

ACE SOFTWARE EXPORTS LIMITED.

Reg. Off. 801, "Everest", Opp. Shashtri Maldan, Rajkot-360001 (Gujarat)
 Phone : 0281-2226097, Fax: 0281-2232918, Email : investorinfo@acesoftware.com
 CIN: L72200GJ1994PLC022781 Website: www.acesoftware.com

Notice is hereby given that the Twentieth Annual General Meeting of the members of Ace Software Exports Limited will be held on **Saturday, 9th August, 2014 at 11.00 a.m.** at the registered office of the Company situated at 801, Everest Commercial Complex, Opp. Sheshtri Maldan, Rajkot-360001, Gujarat, to transact the following business;

Ordinary business:

1. To receive, consider and adopt the financial statements of the Company for the year ended March 31, 2014, including the audited Balance Sheet as at March 31, 2014, the Statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors (the Board) and Auditors thereon.
2. To appoint a director in place of Vikram B. Sanghani (DIN: 00183818), who retires by rotation and, being eligible, seeks re-appointment
3. To appoint a director in place of Sanjay H. Dhamsania (DIN. 00013892), who retires by rotation and, being eligible, seeks re-appointment.
4. To re-appoint auditors of the Company to hold office from the conclusion of this AGM until the conclusion of the next AGM and to fix their remuneration and to pass the following resolution therefor.

RESOLVED THAT, pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Rules made thereunder, and pursuant to the recommendations of the audit committee of the Company, M/s Kalaria & Sampat, Chartered Accountants (Firm Reg. No. 104570W), be and are hereby re-appointed as the auditors of the Company. To hold office from the conclusion of this AGM to the conclusion of the Next AGM and that the Board of Directors be and are hereby authorized to fix such remuneration as may be determined by the audit committee in consultation with the auditors, and that such remuneration may be fixed by the Board of Directors of the company as agreed upon between the auditors and the Board of Directors.

Special business:

5. To re-appoint **Shri Vikram B. Sanghani (DIN: 00183818)**, as **Joint Managing Director as well as revision of remuneration.**

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 and 197, and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013, and the Companies (Appointment and Remuneration of Managing Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and in pursuance of recommendation of the Remuneration Committee (Now, Nomination and Remuneration Committee) of the Board of Directors of the Company, approval of the Company be and is hereby accorded for Re-appointment of Shri Vikram B. Sanghani (DIN: 00183818), as a Joint Managing Director of the Company, with effect from 29th April, 2015, for the period of five years, as well as revision of Remuneration of Shri Vikram B. Sanghani with effect from 1st April, 2014, on the terms and conditions as set out in the Statement annexed to the Notice convening this Meeting with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the remuneration as it may deem fit and as may be acceptable to Mr. Vikram B. Sanghani."

RESOLVED FURTHER THAT notwithstanding anything to contrary herein contained where in any financial year during the current tenure of Shri Vikram B. Sanghani (DIN: 00183818), the Company has no profit or has inadequate profits, the Company will, subject to provisions of Schedule V to the Companies Act, 2013, pay remuneration by way of salary and allowances as specified in the Statement annexed to the Notice.

RESOLVED FURTHER THAT the Board or a Committee (Nomination and Remuneration Committee) thereof be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this resolution.

6. To re-appoint **Shri Sanjay H. Dhamsania (DIN: 00013892)** as a **Joint Managing Director as well as revisions of remuneration**

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 and 197, and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013, and the Companies (Appointment and Remuneration of Managing Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and in pursuance of recommendation of the Remuneration Committee (Now, Nomination and Remuneration Committee) of the Board of Directors of the Company, approval of the Company be and is hereby accorded for Re-appointment of Shri Sanjay H. Dhamsania (DIN: 00013892), as a Joint Managing Director of the Company, with effect from 29th April, 2015, for the period of five years, as well as revision of Remuneration of Shri Sanjay H. Dhamsania with effect from 1st April, 2014, on the terms and conditions as set out in the Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the remuneration as it may deem fit and as may be acceptable to Shri Sanjay H. Dhamsania."

RESOLVED FURTHER THAT notwithstanding anything to contrary herein contained where in any financial year during the current tenure of Shri Sanjay H. Dhamsania (DIN: 00013892), the Company no profit has or has inadequate profits, the Company will, subject to provisions of Schedule V to the Companies Act, 2013, pay remuneration by way of salary and allowances as specified in the Statement annexed to the Notice.

RESOLVED FURTHER THAT the Board or a Committee (Nomination and Remuneration Committee) thereof be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this resolution.

7. **Contract to sell, lease, transfer, assign or otherwise dispose of the whole or part of the office no. 301, 302 & 303 situated at Rajlaxmi Complex, Rajkot**

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

RESOLVED THAT pursuant to applicable provisions of the Companies Act, 2013, and the Rules made thereunder, consent of the Company be and is hereby accorded to the Board of Directors to enter into a contract to sell, lease, transfer, assign or otherwise dispose of the whole or part of the office no. 301, 302 & 303 situated at Rajlaxmi Complex, 16 Vijay Plot, Rajkot with the consideration, which shall be at the fair market value and to discharge in a manner and on such terms and conditions as may be mutually agreed upon between the Board of Directors of the Company and purchaser, lessee, transferee, assignee or any other party.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, matters and things as may be necessary to give effect to the above resolution.

8. **Contract to lease / leave and licence the offices no. 801, 802, 803, 810, 811 & 812 situated at Alap-B Complex, Rajkot to Ace Infoway Pvt. Ltd., Rajkot**

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

RESOLVED THAT pursuant to 188 and other applicable provisions of the Companies Act, 2013, and the Rules made thereunder, consent of the Company be and is hereby accorded to the Board of Directors to enter into a contract and provide on lease basis /leave and license basis the offices no. 801, 802, 803, 810, 811 & 812 situated at Alap-B to M/s Ace Infoway Pvt. Ltd. on such consideration/ rental, as the Board of Directors thinks appropriate, which shall be at the fair market value.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, matters and things as may be necessary to give effect to the above resolution.

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Shri Dharamsinhji Ramjibhai Vadalia (holding DIN 00015165), a non-executive independent director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years, with effect from 9th August, 2014 to 8th August, 2019."

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Shri Vimal Laljibhai Kataria (holding DIN 00029395), a non-executive independent director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years, with effect from 9th August, 2014 to 8th August, 2019."

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Shri Pratikumar Chandulal Dadhania (holding DIN 02931106), a non-executive independent director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years, with effect from 9th August, 2014 to 8th August, 2019."

Date : 30.05.2014

For & On Behalf Board of Directors
Ace Software Exports Limited

Vikram B. Sanghani
 Joint Managing Director

NOTES :

1. 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.
2. 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 behalf of the said member 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.
3. Brief resume of Directors including those proposed to be appointed / re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report.
4. Corporate members intending to send their authorized representative to attend meeting are requested to send the Company not less than Forty-eight hours before the commencement of the meeting, board resolution for attending the AGM.



5. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
 6. Members / proxies should bring the duly filled Attendance Slip along with the Annual Report at the meeting.
 7. In terms of section 152(6) of the Companies Act, 2013, Shri Vikram B. Sanghani and Shri Sanjay H. Dhamsania, Directors retire by rotation at the ensuing Meeting and being eligible, offer themselves for re-appointment. As per the Explanation given under section 152, "total number of directors" shall not include independent directors, whether appointed under this Act or any other law for the time being in force, on the Board of a Company. The Board of Directors of the Company commends their respective re-appointment.
 8. 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 303, Shopper's Plaza-V, Opp. Municipal Market, off, C. G. Road, Navrangpura, Ahmedabad-380 009.
 9. 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 are requested to write their folio number in the Attendance Slip for attending the Meeting.
 10. 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.
 11. Relevant documents referred to the accompanying Notice are open for inspection by the members at the registered office of the Company on all working days, except Saturday, between 11.00 a.m. and 1.00 p.m. upto the date of Meeting.
 12. Members are advised to refer to the information provided in the Annual Report.
 13. Pursuant to provisions of section 205A (5) and Section 205C of the Companies Act, 1956 which are the corresponding with sections 124 and 125 of the Companies Act, 2013 the company has transferred the unpaid or unclaimed dividends upto Financial year 2005-06 to the Investor Education and Protection Fund (uploading of information regarding unpaid and unclaimed amounts lying with companies) rules 2012, the Company has uploaded the details of unpaid and unclaimed amount lying with the company as on September 28, 2013 (date of last annual general meeting) on the website of the company (www.acesoftware.com) and also on the website of Ministry of Corporate affairs.
- Information in respect of such unclaimed dividend when due for transfer to the said Fund is given below:
- | Financial year claiming Ended | Date of Declaration of Dividend | Last date for unpaid Dividend |
|-------------------------------|---------------------------------|-------------------------------|
| 31.03.2007 | 25.09.2007 | 24.09.2014 |
| 31.03.2008 | 25.09.2008 | 24.09.2015 |
14. The shareholders who have not so far encashed the dividend warrant(s) are requested to seek issue of duplicate warrant(s) by writing to the company immediately. Shareholders are requested to note that no claims shall lie against the Company or the said fund in respect of any amounts which are unclaimed and unpaid for a period of seven years from the dates that they first became due for payment and no payment shall be made in respect of any such sums.
 15. Members who holds 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.
 16. Non-Residential Indian Members are requested to inform Link Intime India Pvt. Ltd. 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
 17. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
 18. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
 19. The Register of Members and Share Transfer Books will remain closed from **August 02, 2014 to August 9, 2014 (both days inclusive)**.
 20. Members may also note that the Notice of the 20th AGM and the Annual Report 2014 will be available on the Company's website, www.acesoftware.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@acesoftware.com.
 21. Additional information pursuant to Clause 49 of the Listing Agreement with the stock exchanges in respect of the Directors seeking appointment / re-appointment at the AGM are furnished and forms a part of the Notice. The Directors have furnished the requisite consents / declarations for their appointment / re-appointment.
 22. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form shall submit their PAN details to the Company.
 23. Members who have not registered their e-mail addresses so far are requested to register their email address so that they can receive the Annual Report and other communication from the Company electronically.
 24. **Voting through electronic means**
In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide

members facility to exercise their right to vote at the 20th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL). 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 Downloads section of www.evoting.nsdl.com. The e-voting period commences on 4th August, 2014 (9:00 am) and ends on 5th August, 2014 (6:00 pm). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 4th July, 2014 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of 4th July, 2014. CA Rajan Bhimani, Practising Chartered Accountant and Proprietor of R. H. Bhimania & Associates, has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

EXPLANATORY STATEMENT
Statement pursuant to Section 102 (1) of the Companies Act, 2013
Item 5 & 6

The Board of Directors of the Company at its meeting held on February 17, 2014 has, subject to the approval of members re-appointed Shri Vikram B. Sanghani and Shri Sanjay H. Dhamsania as Joint Managing Director, for a period of 5 (five) years from the expiry of his present terms, which expired on 28th April, 2015, as well as board has revised remuneration as recommended by the Committee w.e.f 1st April, 2014.

It is proposed to seek the members' approval for their re-appointment and revision in remuneration payable to Shri Vikram B. Sanghani and Shri Sanjay H. Dhamsania in a particular financial year, in terms of the applicable provisions of the Act.

Broad particulars of the terms of re-appointment of and remuneration payable to Shri Vikram B. Sanghani and Shri Sanjay H. Dhamsania, which shall be construed as a Contract of employment as per section 190 of the Companies Act, 2013 and the written memorandum setting out the terms are as under:

- (a) Salary, Perquisites and allowances of Shri Vikram B. Sanghani and Shri Sanjay H. Dhamsania, is as follows, which is payable w.e.f 1st April, 2014 for two years.
 1. Salary per month : 1,58,750/- per month with the authority to the Board of Directors and Nomination and Remuneration Committee to revise the same from time to time in accordance with the limits specified in Schedule V of the Companies Act, 2013.
 2. Perquisites: Medical reimbursement: upto 1250/- per month.
 3. Commission:

Such remuneration by way of commission, in addition to the salary and perquisites and allowances payable, calculated with reference to the net profits of the company in a particular financial year, as may be determined by the Board of Directors of the Company at the end of the each financial year, subject to the overall ceiling of 1.5 % of the net profits of the Company.

The specific amount payable will be paid annually after the Annual Accounts have been approved by the Board of Directors and adopted by the Shareholders

(b) General:

- (i) The Managing Director will perform their respective duties as such with regard to all work of the Company and they 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.

The Managing Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Companies Act, 2013 with regard to duties of directors.

The Managing Director shall adhere to the Company's Code of Business Conduct & Ethics for Directors and Management Personnel.

The office of the Managing Director may be terminated by the Company or the concerned Director by giving the other 3 (three) months' prior notice in writing.

Shri Vikram B. Sanghani and Shri Sanjay H. Dhamsania satisfy all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for their re-appointment. They are not disqualified from being appointed as Directors in terms of Section 164 of the Companies Act, 2013.

Brief Resume of Shri Vikram B. Sanghani

Shri Vikram B. Sanghani has been leading the ACE group since 1992. He is one of the founder promoters of the Company and is associated with the Company since inception, he has through foresight and visionary approach, coupled with sound understanding of the Software industries & financial issues, has led the company to the path of growth. Prior to working with the Company, He worked at ICICI Ltd, where he was part of the Resources team. At ICICI, he dealt with Chase Manhattan, S G Warburg, and Bank of Tokyo, among many other leading international banks. He has spearheaded Ace's Indian operations, nurturing them from inception to the efficient and profitable businesses that they are today. 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. Shri Vikram B. Sanghani has an MBA from the Bajaj Institute of Mumbai.

Brief Resume of Shri Sanjay H. Dhamsania

Shri Sanjay H. Dhamsania has been leading the ACE group since 1992. He played a key role in setting up a production facility at Rajkot, India. He manages the Rajkot facility, and has one of the most experienced and talented pools of people in the organization. Additionally, he was instrumental in formulating ACE's key production system and processes, which later became part of the foundation of the conversion process. Shri Sanjay H. Dhamsania holds a Masters Degree in Computer Science from the US. Before returning to India, he worked in the US for two years in a Washington D C firm. Because of his US experience, he has been able to integrate the requirements of US clients with local talent, to consistently meet quality and delivery standards. Shri Vikram B. Sanghani and Shri Sanjay H. Dhamsania are interested in the resolutions set out respectively at Item Nos. 5 and 6 of the Notice, which pertain to their respective re-appointments and remuneration payable to each of them.



The relatives of Shri Vikram B. Sanghani and Shri Sanjay H. Dhamsania may be deemed to be interested in the resolutions set out respectively at Item Nos. 5 and 6 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in these resolutions. The Board commends the Special Resolutions set out at Item Nos. 5 and 6 of the Notice for approval by the shareholders.

THE STATEMENT CONTAINING ADDITIONAL INFORMATION AS REQUIRED IN SCHEDULE V OF THE ACT.

i. General Information:

(1) Nature of industry

The Company operates in the business of software Database Creation(e-Publishing)

(2) Date or expected date of commencement of commercial production
The Company was incorporated on 17th August, 1994 and Commencement of Business Certificate was granted on 23rd September, 1994.

(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 (In Lacs)

	FY 2013-14		FY 2012-13		FY 2011-12	
	Standalone	Consolidated	Standalone	Consolidated	Standalone	Consolidated
Gross Revenue	553.25	584.92	446.95/-	476.85/-	335.17/-	361.09/-
Profit	60.93	81.98	39.39/-	20.02/-	37.05/-	49.97/-
Before Tax Profit For the period	60.88	78.99	39.32/-	20.71/-	36.57/-	48.59/-

(5) Foreign investments or collaborators, if any.

The Company has not entered into any material foreign collaboration and no direct capital investment has been made in the Company.

ii. Information about the appointee:

(1) Background details

of Shri Vikram B. Sanghani and Shri Sanjay H. Dhamsania is given in the Brief Resume above.

(2) Past remuneration (last two years): (In lacs)

	Shri Vikram B. Sanghani		Shri Sanjay H. Dhamsania	
	2013-14	2012-13	2013-14	2012-13
Salary	17.85/-	13.05/-	17.85/-	13.05/-
Medical Reimbursement	0.15	0.15/-	0.15/-	0.15/-

(3) Recognition or awards

As given in the Brief Resume

(4) Job profile and his suitability

Shri Vikram B. Sanghani has been leading the ACE group since 1992. He is one of the founder promoters of the Company and its associates with the Company since inception, he has through foresight and visionary approach, coupled with sound understanding of the Software industries & financial issues, has led the company to the path of growth.

Shri Sanjay Dhamsania has been leading the ACE group since 1992. Mr. Dhamsania played a key role in setting up a production facility at Rajkot, India. He manages the Rajkot facility, and has one of the most experienced and talented pools of people in the organization. Additionally, he was instrumental in formulating ACE's key production system and processes, which later became part of the foundation of the conversion process

(5) Remuneration proposed

Details of Remuneration proposed, is as given in the statement pursuant to section 102.

iii. Other information:

(1) Reasons of loss or inadequate profits

The large size of the addressable global market, with relatively low current level of penetration causes the inadequate profit of the company.

(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 service and marketing.

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

The aforesaid steps taken to be taken by the Company are expected to improve the Company's performance and profitability.

Item No. 7

Your company is planning to sell, lease, transfer, assign or otherwise dispose of the whole or part of the office no 301, 302 & 303 situated at Rajlaxmi Complex, 16 Vijay Plot, Rajkot to raise the liquidity in the company for the better investment in the growth and development of the business and to keep the liquidity in hand to undertake projects for the progress of the company.

None of the other Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in these resolutions.

The Board commends the Special Resolutions set out at Item Nos. 7 of the Notice for approval by the shareholders.

Item No. 8

Your company is planning to give on lease or leave and license basis the office no. 801, 802, 803, 810, 811 & 812 situated at Alap-B, Rajkot to M/s Ace Infoway Pvt. Ltd., Rajkot as these offices are currently unutilized and lying idle. The intended lease/leave and license agreement shall help to earn rental income to the company. The rent of the property shall be at fair market value.

Shri Vikram B. Sanghani and Shri Sanjay H. Dhamsania, Jt. Managing Directors of the company are considered to be interested in the above transaction.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in these resolutions.

The Board commends the Special Resolutions set out at Item Nos. 8 of the Notice for approval by the shareholders.

Item 9.

Shri Dharamshibhai Ramjibhai Vadalia is a Non-Executive Independent Director of the Company. He joined the Board of the Company in 2001.

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

Shri Dharamshibhai 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.

Shri Dharamshibhai Ramjibhai Vadalia is a director whose period of office is liable to determination by rotation under the erstwhile applicable provisions of the Companies Act, 1956. In terms of Section 149 and other applicable provisions of the Companies Act 2013, Shri Dharamshibhai Ramjibhai Vadalia being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for five consecutive years for a term upto 8th August, 2019. A notice has been received from a member proposing Shri Dharamshibhai Ramjibhai Vadalia as a candidate for the office of Director of the Company.

In the opinion of the Board, Shri Dharamshibhai Ramjibhai Vadalia fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Shri Dharamshibhai Ramjibhai Vadalia as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Shri Dharamshibhai Ramjibhai Vadalia as an Independent Director for the approval of the shareholders of the Company.

Except Shri Dharamshibhai Ramjibhai Vadalia, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 9. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

Item 10.

Shri Vimal Laljibhai Kalaria is a Non-Executive Independent Director of the Company. He joined the Board of the Company in 2003.

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.

Shri Vimal Laljibhai Kalaria is a director whose period of office is liable to determination by rotation under the erstwhile applicable provisions of the Companies Act, 1956. In terms of Section 149 and other applicable provisions of the Companies Act 2013, Shri Vimal Laljibhai Kalaria being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for five consecutive years for a term upto 8th August, 2019. A notice has been received from a member proposing Shri Vimal Laljibhai Kalaria as a candidate for the office of Director of the Company.

In the opinion of the Board, Shri Vimal Laljibhai Kalaria fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Shri Vimal Laljibhai Kalaria as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Shri Vimal Laljibhai Kalaria as an Independent Director, for the approval of the shareholders of the Company.

Except Shri Vimal Laljibhai Kalaria, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 10. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

Item 11.

Shri Pratikumar Chandulal Dadhania is a Non-Executive Independent Director of the Company. He joined the Board of the Company in 2010.

Shri Pratikumar Chandulal Dadhania is member of the Stakeholder Relation Committee (Eerstwhile Shareholders Committee), Nomination and Remuneration Committee and Audit Committee, of the Board of Directors of the Company.

Shri Pratikumar Chandulal Dadhania 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

Shri Pratikumar Chandulal Dadhania is a director whose period of office is liable to determination by rotation under the erstwhile applicable provisions of the Companies Act, 1956. In terms of Section 149 and other applicable provisions of the Companies Act 2013, Shri Pratikumar Chandulal Dadhania being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for five consecutive years for a term upto 8th August, 2019. A notice has been received from a member proposing Shri Pratikumar Chandulal Dadhania as a candidate for the office of Director of the Company

In the opinion of the Board, Shri Pratikumar Chandulal Dadhania fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Shri Pratikumar Chandulal Dadhania as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Shri Pratikumar Chandulal Dadhania as an Independent Director, for the approval of the shareholders of the Company

Except Shri Pratikumar Chandulal Dadhania, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 11. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

