April 1, 2020 to March 31, 2023.

Brief profile of Mr. Vikram B. Sanghani and Mr. Sanjay H. Dhamsania

Name of Director

Director Identification Number

Brief resume of the Director including nature of expertise in specific functional areas

Mr. Vikram B. Sanghani

00183818

Mr. Vikram Sanghani has been leading the ACE group since 1992 and was the Managing Director of several of ACE's Indian facilities, with responsibility for 2,000 staff. He is also actively engaged in social and charitable activities and has executed exceptionally large projects, including a dam that provides clean water to 100,000 disadvantaged people. Mr. Sanghani has an MBA from the Bajaj Institute of Mumbai. He has been instrumental in developing luxuries residential project like ACE Riverside lifestyle Flats, ARPL Bungalows and also instrumental in developing Ace Nature Cure (Atmaneem) one of the premium wellness center in Gujarat.

Name of Director

Director Identification Number

Brief resume of the Director including nature of expertise in specific functional areas

Mr. Sanjay H. Dhamsania

00013892

Mr. Sanjay Dhamsania has been leading the ACE group since 1992. Mr. Dhamsania holds a Masters Degree in Computer Science from the US. Mr. Dhamsania was instrumental in formulating ACE's key production system and processes, which later became part of the foundation of the conversion process. He is also actively engaged in social and charitable activities by leading Hope Welfare Foundation. He has been instrumental in developing luxuries residential project like ACE Riverside lifestyle Flats and ARPL Bungalows and also instrumental in developing Ace Nature Cure (Atmaneem) one of the premium wellness center in Gujarat.

Keeping in view, the vast experience of Mr. Vikram B. Sanghani and Mr. Sanjay H. Dhamsania, the Nomination and Remuneration Committee and Board of directors has recommended the payment of remuneration for the period from **April 1, 2020 to March 31, 2023** and also set out the terms and conditions of re-appointment. The terms and conditions shall be considered as written memorandum as per section 190 of the Companies Act, 2013

1) Terms and conditions

- a) The Jt. Managing Directors will perform his duties as such with regard to all work of the Company and will manage and attend to such business and carry out the orders and directions given by the Board from time to time in all respects and conform to and comply with all such directions and regulations as may from time to time be given and made by the Board.
- b) The Jt. Managing Directors shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors.
- c) The Jt. Managing Directors shall adhere to the Company's Code of Conduct.
- d) The office of the Jt. Managing Directors may be terminated by the Company or by him by giving the other 3 (three) months' prior notice in writing.
- e) Tenure: Tenure of Jt. Managing Director is from April 29, 2020 to April 28, 2025
- f) Period of revised remuneration: Period of revised remuneration is from April 1, 2020 to March 31, 2023

2) Salary, Perquisites and Allowances of both the Jt. Managing Directors:

- a) Basic salary:** Rs. 3,00,000 per month
- b) Commission:** Such remuneration by way of commission, in addition to the salary and perquisites and allowance payable, upto 1.5 % of the net profit of the Company in a particular financial year, to each Joint Managing Director
- c) Perquisites:** In addition to the remuneration as stated above, both the Jt. Managing Directors shall also be entitled, as per Rules of the Company, to perquisites like accommodation (furnished or otherwise) or house rent allowance in lieu thereof; house maintenance allowance together with reimbursement of expenses and / or allowances for utilisation of gas, electricity, water, furnishing and repairs, medical assistance and air passage and / or leave travel concession / allowances for self and family including dependents, personal accident insurance premium and such other perquisites and allowances in accordance with the rules of the Company. The said perquisites and allowances shall be evaluated, wherever applicable, as per the provisions of Income Tax Act, 1961 or any rules thereunder or any statutory modification(s) or re-enactment(s) thereof; in the absence of any such rules, perquisites and allowances shall be evaluated at actual cost.
- d) Retiral Benefits :** Gratuity payable, encashment of leave and any other retiral benefits, as per the rules of the Company, shall be in addition to the remuneration as mentioned above.
- e) Reimbursement of Expenses:** Expenses incurred for travelling, boarding and lodging including for both the Jt. Managing Directors and spouse and attendant(s) during business trips and provision of car(s), driver's wages, petrol and other travelling expenses for use on Company's business and communication expenses at residence shall be reimbursed at actual and not considered as perquisites.
- f) Allowances/other perquisites:** Any other allowances and perquisites as approved by the Nomination and Remuneration Committee and Board of Directors from time to time.
- g) Increment in basic salary, perquisite and allowances:** Subject to the approval of Nomination and Remuneration Committee and Board, both the Jt. Managing Directors are entitled to increase in basic salary, perquisite and allowances upto 15% at the beginning of each financial year i.e. from April 1, 2021 till the tenure of remuneration.

Overall remuneration, perquisites, commission, allowance, etc shall not exceed the ceiling on remuneration, as specified in schedule V of the Companies Act, 2013, in case of loss or inadequate profit.

Revision and / or yearly increment to the above mentioned remuneration as may be determined by the Board and / or the Nomination and Remuneration Committee of the Board, shall be within the overall ceiling of remuneration prescribed under Section 197 read with Schedule V to the Act.

The statements containing additional information as required under Schedule V to the Act are annexed to the Notice.

The remuneration proposed will be within the limits permissible under Schedule V to the Act.

Save and except Mr. Vikram B. Sanghani and Mr. Sanjay H. Dhamsania and their relatives, none of the other Directors / Key Managerial Personnel of the Company / their relatives is in anyway, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 and 5 of the Notice.

The Board commends the Special Resolution set out at Item No. 4 and 5 of the Notice for approval by the members.

THE STATEMENT CONTAINING ADDITIONAL INFORMATION AS REQUIRED UNDER SCHEDULE V TO THE ACT

I. GENERAL INFORMATION

- 1) Nature of Industries:** The Company operates in the business of software database creation
- 2) Date or expected date of commencement of commercial production:** The Company was incorporated on 17th August, 1994 and Commencement of Business of Certificate was granted on 23rd September, 1994. The Company has commenced the business since then.
- 3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.**
Not Applicable

4) Financial performance based on given indicators; (Rs. In Lacs)

Particulars	F.Y. 2018-19		F.Y. 2017-18		F.Y. 2016-17	
	Standalone	Consolidated	Standalone	Consolidated	Standalone	Consolidated
Gross Revenue	942.70	925.82	983.30	974.06	913.78	926.02
Profit Before Tax	72.23	(15.53)	128.23	112.89	123.08	123.96
Profit for the period	71.66	(16.60)	119.56	103.32	102.97	103.82

5 Foreign investments or collaborations, if any

Not Applicable.

II. INFORMATION ABOUT THE APPOINTEE

- 1) Background details: Details provided in explanatory statement**
- 2) Past Remuneration: (Rs. In Lacs)**

Particulars	Vikram B. Sanghani		Sanjay H. Dhamsania	
	F.Y. 2018-19	F.Y. 2017-18	F.Y. 2018-19	F.Y. 2017-18
Gross Salary	30.15	25.96	30.15	25.96

3) Recognition or awards: Details provided in explanatory statement

4) Job profile and his suitability

As Jt. Managing Directors, Mr. Vikram B. Sanghani and Mr. Sanjay H. Dhamsania are entrusted with to perform such duties and exercise such powers as have been or may from time to time be entrusted or conferred upon him by the Board. Both the Jt. Managing Directors are instrumental in leading the Ace Group and having vast experience in the field of Software, Management, Finance and Legal.

5) Remuneration proposed:

As per item no 4 and 5 of the 'Statement pursuant to section 102(1) of the Companies Act, 2013' annexed to the Notice.

- 6) 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 w.r.t. the country of his origin)**
There are no set standards for remuneration in the industry. The executive remuneration in the industry has been increasing significantly in last few years. Having regard to the type of industry, trends in the industry, size of the Company, the responsibilities, academic background and capabilities, the Company believes that the remuneration proposed to be paid to Mr. Vikram B. Sanghani and Mr. Sanjay H. Dhamsania as Jt. Managing Directors is appropriate.
The Company has its own remuneration policy based on its short-term and long-term objectives and role perceived and played by employees at top levels.
Considering his rich experience, competence, and the growth and development of the Company under his leadership, the terms of his remuneration are considered fair and reasonable.

7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.

Jt. Managing Directors do not have any pecuniary relationship with the Company except remuneration paid to them as Jt. Managing Directors and as a shareholder to the extent of their respective shareholding directly and indirectly in the Company.

OTHER INFORMATION:

(1) Reasons of loss or inadequate profits

Due to the competitive market, Company is unable to charge higher rate from customer which resulted into limited/inadequate profit.

(2) Steps taken or proposed to be taken for improvement

The company has taken various initiatives to improve market share and financial performance. It has been aggressively pursuing and implementing its strategies to improve volumes and reduce costs coupled with sale, service and marketing.

(3) Expected increase in productivity and profits in measurable terms.

The Company has strategically planned to address the issue of productivity and increase profits and has put in place measures to reduce cost and improve the bottom-line.

Item 6:

Based on recommendation of Nomination and Remuneration Committee, the Board of Directors proposes the re-appointment of Shri Dharamsibhai Ramjibhai Vadalia (DIN 00015165), as Independent Director, for a second term of five years from August 09, 2019 to August 08, 2024, not liable to retire by rotation. Shri Dharamsibhai Ramjibhai Vadalia was appointed as Independent Director at the twentieth Annual General Meeting ("AGM") of the Company and holds office up to August 08, 2019. The Company has, in terms of Section 160(1) of the Act received in writing a notice from a Member, proposing his candidature for the office of Director.

The Board, based on the performance evaluation and recommendation of Nomination and Remuneration Committee, considers that given his background, experience and contribution, the continued association of Shri Dharamsibhai Ramjibhai Vadalia would be beneficial to the Company and it is desirable to continue to avail his services as Independent Director.

The Company has received a declaration from him to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). In terms of Regulation 25(8) of SEBI Listing Regulations, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties.

In the opinion of the Board, he fulfills the conditions specified in the Act and SEBI Listing Regulations for appointment as an Independent Director and is independent of the management of the Company. The terms and conditions of his appointment shall be open for inspection by the Members at the Registered Office of the Company during the normal business hours on any working day (except Saturday) and will also be kept open at the venue of the AGM till the conclusion of the AGM.

Shri Dharamsibhai Ramjibhai Vadalia is the Chairman of the Stakeholder Relation Committee (Erstwhile Shareholders Committee) and a member of the Nomination and Remuneration Committee and Audit Committee, of the Board of Directors of the Company.

Shri Dharamsibhai Ramjibhai Vadalia is an acumen business man and having the wide experience of business and development. A vision to lead the business in an ethical way helps the company to lead in the better governance.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of SEBI Listing Regulations and other applicable Regulations, the re-appointment of Shri Dharamshibhai Ramjibhai Vadalia as Independent Director is now being placed before the Members for their approval by way of Special Resolution.

The Board recommends the Special Resolution at Item No. 6 of this Notice for approval of the Members.

Except Shri Dharamshibhai Ramjibhai Vadalia and his relatives, none of the Directors and Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, in the Resolution set out at Item No. 6 of the Notice.

Item 7:

Based on recommendation of Nomination and Remuneration Committee, the Board of Directors proposes the re-appointment of Shri Vimal Laljibhai Kalaria (DIN 00029395), as Independent Director, for a second term of five years from August 09, 2019 to August 08, 2024, not liable to retire by rotation. Shri Vimal Laljibhai Kalaria was appointed as Independent Director at the twentieth Annual General Meeting ("AGM") of the Company and holds office up to August 08, 2019. The Company has, in terms of Section 160(1) of the Act received in writing a notice from a Member, proposing his candidature for the office of Director.

The Board, based on the performance evaluation and recommendation of Nomination and Remuneration Committee, considers that given his background, experience and contribution, the continued association of Shri Vimal Laljibhai Kalaria would be beneficial to the Company and it is desirable to continue to avail his services as Independent Director.

The Company has received a declaration from him to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). In terms of Regulation 25(8) of SEBI Listing Regulations, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties.

In the opinion of the Board, he fulfills the conditions specified in the Act and SEBI Listing Regulations for appointment as an Independent Director and is independent of the management of the Company. The terms and conditions of his appointment shall be open for inspection by the Members at the Registered Office of the Company during the normal business hours on any working day (except Saturday) and will also be kept open at the venue of the AGM till the conclusion of the AGM.

Shri Vimal Laljibhai Kalaria is the Chairman of the Audit Committee and Nomination and Remuneration Committee and a member of Stakeholder Relationship Committee, of the Board of Directors of the Company.

Shri Vimal Laljibhai Kalaria is Post Graduate Diploma in Finance and having the wide experience in Audit and Financial Management.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of SEBI Listing Regulations and other applicable Regulations, the re-appointment of Shri Vimal Laljibhai Kalaria as Independent Director is now being placed before the Members for their approval by way of Special Resolution.

The Board recommends the Special Resolution at Item No. 7 of this Notice for approval of the Members.

Except Shri Vimal Laljibhai Kalaria and his relatives, none of the Directors and Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, in the Resolution set out at Item No. 7 of the Notice.

Item 8:

Based on recommendation of Nomination and Remuneration Committee, the Board of Directors proposes the re-appointment of Shri Pratikumar Chandulal Dhadhania (DIN 02931106), as Independent Director, for a second term of five years from August 09, 2019 to August 08, 2024, not liable to retire by rotation. Shri Pratikumar Chandulal Dhadhania was appointed as Independent Director at the twentieth Annual General Meeting ("AGM") of the Company and holds office up to August 08, 2019. The Company has, in terms of Section 160(1) of the Act received in writing a notice from a Member, proposing his candidature for the office of Director.

The Board, based on the performance evaluation and recommendation of Nomination and Remuneration Committee, considers that given his background, experience and contribution, the continued association of Shri Pratikumar Chandulal Dhadhania would be beneficial to the Company and it is desirable to continue to avail his services as Independent Director.

The Company has received a declaration from him to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). In terms of Regulation 25(8) of SEBI Listing Regulations, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties.

In the opinion of the Board, he fulfills the conditions specified in the Act and SEBI Listing Regulations for appointment as an Independent Director and is independent of the management of the Company. The terms and conditions of his appointment shall be open for inspection by the Members at the Registered Office of the Company during the normal business hours on any working day (except Saturday) and will also be kept open at the venue of the AGM till the conclusion of the AGM.

Shri Pratikumar Chandulal Dhadhania is Graduate in Architecture. He is the renowned person and having the high moral value. He is persistently known for the honesty and leading the business in the transparent and ethical way.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of SEBI Listing Regulations and other applicable Regulations, the re-appointment of Shri Pratikumar Chandulal Dhadhania as Independent Director is now being placed before the Members for their approval by way of Special Resolution.

The Board recommends the Special Resolution at Item No. 8 of this Notice for approval of the Members.

Except Shri Pratikumar Chandulal Dhadhania and his relatives, none of the Directors and Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, in the Resolution set out at Item No. 8 of the Notice.

Item 9:

The Board of directors of the company ('Board') and Audit committee at the meeting held on 06th July, 2019 approved to advance loan to, or give guarantee or provide any security in connection with any loan taken by, CUISINEC NUTRITION PRIVATE LIMITED ('CNPL') (CIN: U55209GJ2018PTC101375) upto Rs. 7 Crore, subject to the approval of the same by members at the Annual General Meeting.

CNPL incorporated on March 20, 2018. The company is in the business of restaurants, banquet, resorts etc.

Mr. Vikram B. Sanghani and Mr. Sanjay H. Dhamsania, Jt. Managing Directors are members of CNPL and both Mr. Vikram B. Sanghani and Mr. Sanjay H. Dhamsania are holding 6250 equity shares each. Total holding of both the directors are 12500 equity shares, constitutes 12.5% of holding in CNPL.

CNPL is an entity under the category of 'a person in whom any of the director of the company is interested' as specified in the explanation to Sub-section 2(a) of the Section 185 of Companies Act, 2013 and hence consent of the members is being sought by way of a special resolution pursuant to Section 185 of the Companies Act, 2013 (as amended by the Companies (Amendment) Act, 2017) for making of loan(s) to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any loan taken/ to be taken by CNPL of an aggregate outstanding amount not exceeding Rs. 7 Crore (Rupees Seven Crore only) on the terms mentioned in the resolution set out at item no. 9 and necessary delegation of authority to the Board for this purpose.

Proposed loan shall be at the interest rate of prevailing market rate and shall be used by the borrowing company for its principal business activities only.

Except Mr. Vikram B. Sanghani and Mr. Sanjay H. Dhamsania and their relatives, none of the other directors and/or Key Managerial Personnel or their relatives is concerned or interested in the above resolution.

The Audit Committee reviewed the agenda and approved the same.

The Board of Directors recommends Special Resolution.

Item 10

The Board of directors of the company ('Board') and Audit committee at the meeting held on 06th July, 2019 approved to invest in the residential project "Ace Riverside Towers" by acquiring 12 residential flats. The project is located at Revenue Survey no. 9, Rajkot- Jamnagar Highway, Village Taraghadhi, Dist. Rajkot. Board and Audit committee surveyed the real estate market near the project and found that after the development of various projects including the Nature cure/wellness project by Ace Nature Cure LLP, subsidiary of our company, there is a good opportunity to invest in the residential project for getting better return in terms of generating lease/rental revenue and increase in valuation of property. So board and audit committee approved the proposal of investment upto 12 (twelve) residential flats by executing necessary conveyance/sale deed with Ms/ Ace Riverside Pvt. Ltd. ('Related Party') at a fair market value.

The following disclosure(s) for acquisition of properties from the related party is made in accordance with the provisions of Section 188 of the Companies Act, 2013 and Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014.

Name of Related party	Ace Riverside Pvt. Ltd
Nature of relationship and Name of the Director or KMP who is related	Mr. Vikram B. Sanghani and Mr. Sanjay H. Dhamsania, Jt. Managing Directors of the company are directors and members of Ace Riverside Pvt. Ltd.
Nature, material terms, monetary value particulars of the contract or arrangement	Purchase upto 12 (twelve) residential flats in "Ace Riverside Towers" located at Revenue Survey no. 9, Rajkot- Jamnagar Highway, Village Taraghadhi, Dist. Rajkot-360110. Total consideration shall be at fair market value, expected value would be around 4 cr. excluding maintenance deposit, stamp duty, registration and advocate fees.
Purpose	For getting rental income/ opportunity to invest in immovable property in developing area and to get benefit of rise in valuation of property in future / For stay of Guest/Business partners/ employees.

Pursuant to section 188 of the Companies Act, 2013 read with rules therein (including amendments thereof) your board proposed this agenda for your approval.

Except Mr. Vikram B. Sanghani and Mr. Sanjay H. Dhamsania and their relatives, none of the other directors and/or Key Managerial Personnel or their relatives is concerned or interested in the above resolutions.

The Audit Committee reviewed the agenda and approved the same.

The Board of Directors recommends Ordinary Resolution.

By Order of the Board of Directors

Jayram K. Vachhani

Company Secretary & Compliance Officer

July 06, 2019

Reg. Off. 801, "Everest", Opp. Shashtri Maidan, Rajkot-360001 (Gujarat)

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DIRECTORS' REPORT

Dear Members,

Your directors are pleased to present the Twenty Fifth Annual Report and the Company's audited financial statement for the financial year ended March 31, 2019.

FINANCIAL PERFORMANCE AND THE STATE OF COMPANY'S AFFAIRS

The Company's financial performance, for the year ended March 31, 2019 is summarized below;

(Rs. Lacs)

Sr. No.	Particulars	Standalone		Consolidated	
		2018-19	2017-18	2018-19	2017-18
1.	Revenue from operation	799.53	871.08	799.73	871.28
2.	Other income	143.17	112.22	126.09	102.78
3.	Total Revenue	942.70	983.30	925.82	974.06
4.	Depreciation & Amortization	24.41	28.21	24.41	31.65
5.	Employee Benefit expenses	268.27	275.13	314.01	275.13
6.	Finance Cost	0.59	1.45	0.74	1.45
7.	Other expenses	583.17	555.08	608.15	557.74
8.	Profit/(loss) before tax (PBT)	72.23	128.23	(15.53)	112.89
9.	Taxation	0.57	8.67	1.07	9.57
10.	Profit/(loss) After Tax(PAT)	71.66	119.56	(16.60)	103.32

Revenue from operation on standalone and consolidated basis decrease by 8.21% .

Net profit on standalone basis decrease by 40.00% due to decrease in revenue from operation, whereas profit on consolidated basis reduced from 103.32 lacs to -16.60 lacs due to initial expenses related to Ace Nature Cure LLP, subsidiary of the company.

TRANSFER TO RESERVES:

The Company has not transferred any sum to the General Reserves.

DIVIDEND:

With a view to plough back profit of the year and in order to conserve resources for operational purposes, the board of directors of your company does not recommend any dividend for the year.

CONSOLIDATED FINANCIAL STATEMENTS:

As per Regulation 33 of the Securities and Exchange Board Regulations, 2015 (hereinafter referred to as "Listing Regulations") and applicable provisions of the Companies Act, 2013 read with the Rules issued there under, the Consolidated Financial Statements of the Company for the financial year 2018-19 have been prepared in compliance with applicable Accounting Standards and on the basis of audited financial statements of the Company and its subsidiaries, as approved by the respective Board of Directors.

The Consolidated Financial Statements together with the Auditors' Report form part of this Annual Report.

MATERIAL CHANGES AND COMMITMENTS:

There have been no material changes and commitments affecting the financial position of the Company between the end of the financial year and till the date of this Report, which affect the financial position of the Company. There has been no change in the nature of business of the Company.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS:

No significant and material orders passed by the regulators or courts or tribunals impacting going concern status and Company's operations in future.

FIXED DEPOSITS/DETAILS OF DEPOSIT

The Company has not accepted any fixed deposits under chapter V of companies Act, 2013 and, as such, no amount of principal or interest was outstanding as of the Balance Sheet date.

EXTRACTS OF ANNUAL RETURNS:

Pursuant to Section 134(3) (a) of Companies Act, 2013, extract of the annual return is appended as **Annexure-1** to the Board's Report.

BOARD OF DIRECTORS AND MEETING:

Name of Directors Founder and Executive/Director	Designation	Age	Qualification	Other Directorship in Company	Membership of Committee in other Public Limited Companies
Mr. Vikram B. Sanghani DIN: 00183818	Jt. Managing Director	56	MBA (Finance)	Ace Infoworld Pvt. Ltd. Ace Infoway Pvt. Ltd. Ace Computer Education Pvt. Ltd. Everest Office Owners Asso. Pvt. Ltd. Ace Riverside Pvt. Ltd. Neorajkot Foundation	-
Mr. Sanjay H. Dhamsania DIN: 00013892	Jt. Managing Director	57	MS (Computer Science)	Ace infoworld Pvt. Ltd. Ace Infoway Pvt. Ltd. Ace Computer Education Pvt. Ltd. Everest Office Owners Asso. Pvt. Ltd. Ace Riverside Pvt. Ltd.	-
Independent & Non Executive Director	Designation	Age	Qualification	Other Directorship	
Mr. Pratik C. Dadhania DIN: 02931106	Director	47	Graduate in Architecture	-	-
Mr. Vimal L. Kalaria DIN : 00029395	Director	46	Post Graduate Diploma in Finance	-	-
Mr.Dharamshibhai R. Vadalia DIN : 00015165	Director	67	Under Graduate	Dipak Agro Oil Mill Pvt. Ltd. Ace Infoworld Pvt. Ltd.	-
Ms. Dhara S. Shah DIN: 06983857	Director	30	B.Com, CS, LL.B	Mayur Floorings Limited Vishal Fabrics Limited Toyam Industries Limited	Toyam Industries Limited NRC Member Vishal Fabrics Limited Audit Committee, SRC, CSR NRC (Chairperson), Mayur Floorings Ltd. Audit Committee, NRC (Chairperson), SRC (Chairperson)

Six board meetings were held during the year ended on March 31, 2019. These were held on April 26, 2018, May 30, 2018, July 07, 2018, August 14, 2018, November 14, 2018, and February 14, 2019.

Name of Directors	Designation	No. of Meetings		Whether attended last AGM held on August 11, 2018
		Held	Attended	
Vikram B. Sanghani	Jt. Managing Director	6	6	Yes
Sanjay H. Dhamsania	Jt. Managing Director	6	5	Yes
Vimal L. Kalaria	Independent Director	6	6	Yes
Dharamshi R. Vadalia	Independent Director	6	6	Yes
Pratik C. Dadhanania	Independent Director	6	6	Yes
Dhara Shah	Independent Director	6	3	No

Pursuant to Schedule IV of the Companies Act, 2013 and the Rules made there under, the independent directors of the Company shall hold at least one meeting in a year, without the attendance of non independent directors and members of the Management. All the independent directors of the Company shall strive to be present at such meetings. The meeting shall review the performance of non independent directors and the Board as a whole; review the performance of the chairman of the Board, taking into account the views of the executive directors and non-executive directors; assess the quality, quantity and timeliness of flow of information between the Management and the board that is necessary for it to effectively and reasonably perform its duties.

Meeting of Independent Directors was held on March 16, 2019.

Terms and conditions of appointment of Independent directors uploaded on the website of the company.

<http://acesoftex.com/uploads/Independent-Director/Brief%20Profile%20and%20Terms%20and%20Conditions%20of%20appointment.pdf>

COMMITTEE:

Audit committee:

The Committee's composition and terms of reference are in compliance with provisions of Section 177 of the Companies Act, 2013 and Regulation 18 of the Listing Regulations. Members of the Audit Committee possess requisite qualifications.

Six meetings of Audit Committee were held during the year ended on March 31, 2019. These were held on April 26, 2018, May 30, 2018, July 07, 2018, August 14, 2018, November 14, 2018, and February 14, 2019.

Name	Designation	No. of Meetings	
		Held	Attended
Vimal Kalaria (Non-Executive Independent Director)	Chairman	6	6
Dharamshi Vadalia (Non-Executive Independent Director)	Member	6	6
Pratik Dadhanania (Non-Executive Independent Director)	Member	6	6

Nomination and Remuneration Committee (NRC) :

The Committee's composition and terms of reference are in compliance with provisions of the Companies Act, 2013, Regulation 19 of the Listing Regulations. NRC identifies persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and carries out evaluation of every director's performance and works as per the policy formulated thereof.

Five meetings were held during the year ended on March 31, 2019. These were held on May 30, 2018, July 07, 2018, August 14, 2018, November 14, 2018 and February 14, 2019.

Name	Designation	No. of Meetings	
		Held	Attended
Vimal Kalaria (Non-Executive Independent Director)	Chairman	5	5
Dharamshi Vadalia (Non-Executive Independent Director)	Member	5	5
Pratik Dadhanania (Non-Executive Independent Director)	Member	5	5

Details of Remuneration paid to executive directors, independent directors and KMPs during the year is given under the Annexure -1 (Extract of Annual Return)

Stakeholders Relationship Committee

The Committee's composition and terms of reference are in compliance with provisions of the Companies Act, 2013 and Regulation 20 the Listing Regulations. Constituted for considering and resolving grievances of security holders and dissemination of information to shareholders

Four meetings were held during the year ended on March 31, 2019. These were held on May 30, 2018, August 14, 2018, November 14, 2018 and February 14, 2019.

Name	Designation	No. of Meetings	
		Held	Attended
Dharamshi Vadalia (Non-Executive Independent Director)	Chairman	4	4
Pratik Dadhanania (Non-Executive Independent Director)	Member	4	4
Vikram Sanghani (Executive Director)	Member	4	4
Sanjay Dhamsania (Executive Director)	Member	4	4

AUDITORS

STATUTORY AUDITOR

H. B. Kalaria & Associates, Chartered Accountants (Firm Reg. no. 104571W) appointed as Auditors of the Company, for a term of 5 (five) consecutive years, at the Annual General Meeting held on September 23, 2017. They have confirmed that they are not disqualified from continuing as Auditors of the Company. The requirement to place the matter relating to appointment of auditors for ratification by Members at every AGM has been done away by the Companies (Amendment) Act, 2017 with effect from May 7, 2018. Accordingly, no resolution is being proposed for ratification of appointment of statutory auditors at the ensuing AGM and a note in respect of same has been included in the Notice for this AGM.

The Notes on financial statement referred to in the Auditors' Report are self-explanatory and do not call for any further comments. The Auditors' Report does not contain any qualification, reservation, adverse remark or disclaimer.

SECRETARIAL AUDITOR

Hemali S. Patel, Practicing Company Secretaries, was appointed to conduct the secretarial audit of the Company for the financial year 2018-19, as required under Section 204 of the Companies Act, 2013 and Rules there under.

The secretarial audit report for FY 2018-19 forms part of the Annual Report as Annexure-2 to the Board's report. The Auditors' Report does not contain any qualification, reservation or adverse remark.

REPORTING OF FRAUDS BY AUDITORS

During the year under review, the Statutory Auditors and Secretarial Auditors have not reported any instances of frauds committed in the Company by its officers or employees to the Audit Committee under section 143(12) of the Companies Act, 2013 details of which needs to be mentioned in this Report.

SUBSIDIARIES:

During the year, the Board of Directors ('the Board') reviewed affairs of the subsidiaries. In accordance with section 129 (3) of the Companies Act, 2013, we have prepared consolidated financial statements of the company and all its subsidiaries, which form part of the Annual Report. Further, a statement of our subsidiaries containing the salient features of the financial statement of our subsidiaries in the prescribed format AOC-1 is appended to the consolidated financial statements and hence not repeated here for the sake of brevity. Further, pursuant to the provisions of section 136 of the Act, the financial statements along with relevant documents and separate audited accounts in respect of subsidiaries, are available on the website of the company. Further the Company has adopted a Policy in line with the requirements of the Listing Regulations. The objective of this policy is to lay down criteria for identification and dealing with material subsidiaries and to formulate a governance framework for subsidiaries of the Company. The policy on Material Subsidiary is available on the website of the Company <http://acesoftex.com/uploads/Policies/Policy%20on%20Material%20Subsidiary.pdf>

SECRETARIAL STANDARDS

The Directors state that applicable Secretarial Standards, i.e. SS-1 and SS-2, relating to 'Meetings of the Board of Directors' and 'General Meetings', respectively, have been duly followed by the Company.

DECLARATION BY INDEPENDENT DIRECTORS:

The Company has received necessary declaration from each independent director under Section 149(7) of the Companies Act, 2013, that he/she meets the criteria of independence laid down in Section 149(6) of the Companies Act, 2013 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the year, the non-executive directors of the Company had no pecuniary relationship or transactions with the Company, other than the sitting fees for the purpose of attending meetings of the Company.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

Loans, guarantees and investments covered under Section 186 of the Companies Act, 2013 form part of the notes to the financial statements provided in this Annual Report.

Loan given to the below mentioned parties during the F.Y. 2018-19 at a prevailing rate of interest for business purpose.

Name	Loan amount (in lacs)
Hitesh Vora	32
Trusha Vora	44.42
Ace Nature Cure LLP	35.97

From the above, Ace Nature Cure LLP is subsidiary of the company as falls under the section 189 of the Companies Act, 2013.

Details of investment are provided in the note no. 4 and 7 of Financial Statements.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

The particulars relating to conservation of energy, technology absorption, foreign exchange earnings and outgo, as required to be disclosed under the Act, are as under:

(A) Conservation of energy

- the Steps taken or impact on conservation of energy

Company is ever mindful of the need for energy conservation, not only as a method of cost reduction, but also because it is a global imperative. We have ensured that the following measures are institutionalized across all our facilities:

- i. Optimal cooling of work areas and data centers.
- ii. Switching off computers when not in use.
- iii. Utilization of lights and standalone air conditioners only when required.
- iv. Minimal usage of AC s and lights during weekend.

- the steps taken by the company for utilizing alternate source of energy& Capital investment on energy conservation equipments

At present, Company has not utilize any alternate source of energy and emphasize on the Conservation of energy and be frugal in utilizing the energy.

- Impact of these measures:

Taking effective measurements in saving energy has significantly benefitted the company.

(B) Technology absorption:-

- the efforts made towards technology absorption, benefit derives & Research and Development

i. The Company continues to use the latest technologies for improving the productivity and quality of its services and products. The Company's operations do not require significant import of technology. Company has not incurred any expenses for research and development.

(c) Foreign exchange earnings and outgo :-

Particulars	2018-19	2017-18
Foreign Exchange earning	(USD 9,98,844.04) (INR 6,95,20,090.00)	(USD 13,38,427.57) (INR 8,65,78,986.00)
Foreign Exchange Outgo	(EURO 99.90) (GBP 9,343.15) (INR 8,76,465)	-

RISK MANAGEMENT:

The Company continues to use risk management frame work adopted by board in (a) Overseeing and approving the Company's enterprise wide risk management framework; and (b) Overseeing that all the risks that the organization faces such as strategic, financial, credit, market, liquidity, security, property, IT, legal, regulatory, reputational and other risks have been identified and assessed and there is an adequate risk management infrastructure in place capable of addressing those risks. The Company's management systems, organizational structures, processes, standards, code of conduct that governs how the Company conducts the business and manages associated risks.

INTERNAL FINANCIAL CONTROLS:

The Company has in place adequate internal financial controls with reference to financial statements. During the year, such controls were tested and no reportable material weakness in the design or operation was observed.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

Pursuant to section 135 of the Companies Act, 2013, every company having net worth of Rs. 500 crore or more, or turnover of Rs. 1000 crore or more or a net profit of Rs. 5 crore or more during any financial year shall constitute a Corporate Social Responsibility Committee. Our company has not triggered any of the above limits; hence, no committee in this regard has been constituted.

DETAILS OF DIRECTORS/KMP WHO WERE APPOINTED OR HAVE RESIGNED DURING THE YEAR & LIABLE TO RETIRE BY ROTATION

Pursuant to the provisions of section 203 of the Companies Act, 2013, the key managerial personnel of the Company are

Mr. Vikram B. Sanghani	Jt. Managing Director
Mr. Sanjay H. Dhamsania	Jt. Managing Director
Mr. Jyotin B. Vasavada	Chief Financial Officer
Mr. Jayram K. Vachhani	Company Secretary

There has been no change in directors and key managerial personnel during the year.

RETIRE BY ROTATION

Pursuant to the provisions of section 152(6) of the Companies Act, 2013, Vikram Bhupatbhai Sanghani and Sanjay Harilal Dhamsania, Directors are liable to retire by rotation and being eligible offer themselves for re-appointment.

Appointment is recommended by Nomination and Remuneration Committee.