

# Ace Software Exports Limited

801, "Everest", Opp. Shashtri Maidan, Rajkot - 360 001 (Guj.)  
Phone : 0281-2226097 Fax : 2232918 Email : investorinfo@acesoftex.com

CIN: L72200GJ1994PLC022781

Website: www.acesoftex.com

Ref: ACESOFT/BSE/EGM/2024

January 10, 2024

To,  
The Department of Corporate Services,  
**BSE Limited,**  
First Floor,  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai – 400 001

## **Sub: Notice of Extraordinary General Meeting of the Company**

Dear Sir/Madam,

In continuation of our intimation dated Saturday, January 06, 2024, we are submitting herewith the Notice of Extraordinary General Meeting of the Company (“EGM”). We would like to inform you that the Extraordinary General Meeting of the Company (“EGM”) is scheduled to be held on **Friday, February 2, 2024, at 11 a.m.** at the Registered Office of the company.

Pursuant to the provisions of Regulation 30 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI (LODR) Regulations”), please find enclosed herewith a copy of the Notice dated Saturday, January 06, 2024, together with the Explanatory Statement thereto, seeking approval of the Members of Ace Software Exports Limited on the following items of business in compliance with the relevant circulars issued by the Ministry of Corporate Affairs (“MCA”) and the Securities and Exchange Board of India (“SEBI”) in this regard.

Sr. No.	Particulars	Type of Resolution
1.	Increase in Authorised Share Capital of the Company and Alteration of Capital Clause of Memorandum of Association of the Company	Ordinary Resolution
2.	Issue of equity shares on a Preferential basis to the person belonging to the Promoter Category	Special Resolution
3	Issue of equity shares on a Preferential basis to the person belonging to the Non-Promoter Category	Special Resolution
4.	Increase in the limits applicable for making investments / extending loans and giving guarantees or providing securities in connection with loans to Persons / Bodies Corporate	Special Resolution
5.	Approval of the related party transaction(s) proposed to be entered into by the Company	Ordinary Resolution
6.	Approval for investment in Ace Infoway Private Limited	Special Resolution
7.	Approval for acquiring shares of Ace Infoway Private Limited from Vikram Sanghani & Others	Special Resolution
8.	Approval for acquiring shares of Ace Infoway Private Limited from Sanjay Dhamsania & Others	Special Resolution
9.	Approval for acquiring shares of Ace Infoway Private Limited from Pushpaben Kalaria & Others	Special Resolution

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10.	Approval for acquiring shares of Ace Infoway Private Limited from Vaishali Mehta & Other	Special Resolution
11.	Approval for investment in Qenomy Digital LLP	Special Resolution
12.	Approval for investment in QeCAD Studio LLP	Special Resolution

In compliance with the applicable circulars, the Notice is being sent to all Members whose names appear in the Register of Members / Register of Beneficial Owners maintained by the Depositories viz. National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) and whose email address is registered with Depositories, Company and/or Accurate Securities & Registry Private Limited (“RTA”) as on Friday, January 05, 2024. The aforesaid Notice is also uploaded on the Company’s website i.e., [www.acesoftex.com](http://www.acesoftex.com).

In compliance with the provisions of the Companies Act, 2013 and rules framed thereunder, and SEBI (LODR) Regulations, the Company has fixed the following dates in connection with the EGM:

Cut-off date to vote on EGM Resolutions	Saturday, January 27, 2024
Commencement of remote e-voting	Tuesday, January 30, 2024, at 9:00 A.M.
Closure of remote e-voting	Thursday, February 01, 2024, at 5:00 P.M.
EGM	Friday, February 02, 2024

Please take the same on your record.

Yours faithfully,  
**For, Ace Software Exports Limited**

**Mansi D. Patel**  
**Company Secretary & Compliance Officer**

*Encl: As above*

**ACE SOFTWARE EXPORTS LIMITED**

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

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

Notice is hereby given that an Extraordinary General Meeting ("EGM") of the Members of Ace Software Exports Limited (the "Company") will be held on **Friday, February 02, 2024, at 11.00 a.m.** at the Registered Office of the company at 801, Everest Commercial Complex, Opp. Shashtri Maidan, Rajkot-360001, Gujarat to consider and transact following businesses:

**Special Businesses:**

**Item No. 1: Increase in Authorised Share Capital of the Company and Alteration of Capital Clause of Memorandum of Association of the Company**

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

**"RESOLVED** THAT pursuant to the provisions of Section 61 and 64 and other applicable provisions of the Companies Act, 2013 (the "Act") read with the Companies (Share Capital and Debentures) Rules, 2014, and any other rules made thereunder (including any statutory amendment(s) or modification(s) or variation(s) or re-enactment thereof, for the time being in force) read with enabling provisions of the Articles of Association of the Company, or any other applicable laws for the time being in force and subject to all other necessary approvals, permissions, consents and sanctions, if required, of concerned statutory, regulatory and other appropriate authorities, if any, the consent of the Members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company, from existing ₹ 6,00,00,000/- (Rupees Six Crore only) divided into 60,00,000 (Sixty Lakhs) equity shares of ₹ 10/- (Rupees Ten Only) each to ₹ 11,00,00,000/- (Rupees Eleven Crore only) divided into 1,10,00,000 (One Crore Ten Lakhs) equity shares of ₹10/- (Rupees Ten Only) each.

**RESOLVED FURTHER THAT** pursuant to Section 13 and all other applicable provisions, if any, of the Companies Act, 2013 read with Rules framed thereunder, consent of the Members of the Company be and is hereby accorded, for alteration of Clause V of the Memorandum of Association of the Company by substituting in its place, the following: -

**"V. The Authorised Share Capital of the Company is Rs. 11,00,00,000/- (Rupees Eleven Crore only) divided into 1,10,00,000 (One Crore Ten Lakhs only) Equity Shares of Rs. 10/- (Rupees Ten only) each."**

**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution, the Board / Committee of the Board or any officer(s) authorized by the Board of Directors, be and are hereby authorized to do all such acts, deeds, matters and things whatsoever, including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard"

**Item No. 2: Issue of Equity Shares on a Preferential basis to the Persons belonging to Promoters Category**

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

**RESOLVED THAT** in accordance with the provisions of Section 23, 42, 62(1)(c) of the Companies Act, 2013 (the "Act"), read with Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any of the Act (including any statutory amendment(s) or modification(s) or variation(s) or re-enactment thereof, for the time being in force), and subject to the provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements), Regulations, 2018, as amended, ("**SEBI (ICDR) Regulations**") Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015, as amended ("**SEBI (LODR) Regulations**"), Securities and Exchange Board of India (Substantial Acquisitions of Shares and

Regulations, 2011, as amended ("**SEBI (SAST) Regulations**") and rules and regulations framed thereunder as in force, and subject to other applicable rules, regulations, circulars, notifications, clarifications and guidelines of Securities and Exchange Board of India ("**SEBI**"), and BSE Limited ("**BSE**" / "**Stock Exchange**"), where the equity shares of the Company are listed, and applicable and enabling provisions of the Memorandum and Article of Association of the Company (hereinafter collectively referred to as ("**applicable laws**"), and subject to the approvals, consents, permissions and sanctions of the SEBI, Stock Exchange and any other concerned authorities, as may be necessary, and subject to such conditions and modifications as may be prescribed or imposed by any of the aforementioned authorities while granting such approvals, consents, permissions and/ or sanctions and which may be agreed by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee which the Board may have constituted to exercise certain powers, including the powers, conferred by this resolution), the consent and approval of the Members of the Company be and is hereby accorded to Board of Directors to create, offer, issue and allot, by way of preferential issue on a private placement basis, in one or more tranches, in compliance with Chapter V of the SEBI (ICDR) Regulations, 3,62,330 (Three Lakhs Sixty Two Thousand Three Hundred Thirty) fully paid-up equity shares (**hereinafter referred to as "Equity Shares"**) at an issue price of ₹35/- (Thirty Five only) per Equity Share which includes a premium of ₹25/- (Twenty Five only) per Equity Share, which is price as determined in accordance with the provisions of Chapter V of SEBI (ICDR) Regulations, aggregating to ₹1,26,81,550/- (Rupees One Crore Twenty Six Lakhs Eighty One Thousand Five Hundred Fifty only) for cash in accordance with the SEBI (ICDR) Regulations and other applicable laws and on such terms and conditions, to the following persons ("**Proposed Allottees**"):

Sr. No.	Name	Category (Promoter/ Non-Promoter)	Proposed number of Equity Shares to be allotted	Indicative Amount (In ₹)
1	Rahul Jayantibhai Kalaria	Promoter	3,12,330	1,09,31,550
2	Kalaria Rahul Jayantilal – HUF	Promoter	50,000	17,50,000

**RESOLVED FURTHER THAT** the Relevant Date, as per the SEBI (ICDR) Regulations, for the determination of the issue price of the Equity Shares, is taken to be Wednesday, January 03, 2024 ("**Relevant Date**") being the date which is 30 days prior the date of Extraordinary General Meeting ("**EGM**") i.e., Friday, February 02, 2024.

**RESOLVED FURTHER THAT** aforesaid issue of the Equity Shares shall be subject to the conditions prescribed under the Act and the SEBI (ICDR) Regulations including the following:

1. An amount equivalent to 100% of the total consideration for the Equity Shares will be payable at the time of subscription to the Equity Shares, as prescribed under Regulation 169 of the SEBI (ICDR) Regulations.
2. The consideration for allotment of relevant Equity Shares shall be paid to the Company from the Bank account of the Proposed Allottees only.
3. The Equity Shares shall be issued and allotted by the Company only in Dematerialized form within a period of 15 days from the date of passing a Special Resolution by the Members, provided that where the issue and allotment of said Equity Shares is pending on account of pendency of any approval for such issue and allotment by the Stock Exchange and/or Regulatory Authorities, or Central Government, the issue and allotment shall be completed within the period of 15 days from the date of last such approval or within such further period/s as may be prescribed or allowed by the SEBI, the Stock Exchange and/or Regulatory Authorities etc.
4. The entire pre-preferential equity shareholding of the Proposed Allottees, shall be subject to lock-in as per Regulation 167(6) of the SEBI (ICDR) Regulations.
5. The Equity Shares to be offered/issued and allotted under the preferential issue shall be subject to lock-in for such period as provided under the provisions of Chapter V of SEBI (ICDR) Regulations.
6. The Equity Shares to be allotted shall be in dematerialized form only.



7. The Equity Shares will be listed and traded on the Stock Exchange, where the Equity Shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals, as the case may be.
8. The Equity Shares proposed to be issued shall rank pari passu with the existing Equity Shares of the Company in all respects including as to the dividend declared and voting rights.

**RESOLVED FURTHER THAT** subject to the receipt of such approvals as may be required under applicable laws, consent of the Members of the Company be and is hereby accorded to record the name and details of the Proposed Allottee in Form PAS-5, and issue a private placement offer cum application letter in Form PAS-4, to the Proposed Allottee inviting it to subscribe Equity Shares in accordance with the provisions of the Act.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to appoint such professionals and/or intermediaries, including to appoint external advisers, experts, legal advisers, managers, etc., to assist the Company, if required for the said Preferential Allotment and finalize the terms and conditions of their appointment and sign and execute necessary letters, deeds, documents and agreements as may be required.

**RESOLVED FURTHER THAT**, Mr. Vikram B. Sanghani, Jt. Managing Director and/or Mr. Sanjay H. Dhamsania, Jt. Managing Director and/or Ms. Mansi Patel, Company Secretary & Compliance Officer of the Company be and are hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as may, in their absolute discretion, deem necessary or desirable for such purpose and for the purpose of giving effect to this resolution, including without limitation to vary, modify or alter any of the relevant terms and conditions, attached to the Equity Shares to be allotted to the Proposed Allottees for effecting any modifications, changes, variations, alterations, additions and/or deletions to the preferential issue as may be required by any regulatory or other authorities or agencies involved in or concerned with the issue of the Equity Shares; making applications to the Stock Exchange for obtaining in-principle approvals; listing of shares; filing requisite documents with the Ministry of Corporate Affairs ("**MCA**") and other regulatory authorities; filing of requisite documents with the depositories; resolve and settle any questions and difficulties that may arise in the preferential offer; issue and allotment of the Equity Shares; and to take all other steps which may be incidental, consequential, relevant or ancillary in relation to the foregoing without being required to seek any further consent or approval of the Board of the Company, and that the Board shall be deemed to have given their approval thereto expressly by the authority of this resolution, and the decision of the Board in relation to the foregoing shall be final and conclusive.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute discretion, to any Committee of the Board or any one or more Director(s)/ Chief Financial Officer/ Company Secretary/ any Officer(s) of the Company to give effect to the aforesaid resolution.

**RESOLVED FURTHER THAT** all actions taken by the Board or a Committee of the Board, any other Director(s) or Officer(s) of the Company or any other authorized persons in connection with any matter(s) referred to or contemplated in any of the foregoing securities be and are hereby approved, ratified and confirmed in all respects."

**Item No. 3: Issue of Equity Shares on a Preferential basis to the Persons belonging to Non-Promoter Category**

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

**RESOLVED THAT** in accordance with the provisions of Section 23, 42, 62(1)(c) of the Companies Act, 2013 (the "**Act**"), read with Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any of the Act (including any statutory amendment(s) or modification(s) or variation(s) or re-enactment thereof, for the time being in force), and subject to the provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements), Regulations, 2018, as amended, ("**SEBI (ICDR) Regulations**") Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015, as amended ("**SEBI (LODR) Regulations**"), Securities and Exchange Board of India

(Substantial Acquisitions of Shares and Takeovers) Regulations, 2011, as amended ("**SEBI (SAST) Regulations**") and rules and regulations framed thereunder as in force, and subject to other applicable rules, regulations, circulars, notifications, clarifications and guidelines of Securities and Exchange Board of India ("**SEBI**"), and BSE Limited ("**BSE**" / "**Stock Exchange**"), where the equity shares of the Company are listed, and applicable and enabling provisions of the Memorandum and Article of Association of the Company (hereinafter collectively referred to as ("**applicable laws**"), and subject to the approvals, consents, permissions and sanctions of the SEBI, Stock Exchange and any other concerned authorities, as may be necessary, and subject to such conditions and modifications as may be prescribed or imposed by any of the aforementioned authorities while granting such approvals, consents, permissions and/ or sanctions and which may be agreed by the Board of Directors of the Company (hereinafter referred to as the "**Board**"), which term shall be deemed to include any Committee which the Board may have constituted to exercise certain powers, including the powers, conferred by this resolution), and subject to the completion of the conditions precedent under the share subscription agreement dated **Saturday, January 06, 2024** entered into amongst the Company, Amit Mansukhlal Mehta and Vaishali Amit Mehta ("**SSA**"), the consent and approval of the Members of the Company be and is hereby accorded to Board of Directors to create, offer, issue and allot, by way of preferential issue on a private placement basis, in one or more tranches, in compliance with Chapter V of the SEBI (ICDR) Regulations, 13,57,670 (Thirteen Lakhs Fifty Seven Thousand Six Hundred Seventy) fully paid-up equity shares (**hereinafter referred to as "Equity Shares"**) at an issue price of ₹35/- (Thirty Five only) per Equity Share which includes a premium of ₹25/- (Twenty Five only) per Equity Share, which is price as determined in accordance with the provisions of Chapter V of SEBI (ICDR) Regulations, aggregating to ₹4,75,18,450/- (Rupees Four Crore Seventy Five Lakhs Eighteen Thousand Four Hundred Fifty Only) for cash in accordance with the SEBI (ICDR) Regulations and other applicable laws and on such terms and conditions, to the following persons ("**Proposed Allottees**"):

Sr. No.	Name	Category (Promoter/ Non-Promoter)	Proposed number of Equity Shares to be allotted	Indicative Amount (In ₹)
1	Amit Mansukhlal Mehta	Non-Promoter	8,47,360	2,96,57,600
2	Vaishali Amit Mehta	Non-Promoter	4,00,000	1,40,00,000
3	Palavoor Muthiah Anavaratham	Non-Promoter	70,000	24,50,000
4	Sanghavi Nischal Arvindbhai	Non-Promoter	40,310	14,10,850

**RESOLVED FURTHER THAT** the Relevant Date, as per the SEBI (ICDR) Regulations, for the determination of the issue price of the Equity Shares, is taken to be Wednesday, January 03, 2024 ("**Relevant Date**") being the date which is 30 days prior the date of Extraordinary General Meeting ("**EGM**") i.e., Friday, February 02, 2024.

**RESOLVED FURTHER THAT** aforesaid issue of the Equity Shares shall be subject to the conditions prescribed under the Act and the SEBI (ICDR) Regulations including the following:

1. An amount equivalent to 100% of the total consideration for the Equity Shares will be payable at the time of subscription to the Equity Shares, as prescribed under Regulation 169 of the SEBI (ICDR) Regulations.
2. The consideration for allotment of relevant Equity Shares shall be paid to the Company from the Bank account of the Proposed Allottees only.
3. The Equity Shares shall be issued and allotted by the Company only in Dematerialized form within a period of 15 days from the date of passing a Special Resolution by the Members, subject to compliance of SEBI (ICDR) Regulations and SEBI (Substantial Acquisition of Shares and takeovers) Regulations, 2011, provided that where the issue and allotment of said Equity Shares is pending on account of pendency of any approval for such issue and allotment by the Stock Exchange and/or Regulatory Authorities, or Central Government, the issue and allotment shall be completed within the period of 15 days from the date of last such approval or within such further period/s as may be prescribed or allowed by the SEBI, the Stock Exchange and/or Regulatory Authorities etc.



4. The entire pre-preferential equity shareholding of the Proposed Allottees, if any, shall be subject to lock-in as per Regulation 167(6) of the SEBI (ICDR) Regulations.
5. The Equity Shares to be offered/issued and allotted under the preferential issue shall be subject to lock-in for such period as provided under the provisions of Chapter V of SEBI (ICDR) Regulations.
6. The Equity Shares to be allotted shall be in dematerialized form only.
7. The Equity Shares will be listed and traded on the Stock Exchange, where the Equity Shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals, as the case may be.
8. The Equity Shares proposed to be issued shall rank pari passu with the existing Equity Shares of the Company in all respects including as to the dividend declared and voting rights.

**RESOLVED FURTHER THAT** subject to the receipt of such approvals as may be required under applicable laws, consent of the Members of the Company be and is hereby accorded to record the name and details of the Proposed Allottees in Form PAS-5, and issue a private placement offer cum application letter in Form PAS-4, to the Proposed Allottees inviting it to subscribe Equity Shares in accordance with the provisions of the Act.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to appoint such professionals and/or intermediaries, including to appoint external advisers, experts, legal advisers, managers, etc., to assist the Company, if required for the said Preferential Allotment and finalize the terms and conditions of their appointment and sign and execute necessary letters, deeds, documents and agreements as may be required.

**RESOLVED FURTHER THAT**, Mr. Vikram B. Sanghani, Jt. Managing Director and/or Mr. Sanjay H. Dhamsania, Jt. Managing Director and/or Ms. Mansi Patel, Company Secretary & Compliance Officer of the Company be and are hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as may, in their absolute discretion, deem necessary or desirable for such purpose and for the purpose of giving effect to this resolution, including without limitation to vary, modify or alter any of the relevant terms and conditions, attached to the Equity Shares to be allotted to the Proposed Allottees for effecting any modifications, changes, variations, alterations, additions and/or deletions to the preferential issue as may be required by any regulatory or other authorities or agencies involved in or concerned with the issue of the Equity Shares; making applications to the Stock Exchange for obtaining in-principle approvals; listing of shares; filing requisite documents with the Ministry of Corporate Affairs ("**MCA**") and other regulatory authorities; filing of requisite documents with the depositories; resolve and settle any questions and difficulties that may arise in the preferential offer; issue and allotment of the Equity Shares; and to take all other steps which may be incidental, consequential, relevant or ancillary in relation to the foregoing without being required to seek any further consent or approval of the Board of the Company, and that the Board shall be deemed to have given their approval thereto expressly by the authority of this resolution, and the decision of the Board in relation to the foregoing shall be final and conclusive.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute discretion, to any Committee of the Board or any one or more Director(s)/ Chief Financial Officer/ Company Secretary/ any Officer(s) of the Company to give effect to the aforesaid resolution.

**RESOLVED FURTHER THAT** all actions taken by the Board or a Committee of the Board, any other Director(s) or Officer(s) of the Company or any other authorized persons in connection with any matter(s) referred to or contemplated in any of the foregoing securities be and are hereby approved, ratified and confirmed in all respects."

**Item No. 4: Increase in the limits applicable for making investments / extending loans and giving guarantees or providing securities in connection with loans to Persons / Bodies Corporate**

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

**"RESOLVED THAT** pursuant to the provisions of Section 186 of the Companies Act, 2013 (the "**Act**") read with the Companies (Meeting of Board

and its Powers) Rules, 2014, and other applicable provisions, if any, of the Act (including any modifications or re-enactments thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include, unless the context otherwise requires, any commitment of the Board or any officer(s) authorized by the Board under this resolution), to (i) give any loan to any person or other body corporate; (ii) give any guarantee or provide any security in connection with a loan to any other body corporate or person and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, as they may in their absolute discretion deem beneficial and in the interest of the Company, subject to however that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far provided to all persons bodies corporate along with the additional investment, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed a sum of ₹ 30,00,00,000 (Rupees Thirty Crores Only) over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more, as prescribed under Section 186 of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board of Directors (or a Committee thereof constituted for this purpose) be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

**Item No. 5: Approval of the related party transaction(s) proposed to be entered into by the Company**

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

**"RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 ("Act") read with Companies (Meeting of Board and its Powers) Rules, 2014, and other applicable rules of the Act (including any statutory modification(s) or re-enactment thereof, for the time being in force) and all other applicable laws and regulations, as amended and re-enacted from time to time, and pursuant to the consent of the Board of Directors of the Company, the approval of the members be and is hereby accorded to the Company to enter into contract(s)/arrangement(s)/transaction(s) with QeNomy Digital LLP, QeCAD Studio LLP and Ace Infoway Private Limited for an amount not exceeding of ₹30,00,00,000/- (Rupees Thirty Crores only), provided that the said contract(s)/arrangement(s)/transaction(s) so carried out shall be at arm's length basis and in the ordinary course of business of the Company and on such terms and conditions as may be considered appropriate by the Board of Directors (including any authorised Committee thereof).

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, any member of the Board or any committee thereof or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and subscribed of the securities, filing of requisite documents with the Registrar of Companies, and/ or such other authorities as may be necessary and take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive."

**Item No. 6: Approval for investment in Ace Infoway Private Limited**

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

**“RESOLVED THAT** pursuant to the provisions of section 186 of the Companies Act, 2013 (as amended or re-enacted from time to time ) read with rules made thereunder and subject to such other approvals, consents, sanctions and permissions of the appropriate authorities and departments or bodies as may be necessary, the consent of members be and is hereby given to make investment by way of acquiring 16,250 (Sixteen Thousand Two Hundred Fifty) equity shares of face value of ₹10/- (Rupees Ten only) of Ace Infoway Private Limited for an aggregate consideration of ₹1,74,68,750 (Rupees One Crore Seventy Four Lakhs Sixty Eight Thousand Seven Hundred Fifty Only).

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute discretion, to any Committee of the Board or any one or more Director(s)/ Chief Financial Officer/ Company Secretary/ any Officer(s) of the Company to give effect to the aforesaid resolution.

**RESOLVED FURTHER THAT** all actions taken by the Board or a Committee of the Board, any other Director(s) or Officer(s) of the Company or any other authorized persons in connection with any matter(s) referred to or contemplated in any of the foregoing securities be and are hereby approved, ratified and confirmed in all respects.”

**Item No. 7: Approval for acquiring shares of Ace Infoway Private Limited from Vikram Sanghani & Others**

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

**“RESOLVED THAT** pursuant to the provisions of section 186 of the Companies Act, 2013 (as amended or re-enacted from time to time ) read with rules made thereunder and subject to such other approvals, consents, sanctions and permissions of the appropriate authorities and departments or bodies as may be necessary, the consent of members be and is hereby given to make investment by way of acquiring 11,675 (Eleven Thousand Six Hundred Seventy Five) equity shares of face value of ₹10/- (Rupees Ten only) of Ace Infoway Private Limited for an aggregate consideration of ₹1,25,50,625/- (Rupees One Crore Twenty Five Lakhs Fifty Thousand Six Hundred Twenty Five Only) from Vikram B. Sanghani, Vikram B. Sanghani – HUF & Jay B. Sanghani.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute discretion, to any Committee of the Board or any one or more Director(s)/ Chief Financial Officer/ Company Secretary/ any Officer(s) of the Company to give effect to the aforesaid resolution.

**RESOLVED FURTHER THAT** all actions taken by the Board or a Committee of the Board, any other Director(s) or Officer(s) of the Company or any other authorized persons in connection with any matter(s) referred to or contemplated in any of the foregoing securities be and are hereby approved, ratified and confirmed in all respects.”

**Item No. 8: Approval for acquiring shares of Ace Infoway Private Limited from Sanjay H. Dhamsania.**

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

**“RESOLVED THAT** pursuant to the provisions of section 186 of the Companies Act, 2013 (as amended or re-enacted from time to time ) read with rules made thereunder and subject to such other approvals, consents, sanctions and permissions of the appropriate authorities and departments or bodies as may be necessary, the consent of members be and is hereby given to make investment by way of acquiring 11,675 equity shares of face value of ₹10/- (Rupees Ten only) of Ace Infoway Private Limited for an aggregate consideration of ₹1,25,50,625/- (Rupees One Crore Twenty Five Lakhs Fifty Thousand Six Hundred Twenty Five Only) from Sanjay H. Dhamsania.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute discretion, to any Committee of the Board or any one or more Director(s)/ Chief Financial Officer/ Company Secretary/ any Officer(s) of the Company to give effect to the aforesaid resolution.

**RESOLVED FURTHER THAT** all actions taken by the Board or a Committee of the Board, any other Director(s) or Officer(s) of the Company or any other authorized persons in connection with any matter(s) referred to or contemplated in any of the foregoing securities be and are hereby approved, ratified and confirmed in all respects.”

**Item No. 9: Approval for acquiring shares of Ace Infoway Private Limited from Pushpaben Kalaria & Others**

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

**“RESOLVED THAT** pursuant to the provisions of section 186 of the Companies Act, 2013 (as amended or re-enacted from time to time ) read with rules made thereunder and subject to such other approvals, consents, sanctions and permissions of the appropriate authorities and departments or bodies as may be necessary, the consent of members be and is hereby given to make investment by way of acquiring 16,475 (Sixteen Thousand Four Hundred Seventy Five) equity shares of face value of ₹10/- (Rupees Ten only) of Ace Infoway Private Limited for an aggregate consideration of ₹1,77,10,625/- (Rupees One Crore Seventy Seven Lakhs Ten Thousand Six Hundred Twenty Five Only) from Pushpaben Kalaria, Rahul J. Kalaria – HUF & Jayantilal B. Kalaria – HUF.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute discretion, to any Committee of the Board or any one or more Director(s)/ Chief Financial Officer/ Company Secretary/ any Officer(s) of the Company to give effect to the aforesaid resolution.

**RESOLVED FURTHER THAT** all actions taken by the Board or a Committee of the Board, any other Director(s) or Officer(s) of the Company or any other authorized persons in connection with any matter(s) referred to or contemplated in any of the foregoing securities be and are hereby approved, ratified and confirmed in all respects.”

**Item No. 10: Approval for acquiring shares of Ace Infoway Private Limited from Vaishali Mehta & Others**

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

**“RESOLVED THAT** pursuant to the provisions of section 186 of the Companies Act, 2013 (as amended or re-enacted from time to time ) read with rules made thereunder and subject to such other approvals, consents, sanctions and permissions of the appropriate authorities and departments or bodies as may be necessary, the consent of members be and is hereby given to make investment by way of acquiring 23,925 (Twenty Three Thousand Nine Hundred Twenty Five) equity shares of face value of ₹10/- (Rupees Ten only) of Ace Infoway Private Limited for an aggregate consideration of ₹2,57,19,375 (Rupees Two Crore Fifty Seven Lakhs Nineteen Thousand Three Hundred Seventy Five) from Vaishali Mehta & Amit M. Mehta – HUF.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute discretion, to any Committee of the Board or any one or more Director(s)/ Chief Financial Officer/ Company Secretary/ any Officer(s) of the Company to give effect to the aforesaid resolution.

**RESOLVED FURTHER THAT** all actions taken by the Board or a Committee of the Board, any other Director(s) or Officer(s) of the Company or any other authorized persons in connection with any matter(s) referred to or contemplated in any of the foregoing securities be and are hereby approved, ratified and confirmed in all respects.”



**Item No. 11: Approval for investment in QeNomy Digital LLP**

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

**"RESOLVED THAT** pursuant to the provisions of section 186 of the Companies Act, 2013 (as amended or re-enacted from time to time) read with rules made thereunder and subject to such other approvals, consents, sanctions and permissions of the appropriate authorities and departments or bodies as may be necessary, the consent of members be and is hereby given to make an investment by contributing ₹9,63,01,600/- (Rupees Nine Crore Sixty Three Lakhs One Thousand Six Hundred only) to the capital of Qenomy Digital LLP.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute discretion, to any Committee of the Board or any one or more Director(s)/ Chief Financial Officer/ Company Secretary/ any Officer(s) of the Company to give effect to the aforesaid resolution.

**RESOLVED FURTHER THAT** all actions taken by the Board or a Committee of the Board, any other Director(s) or Officer(s) of the Company or any other authorized persons in connection with any matter(s) referred to or contemplated in any of the foregoing securities be and are hereby approved, ratified and confirmed in all respects."

**Item No. 12: Approval for investment in QeCAD Studio LLP**

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

**"RESOLVED THAT** pursuant to the provisions of section 186 of the Companies Act, 2013 (as amended or re-enacted from time to time ) read with rules made thereunder and subject to such other approvals, consents, sanctions and permissions of the appropriate authorities and departments or bodies as may be necessary, the consent of members be and is hereby given to make investment by contributing ₹1,90,89,600/- (Rupees One Crore Ninety Lakhs Eighty Nine Thousand Six Hundred Only) to the capital of QeCAD Studio LLP.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute discretion, to any Committee of the Board or any one or more Director(s)/ Chief Financial Officer/ Company Secretary/ any Officer(s) of the Company to give effect to the aforesaid resolution.

**RESOLVED FURTHER THAT** all actions taken by the Board or a Committee of the Board, any other Director(s) or Officer(s) of the Company or any other authorized persons in connection with any matter(s) referred to or contemplated in any of the foregoing securities be and are hereby approved, ratified and confirmed in all respects."

**By Order of the Board of Directors,  
For, Ace Software Exports Limited  
Sd/-  
Mansi D. Patel  
Company Secretary & Compliance Officer**

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

Place: Rajkot  
Date: January 06, 2024

**Notes:**

1. An explanatory statement pursuant to Section 102 of the Companies Act, 2013 (the "Act"), setting out all material facts relating to the resolutions for Item No. 1 to 12 in Notice are appended herein below for information and consideration of Members and the same should be considered as part of this Notice.

2. The Board of Directors of the Company, at its meeting held on January 06, 2024, appointed M/s. Rajan Bhimani, Chartered Accountants (Membership No. 134409), who in the opinion of the Board is a duly qualified person, as the Scrutinizer who will scrutinize the voting process fairly and transparently. The Scrutinizer shall submit his report of the votes cast in favour or against, if any, to the Chairman of the Company.

3. The Scrutinizer shall after the receipt of assent or dissent of the Members on or before Friday, February 02, 2024, and after the completion of his Scrutiny, submit his report to the Chairman of the Company on or before Saturday, February 03, 2024. The Result shall be announced by the Chairman of the Company on or before Sunday, February 04, 2024 (**within 48 hours of EGM**) at the Company's Registered Office and the resolution will be taken as passed effectively on the date of EGM.

**4. A MEMBER ENTITLED TO ATTEND AND VOTE AT THIS EXTRAORDINARY GENERAL MEETING (EGM) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF / HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

Under provisions of Section 105 of the Act, a person can act as a proxy on behalf of not more than fifty Members and hold an aggregate of not more than ten of the total Share Capital of the Company. Members holding more than ten per cent of the total Share Capital of the Company may appoint a single person as a proxy, who shall not act as a proxy for any other Member. The holder of the proxy shall prove his identity at the time of attending the meeting.

The instrument of Proxy, to be effective, should be deposited at the Registered Office of the Company, duly completed, and signed, not later than 48 hours before the commencement of the meeting. The Proxy Form is annexed to this Notice.

5. Members/Proxies/Authorised representatives are requested to bring their copies of the Notice and produce a duly filled-in attendance slip along with valid identity proof at the entrance of the venue. Members holding shares in Demat form shall write their DP ID No. and Client ID and those holding in Physical form shall write their Folio No. in the attendance slip for attending the meeting. Copies of the Notice will not be provided at the meeting.

6. 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 with the Company, 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.

7. Corporate Members intending to send their authorized representative(s) to attend the meeting are requested to send to the Company at its Registered Office, a certified true copy of the Board Resolution together with the specimen signature(s) of the representative(s) authorized under the said Board Resolution to attend and vote on their behalf at the meeting.

8. In the case of joint holders attending the meeting, only such joint holder who is high in the order of names will be entitled to vote at the meeting.

9. Members may also note that the Notice of EGM is available on the Company's website i.e., [www.acesoftex.com](http://www.acesoftex.com), on the website of the Stock Exchange i.e., BSE Limited at [www.bseindia.com](http://www.bseindia.com). All documents referred to in the accompanying Notice and Statement pursuant to Section 102(1) of the Companies Act, 2013 shall be open for inspection in electronic mode by the Members by writing an e-mail to the Company Secretary at [investorinfo@acesoftex.com](mailto:investorinfo@acesoftex.com)

As per the General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 21, 2021, General Circular No. 20/2021 dated December 8, 2021, General Circular No. 3/2022 dated May 5, 2022, General Circular No. 11/2022 dated December 28, 2022, and General Circular No. 09/2023 dated September 25, 2023 (**the "MCA Circulars"**) and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023, and pursuant to Section 101 of the Act read with relevant rules made thereunder, Notice of EGM is being sent only through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository.

10. In compliance with provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI (LODR) Regulations, and other applicable laws, and General Circular No. 14/2020 and 17/2020 dated April 8, 2020, and April 13, 2020, respectively by the Ministry of Corporate Affairs (MCA), the company is pleased to offer e-voting facility to its Members holding Equity Shares as on Saturday, January 27, 2024, being the cut-off date, to exercise their right to vote electronically on the above resolution.

This facility is arranged by the National Securities Depository Limited (“NSDL”). The instructions for e-voting are given in this Notice. **E-voting will commence on Tuesday, January 30, 2024, at 9:00 a.m. and will end on Thursday, February 01, 2024, at 5:00 p.m.** E-voting shall not be allowed beyond the said date and time.

11. As required by Rule 20 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the SEBI (LODR) Regulations, the details about this Notice will be published in one English newspaper having a wide circulation in India (in the English language) and one vernacular newspaper having a wide circulation in Gujarat (in the Gujarati language).
12. Members seeking any information or clarification on any items mentioned in the Notice are requested to send written queries to the Company, at least 10 days before the date of the meeting to enable the management to keep the required information available at the meeting.
13. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act and the Register of Contract or Arrangements in which directors are interested, maintained under Section 189 of the Act, will be available for inspection by the Members at the EGM.  
The relevant documents referred to in the Notice and the Explanatory Statement are open for inspection by the Members at the Registered Office of the Company on all working days, between 10:00 a.m. (IST) to 04:00 p.m. (IST) up to the date of the meeting and at the venue till the conclusion of the meeting.
14. A person whose name is recorded in the Register of Members, or the Register of Beneficial Owners maintained by the depositories as on the cut-off date i.e., Saturday, January 27, 2024, only shall be entitled to avail of the facility of e-voting.
15. The route map showing directions to reach the venue of the meeting is annexed.
16. Securities of listed companies would be transferred in dematerialized form only w.e.f. April 1, 2019. Given the same, Members holding shares in physical form are requested to convert their holdings to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company’s RTA for assistance in this regard. SEBI has mandated the submission of a 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 are required to submit their PAN details to the RTA of the Company.
17. To use natural resources responsibly, we request shareholders to update their e-mail addresses with their Depository Participants to enable the Company to send communications electronically.

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

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Extra-Ordinary General Meeting by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the EGM (“remote e-voting”) will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through ballot paper shall be made available at the EGM 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.
- III. The members who have cast their vote by remote e-voting prior to the EGM may also attend the EGM but shall not be entitled to cast their vote again.
- IV. **The remote e-voting period begins on Tuesday, January 30, 2024, at 9:00 a.m. and will end on Thursday, February 1, 2024, at 5:00 p.m. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e., Saturday, January 27, 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Saturday, January 27, 2024. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.**

**How do I vote electronically using NSDL e-Voting system?**

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:





**Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:



Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<p>1. Existing IDeAS user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com/">https://eservices.nsd.com/</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e., NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com/">https://eservices.nsd.com/</a>. Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReq.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReq.jsp</a></p> <p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="http://www.evoting.nsd.com">www.evoting.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e., your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e., NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<p>1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</p> <p>2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e., NSDL. Click on NSDL to cast your vote.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e., NSDL where the e-Voting is in progress.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e., NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 or 022-23058542-43

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <http://www.evoting.nsdl.com> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e., IDEAS, you can log-in at <https://eservices.nsdl.com> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e., Cast your vote electronically.
4. Your User ID details are given below:

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

5. Password details for shareholders other than Individual shareholders are given below:
  - (a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - (b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - (c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e., a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - (a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on <http://www.evoting.nsdl.com>
  - (b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - (c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - (d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, home page of e-Voting will open.

**Step 2: Cast your vote electronically on NSDL e-Voting system.**

**How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e., assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [rajan\\_bhimani@yahoo.co.in](mailto:rajan_bhimani@yahoo.co.in) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the <https://www.evoting.nsdl.com/eVotingWeb/commonhtmls/NewUser.jsp> or <https://evoting.nsdl.com/eVotingWeb/commonhtmls/PhysicalUser.jsp> option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.

In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)



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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhar Card) by email to [investorinfo@acesoftex.com](mailto:investorinfo@acesoftex.com).
  2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhar Card) to [investorinfo@acesoftex.com](mailto:investorinfo@acesoftex.com). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.
  3. Alternatively, shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
  4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.
- V. 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 27<sup>th</sup> January, 2024.
- VI. 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. 27<sup>th</sup> January, 2024, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or RTA (Accurate Securities and Registry Private Limited) at [investor@accuratesecurities.com](mailto:investor@accuratesecurities.com). However, if he / she is already registered with NSDL for remote e-Voting then he /she can use his / her existing User ID and password for casting the vote.
- VII. 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 EGM through ballot paper.
- VIII. 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.
- IX. The Chairman shall, at the EGM, 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 "Polling Paper" for all those members who are present at the EGM but have not cast their votes by availing the remote e-voting facility.
- X. 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 two days of the conclusion of the EGM, 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.
- XI. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.acesoftex.com](http://www.acesoftex.com) and on the website of NSDL 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.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE ACT REGULATION 163(1) OF SEBI (ICDR) REGULATIONS**

Accordingly, the following Explanatory Statement sets out the relevant information as required by Section 102(1) of the Companies Act, 2013 read with rules framed thereunder and Regulation 163(1) of SEBI (ICDR) Regulations, in respect of items given in the Notice that require approval of the Members.

**Item No. 1**

**Increase in Authorised Share Capital of the Company and Alteration of Capital Clause of Memorandum of Association of the Company**

Presently, the Authorized Share Capital of the Company is ₹6,00,00,000/- (Rupees Six Crores only) divided into 60,00,000 (Sixty Lakhs) equity shares of ₹ 10/- (Rupees Ten only) each and the current paid-up capital of the Company is ₹ 4,68,00,000/- (Rupees Four Crores Sixty-Eight Lakhs Only) divided into 46,80,000 (Forty-Six Lakhs Eighty Thousand only) equity shares of ₹ 10/- (Rupees Ten only) each.

To facilitate a proposed issuance of the Equity Shares of the Company on a preferential basis and the future requirements, if any, of the Company, approval of the Members of the Company is sought for an increase in the Authorized Share Capital of the Company to ₹11,00,00,000/- (Rupees Eleven Crore only) divided into 1,10,00,000 (One Crore Ten Lakhs) equity shares of ₹10/- (Rupees Ten Only) each as also stated in the proposed Ordinary Resolution specified as Item No. 1 of this Notice. Article 5 of the Articles of Association empowers the Company to authorize or make any changes in the share capital of the Company.

Further, the increase in the Authorized Share Capital as aforesaid would entail consequential alteration of the existing Clause V of the Memorandum of Association of the Company. Accordingly, approval of Members of the Company is sought for alteration of existing Clause V of the Memorandum of Association as also stated in the proposed Ordinary Resolution specified as Item No. 1 of this Notice.

The set of Memorandum of Association is available for inspection at the Registered Office of the Company during business hours between 11:00 a.m. to 05:00 p.m. on all working days of the Company.

None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of this Notice except to the extent of their shareholding in the Company. This statement may also be regarded as an appropriate disclosure under the Act and the SEBI LODR Regulations.

The Board recommends the Ordinary Resolution set out in Item No. 1 of the Notice for approval by the Members.

**Item No. 2 & 3**

**Issue of equity shares on a Preferential basis to the person belonging to the Promoter and Non-Promoter Category**

The Board of Directors of the Company at their meeting held on Saturday, January 06, 2024, considered and approved the proposal of raising funds by way of preferential issue of equity shares.

The share subscription agreement ("**SSA**") dated January 06, 2024, amongst the Company and Amit Mansukhlal Mehta and Vaishali Amit Mehta ("**Acquirers**") (together referred as "**Parties**"), for recording the terms and conditions pursuant to which the Company will offer 12,47,360 (Twelve Lakhs Forty-Seven Thousand Three Hundred Sixty) Equity Shares as provided in the SSA to the Acquirers by way of a Preferential Allotment in accordance with the Chapter V of the SEBI (ICDR) Regulations. The transaction contemplated under the SSA has also triggered an obligation on the Acquirer to make an open offer to the public shareholders of the Company in terms of Regulation 3(2) and 4 of the SEBI (SAST) Regulations ("**Open Offer**").

Further, the Company also proposed to issue 4,72,640 (Four Lakhs Seventy-Two Thousand Six Hundred Fourty) fully paid-up equity shares to Rahul Jayantibhai Kalaria, Kalaria Rahul Jayantilal HUF which belongs to Promoter Group and Palavoor Muthiah Anavaratham, Sanghavi Nischal Arvindbhai which belongs to Non-Promoter Group.

Further in accordance with the provisions contained in Regulation 166A of SEBI (ICDR) Regulations, as the proposed Preferential Allotment could result in a change in control of the company, the independent directors of the Company met on January 06, 2024 prior to the Board meeting and after considering all the aspects relating to the Preferential Allotment including pricing recommended the issue to the Board unanimously. The said meeting was attended by all the independent directors of the Company.

The approval of the Members is accordingly being sought by means of a Special Resolution under Sections 23(1)(b), 42 and 62(1)(c) of the Companies Act, 2013, read with the rules made thereunder, and Regulation 160 of the SEBI (ICDR) Regulations. The details of the issue and other particulars as required in terms of Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Regulation 163 of the SEBI (ICDR) Regulations are set forth below:

**1. Particulars of the offer including the date of passing of the Board**

The Board of Directors at its meeting held on Saturday, January 06, 2024, has, subject to the approval of Members and such other approvals as may be required, approved the issuance of 17,20,000 (Seventy Lakhs Twenty Thousand) fully paid-up Equity Shares at an issue price of ₹35/- (Rupees Thirty Five only) (including a premium of ₹25/- (Rupees Twenty Five only) per Equity Share, which is price as determined in accordance with the provisions of Chapter V of SEBI (ICDR) Regulations, aggregating to ₹6,02,00,000/- (Rupees Six Crore Two Lakhs only), for cash, to the following persons:

Sr. No.	Name	Category (Promoter/ Non-Promoter)	Proposed number of Equity Shares to be allotted	Indicative Amount (In ₹)
1	Rahul Jayantibhai Kalaria	Promoter	3,12,330	1,09,31,550
2	Kalaria Rahul Jayantilal – HUF	Promoter	50,000	17,50,000
3	Amit Mansukhlal Mehta	Non-Promoter	8,47,360	2,96,57,600
4	Vaishali Amit Mehta	Non-Promoter	4,00,000	1,40,00,000
5	Palavoor Muthiah Anavaratham	Non-Promoter	70,000	24,50,000
6	Sanghavi Nischal Arvindbhai	Non-Promoter	40,310	14,10,850
<b>Total</b>			<b>17,20,000</b>	<b>6,02,00,000</b>



Amit Mehta is a thinker, an expert marketer, and a serial entrepreneur. Amit has experience of more than 25 years in the fields of Web/Software development, Digital Marketing, E-commerce, CAD and Architectural Services. With his strong understanding of Internet user/shoppers' behavior & digital marketing as his primary passion, he has been instrumental in building tech tools for industry/vertical independent business models. He has founded IT companies Ace Infoway Private Limited, Qenomy Digital LLP, and QeCAD Studio LLP and is currently leading them as CEO.

Dr. Palavoor Anavaratham is a seasoned IT professional and senior employee of Ace Infoway Private Limited since 2006. Dr. Anavaratham has played a vital role in the company's growth.

Mr. Nischal Sanghavi is a seasoned IT professional and expert marketer. He has been associated with Ace Software Exports Limited as a Vendor/Consultant for more than 15 years.

**2. Objects of the Preferential Issue**

Our Company intends to utilize the proceeds raised through the Preferential Issue ("Issue Proceeds") towards funding the following objects:

The Company needs to raise additional funds to have access to long term resources to meet its growth requirements and general corporate purposes. The net proceeds from the Preferential Issue shall be utilized for the strategic purposes of furthering investments in Ace Infoway Private Limited, QeNomy Digital LLP, and QeCAD Studio LLP, while concurrently addressing the general corporate needs of the Company.

If the proceeds are not utilized (in full or in part) for the objects stated above due to any such factors, the remaining proceeds shall be utilized in such manner as may be determined by the Company, in accordance with applicable laws.

(Collectively, referred to herein as the "Objects")

The objects and objects incidental or ancillary to the main objects as stated in the Memorandum of Association enable us to undertake (i) our existing activities; (ii) the activities for which the funds are being raised through Preferential Issue and (iii) activities for which funds are being earmarked towards general corporate purposes.

**Utilization of Issue Proceeds and proposed schedule of implementation and deployment of Issue Proceeds:**

We propose to deploy the Issue Proceeds towards the Objects in accordance with the proposed schedule of implementation and deployment of funds as set forth below:

Sr. No.	Objectives of the proposed issue	Range (₹ in Crore)	Utilisation Timeline	Reason for giving the range
1.	To make investment in the Ace Infoway Private Limited, QeNomy Digital LLP and QeCAD Studio LLP	5 Crore	6 to 12 Months	The Company will increase its presence in domestic and international market by acquiring entities/businesses
2.	General Corporate Purposes	1.02 Crore	12 to 24 Months	Deployment under this head will vary depending upon the requirement of the Company. The Management of the Company shall have the flexibility in utilising sums allocated towards this purpose.
	<b>Total</b>	<b>6.02 Crore</b>		

*\*The amount utilized for general corporate purpose shall not exceed 25% of the Gross Proceeds*

Till such time the issue proceeds are fully utilized, the Company shall keep the same in bank deposits and/or mutual funds and/or other shorts terms funds as may be decided by the Board of Directors of the Company

The above stated fund requirements are based on internal management estimates and have not been appraised by any bank, financial institution or any other external agency. They are based on current circumstances of our business. The Company may have to revise its estimates from time to time on account of various factors beyond its control, such as market conditions, competitive environment, and interest or exchange rate fluctuations. Consequently, the funding requirements of our Company and deployment schedules are subject to revision in the future at the discretion of the management.

**3. Monitoring of Utilization of Funds**

As the issue size is less than ₹100 Crore (Rupees One Hundred Crore Only), the Company is not required to appoint a credit rating agency as a monitoring agency in terms of regulation 162A of the SEBI (ICDR) Regulations.

**4. Kinds of securities offered and the price at which security is being offered, and the total/ maximum number of securities to be issued**

17,20,000 (Seventy Lakhs Twenty Thousand) Equity Shares at an issue price of ₹35/- (Rupees Thirty-Five only) (including a premium of ₹25/- (Rupees Twenty-Five only) per Equity Share, which is the price as determined in accordance with the provisions of Chapter V of SEBI (ICDR) Regulations, aggregating to ₹6,02,00,000/- (Rupees Six Crore Two Lakhs only), for cash.

**5. Relevant Date**

In terms of the provisions of Regulation 161 of the SEBI (ICDR) Regulations, the Relevant Date for determining the floor price for the preferential issue is Wednesday, January 03, 2024, being the date 30 days prior to the date of EGM.





**6. Basis on which the price has been arrived at and justification for the price (including premium), if any**

Considering that the allotment shall be more than 5% of the post-issue fully diluted share capital of the Company, to the Proposed Allottees, and equity shares of the Company are infrequently traded, the price of ₹35/- (Rupees Thirty Five only) of the Equity Shares to be issued and allotted to the Proposed Allottees has been determined taking into account the valuation report dated January 5, 2024 issued by Devang S. Thakar, Registered Valuer, (Registration No.: IBBI/RV/03/2022/14881), in accordance with Regulation 165 and 166A of the SEBI (ICDR) Regulations ("Valuation Report").

The equity shares of the Company are listed on the BSE Limited ("BSE" or "Stock Exchange"), and the equity shares are infrequently traded in terms of SEBI (ICDR) Regulations. Therefore, book value, comparable trading multiple and other customary parameters including Valuation Report has been considered for the valuation of the shares of the Company.

The Valuation Report shall be available for inspection by the Members and the same may be accessed on the Company's website at the link [www.acesoftex.com](http://www.acesoftex.com).

It is to be noted that nothing mentioned in the Articles of Association of the Company provides for a method of determination of floor price for Equity Shares to be allotted under the preferential issue.

In the view of above, the Board of the Company has fixed the issued price of ₹35/- (Rupees Thirty-Five only) per Equity Share, including a premium of ₹25/- (Rupees Twenty-Five only) per Equity Share, which is above the minimum price as determined in compliance with the requirements of Chapter V of SEBI (ICDR) Regulations.

**7. Amount which the Company intends to raise by way of securities**

The Equity Shares are proposed to be issued for cash at a price of ₹35/- (Rupees Thirty-Five only) per Equity Share, including a premium of ₹25/- (Rupees Twenty-Five only) per Equity Share aggregating to a ₹6,02,00,000/- (Rupees Six Crore Two Lakhs only).

**8. Pending preferential issue**

Presently, there has been no preferential issue pending or in process except as proposed in this Notice.

**9. Re-computation of Issue Price**

The Company shall re-compute the issue price of the Equity Shares, in terms of the provision of the SEBI (ICDR) Regulations, where it is required to do so; and that if any amount payable on account of the re-computation of issue price is not paid within the time stipulated in the SEBI (ICDR) Regulations, the Equity Shares allotted under preferential issue shall continue to be locked- in till the time such amount is paid by the allottee.

**10. Payment of Consideration:**

In terms of the provisions of Regulation 169(1) of the SEBI (ICDR) Regulations, 100% consideration of Equity Shares shall be paid by the Proposed Allottees at the time of allotment of such Equity Shares. Accordingly, the entire consideration for Equity Shares is required to be paid to the Company at the time of allotment of Equity Shares to the Proposed Allottees.

The consideration for the Equity Shares shall be payable in cash and has to be paid by the Proposed Allottees from their respective bank accounts and in case of joint holders, shall be received from the bank account of the person whose name appears first in the application.

**11. Dues toward SEBI, Stock Exchanges or Depositories:**

There are no outstanding dues of the Company payable towards SEBI, Stock Exchange or Depositories as on the date of this Notice.

**12. The class or classes of persons to whom the allotment is proposed to be made**

The preferential issue of Equity Shares is proposed to be made to the Proposed Allottees, who belongs to the Promoter and Non-Promoter category group.

**13. Intent of the Promoters, Directors or Key Managerial Personnel or senior management of the Company to subscribe to the Preferential Allotment**

Apart from Rahul Jayantibhai Kalaria and Kalaria Rahul Jayantibhai HUF, none of the Promoters, Directors or Key Managerial Personnel or their relatives intends to subscribe to any Equity Share under the preferential Allotment.

The proposed Preferential Allotment is to be made to Amit Mansukhlal Mehta and Vaishali Amit Mehta, who presently belongs to the 'Non-Promoter Group' category; However, post-completion of the preferential issue and the Open Offer as detailed below, they shall be classified into 'Promoter and Promoter Group' category of the Company.

**14. Proposed time frame within which the Preferential Allotment shall be completed**

As required under the SEBI (ICDR) Regulations, the Equity Shares shall be allotted within a maximum period of 15 days from the date of this resolution, provided that where the allotment of the proposed Equity Shares is pending on account of receipt of any approval or permission from any regulatory or statutory authority, the allotment shall be completed within a period of 15 days from the date of last of such approvals or permissions.

**15. Listing**

The Company will make an application to the Stock Exchange at which the existing shares are listed, for listing of the aforementioned Equity Shares. The above shares, once allotted, shall rank pari passu with the then-existing equity shares of the Company in all respects.

**16. Shareholding pattern of the Company before and after the Preferential Issue**

The shareholding pattern of the Company before and after the proposed preferential issue to 'Promoter and Promoter Group' & 'Non-Promoter Group' is likely to be as follows:

Category	Pre-Issue Shareholding Structure		Equity Shares to be Allotted	Post-Issue Shareholding	
	No. of Shares	% Of Shareholding		No. of Shares	% Of Shareholding
(a) Individuals & HUF*	31,87,750	68.11%	16,09,690	47,97,440	74.96%
(b) Bodies Corporate	-	-	-	-	-
<b>Sub Total (A1)</b>	-	-	-	-	-
(A1) Foreign	-	-	-	-	-
<b>Total Promoter shareholding A=A1+A2</b>	31,87,750	68.11%	16,09,690	47,97,440	74.96%
(B1) Institutions (Domestic)	-	-	-	-	-
(B2) Institutions (Foreign)	-	-	-	-	-
(B3) Central Government/ State Government(s)/ President of India	-	-	-	-	-
(a) Individuals	13,67,473	29.22	1,10,310	14,77,783	23.09
(b) Body Corporate	25,248	0.54	-	25,248	0.39
(c) Others (Including NRI)	99,529	2.13	-	99,529	1.56
<b>Sub Total (B4)</b>	14,92,250	31.89	-	16,02,560	25.04
<b>Total Public Shareholding B=B1+B2+B3+B4</b>	-	-	-	-	-
<b>(C) Non-Promoter Non-Public Shareholding</b>	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	46,80,000	100%	17,20,000	64,00,000	100.00

\*On consummation of the SSA, Amit Mansukhlal Mehta and Vaishali Amit Mehta shall be classified as promoters and promoter group along with the existing promoter and promoter group of the Company in accordance with SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011. The Acquirers have filed a public announcement dated January 06, 2024, with respect to an open offer to acquire up to 16,02,560 Equity Shares representing the entire public shareholding constituting 25.04% of the emerging voting capital of the Company.

As per Regulation 38A of the SEBI (LODR) Regulations read with Rules 19(2) and 19A of the Securities Contracts (Regulation) Rules, 1957, as amended ("SCRR"), the Target Company is required to maintain at least 25.00% public shareholding as determined in accordance with SCRR, on a continuous basis for listing. However, pursuant to completion of this Open Offer and the Underlying Transaction contemplated in the SSA, the public shareholding in the Target Company may fall below the minimum public shareholding ("MPS") requirement as per Rule 19A of SCRR read with SEBI (LODR) Regulations. In such an event, Acquirer or PACs will sell such number of Equity Shares to comply with the above requirements within the time permitted under the SCRR.

Notes:

- (1) The pre-issue shareholding pattern is on the latest BENPOS date i.e., Friday, January 05, 2024.
- (2) Post-shareholding structure may change depending upon any other corporate action in between.

17. Particulars of the Proposed Allottees and the identity of the natural persons who are the ultimate beneficial owners of the equity shares proposed to be allotted and/or who ultimately control the Proposed Allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the Issuer consequent to the preferential issue:

Sr. No.	Names	PAN	Natural Person who are the Ultimate Beneficial Owners (UBOs)	PAN	Pre-preferential holding & (%)	Present issue of Equity Shares	Post-preferential holding & (%)
1.	Rahul Jayantibhai Kalaria	ACMPM5793L	Not Applicable	Not Applicable	1,32,412 2.83%	3,12,330	4,44,742 6.95%
2.	Rahul Jayantibhai Kalaria- HUF	ALAPM9243Q	Rahul Jayantibhai Kalaria	ACMPM5793L	40,000 0.85%	50,000	90,000 1.41%
3.	Amit Mansukhlal Mehta	ACMPM5793L	Not Applicable	Not Applicable	Nil	8,47,360	8,47,360 13.24%
4.	Vaishali Amit Mehta	ALAPM9243Q	Not Applicable	Not Applicable	Nil	4,00,000	4,00,000 6.25%
5.	Palavoor Muthiah Anavaratham	ACRPA4060D	Not Applicable	Not Applicable	Nil	70,000	70,000 1.09%
6.	Sanghavi Arvindbhai	AGBPS8884K	Not Applicable	Not Applicable	Nil	40,310	40,310 0.63%

\*The above shareholding details of Acquirers in the Company, only represents the shareholding before and after the proposed Preferential Allotment. Hence, the above shareholding details do not take into consideration the acquisitions proposed to be made by Acquirers the Open Offer.

**18. Lock-in Period**

The Equity Shares proposed to be allotted on a preferential basis shall be locked in accordance with Chapter V of the SEBI (ICDR) Regulations.

1. The entire pre-preferential shareholding of the Proposed Allottees shall be subject to lock-in from the Relevant Date up to a period of 90 trading days from the date of grant of trading approval by the Stock Exchange, as per the requirement of SEBI (ICDR) Regulations.
2. The proposed allotment of Equity Shares to Rahul Jayantibhai Kalaria, Rahul Jayantibhai Kalaria HUF, Amit Mansukhlal Mehta and Vaishali Amit Mehta shall be subject to lock-in for a period of 18 months from the date of grant of trading approval by the Stock Exchange, as per the requirement of SEBI (ICDR) Regulations.
3. The proposed allotment of Equity Shares to Palavoor Muthiah Anavaratham, Sanghavi Nischal Arvindbhai shall be subject to lock-in for a period of 6 months from the date grant of trading approval by the Stock Exchange, as per the requirement of SEBI ICDR Regulations.

**19. The current and proposed status of the Proposed Allottees post the preferential issues namely, promoter or non-promoter**

Sr No.	Name of Allottee	Current Status	Post Status
1.	Amit Mansukhlal Mehta*	Non-Promoter Group	Promoter
2.	Vaishali Amit Mehta*	Non-Promoter Group	Promoter Group
3.	Rahul Jayantibhai Kalaria	Promoter Group	Promoter Group
4.	Rahul Jayantibhai Kalaria- HUF	Promoter Group	Promoter Group
5.	Palavoor Muthiah Anavaratham	Non-Promoter Group	Non-Promoter
6.	Sanghavi Nischal Arvindbhai	Non-Promoter Group	Non-Promoter

*\*Amit Mansukhlal Mehta and Vaishali Amit Mehta will become part of promoter and promoter group of the Company along with the existing promoter and promoter group of the Company, on the consummation of SSA and in accordance with SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.*

**20. Practicing Company Secretary's Certificate**

A certificate from CS Namita Mishra (CoP No.: 21873), Practicing Company Secretary, certifying that the preferential issue is being made in accordance with the requirements of Chapter V of the SEBI (ICDR) Regulations shall be made available for inspection by the Members during the meeting and will also be made available on the Company's website [www.acesoftex.com](http://www.acesoftex.com).

**21. Valuation and justification for the allotment proposed to be made for consideration other than cash**

Not applicable as the Company has not proposed to issue the equity shares for consideration other than cash.

**22. Number of persons to whom allotment on a preferential basis has already been made during the year, in terms of the number of securities as well as price**

During the year, no Preferential Allotment has been made to any person as of the date of this Notice.

**23. Principle terms of assets charged as securities**

Not applicable

**24. Material terms of raising such securities**

All material terms have been set out above.

**25. Undertakings**

- a) The Proposed Allottees has confirmed that it has not sold any equity shares of the Company during the 6 (six) months preceding the Relevant Date.
- b) The Company is in compliance with the conditions for continuous listing and is eligible to make the Preferential Issue under Chapter V of the SEBI (ICDR) Regulations.
- c) None of the Directors or Promoters and the Company are categorized as wilful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India. Consequently, the disclosures required under Regulation 163(1)(i) if the SEBI (ICDR) Regulations are not applicable.
- d) None of the Company's Directors are fugitive economic offenders as defined under the SEBI (ICDR) Regulations.
- e) The Company shall re-compute the price of the relevant securities to be allotted under the Preferential Issue in terms of the provisions of SEBI (ICDR) Regulations where it is required to do so, including pursuant to Regulation 166 of the SEBI (ICDR) Regulations, if required.

If the amount payable on account of the re-computation of price is not paid within the time stipulated in SEBI (ICDR) Regulations, the relevant securities to be allotted under the Preferential Issue shall continue to be locked-in till the time such amount is paid by the Proposed Allottees.

In accordance with the provisions of Sections 23, 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI (ICDR) Regulations, approval of the Members for issue and allotment of the said Equity Shares to Proposed Allottees is being sought by way of a Special Resolution as set out in the said Item No. 2 & 3 of the Notice.

The issue of the Equity Shares under the preferential issue would be within the enhanced Authorized Share Capital of the Company.

The Board of Directors believes that the proposed Preferential Allotment is in the best interest of the Company and its Members and, therefore, recommends the resolution at Item No. 2 & 3 of the accompanying Notice for approval by the Members of the Company as a Special Resolution.

None of the Directors, Key Managerial Personnel or their relatives thereof are in any way financially or otherwise concerned or interested in the passing of this Special Resolution as set out at Item No. 2 & 3 of this Notice except to the extent of their shareholding in the Company



**Item No. 4**

**Increase in the limits applicable for making investments / extending loans and giving guarantees or providing securities in connection with loans to Persons / Bodies Corporate**

The Company has been making investments in and giving loans to various persons and bodies corporates (including its subsidiary) from time to time, in compliance with the applicable provisions of the Act.

The provisions of Section 186 of the Act read with the Companies (Meeting of Board and its Powers) Rules, 2014, as amended to date, provides that no company is permitted to, directly or indirectly, (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more. Further, the said Section provides that where the giving of any loan or guarantee or providing any security or the acquisition as provided under Section 186(2) of the Act, exceeds the limits specified therein, prior approval of Members by means of a Special Resolution is required to be passed at a general meeting.

As per the latest audited Balance Sheet of the Company as on March 31, 2023, sixty per cent of the paid-up share capital, free reserves and securities premium account amounts to ₹923.33 Lakhs, while one hundred per cent of its free reserves and securities premium account amount to ₹1070.89 Lakhs. Therefore, the maximum limit available to the Company under Section 186(2) of the Act for making investments or giving loans or providing guarantees/ securities in connection with a loan, as the case may be, is ₹ 1,070.89 Lakhs. Further, the Company vide a Special Resolution passed by its members on 28th September, 2015, has approved the increase in the limits to ₹ 3,000.00 Lakhs. As on March 31, 2023, the aggregate value of investments and loans made and guarantee and securities issued by the Company, as the case may be, amount to ₹ 1,159.89 Lakhs.

In view of the above and considering the long-term business plans of the Company, which requires the Company to make sizeable loans/ investments and issue guarantees/ securities to persons or bodies corporate, from time to time, prior approval of the Members is being sought for enhancing the said limits. Hence, the Special Resolution at Item No. 3 of the Notice, notwithstanding the fact that the same exceeds the limits provided under Section 186 of the act.

The Directors recommend the Special Resolution as set out at Item No. 4 of the accompanying Notice, for Member's approval.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Special Resolution.

**Item No. 5:**

**Approval of the related party transaction(s) proposed to be entered into by the Company**

Section 188 of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 states that no company shall enter into transactions with a Related Party except with the consent of the Board and members of the Company, where such transactions are either not (a) in Ordinary Course of Business or (b) on arm's length basis. The proposed transactions with the related parties will be at arm's length price and in the ordinary course of business of the Company. Further, Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 is not applicable to the Company.

Ace Infoway Private Limited and QeNomy Digital LLP are actively involved in the Web/Software Development, Mobile Applications, Digital Marketing, and other related IT services on a global scale and QeCAD Studio LLP is engaged in the business of Architectural CAD, BIM and rendering solutions globally. In order to capitalize on this, the Company may engage in transactions involving the sale, purchase, or supply of goods or materials and/or the availing or rendering of any services.

Considering that the value of the proposed transactions with Ace Infoway Private Limited, QeNomy Digital LLP, and QeCAD Studio LLP is expected to surpass the specified threshold limit as mentioned in Section 188 of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014, the approval of the Company's shareholders is being sought for the aforementioned related party transactions that your company intends to undertake with these entities.

Details of the proposed related party transactions between QeNomy Digital LLP, QeCAD Studio LLP and Ace Infoway Private Limited and the Company are as follows:

1.	Name of the related parties	QeNomy Digital LLP ("QeNomy") QeCAD Studio LLP ("QeCAD") Ace Infoway Private Limited ("Ace Infoway")
2.	Name of directors or key managerial personnels who are related	Vikram Bhupatbhai Sanghani, Jt. Managing Director Sanjay Harilal Dhamsania, Jt. Managing Director
3.	Nature of Relationship	1. Vikram Bhupatbhai Sanghani is a partner of QeNomy and QeCAD. Further, He is a director and member of Ace Infoway & Ace Software. 2. Sanjay Harilal Dhamsania is a partner of QeNomy and QeCAD. Further, He is a director and member of Ace Infoway & Ace Software.
4.	Nature, material terms, monetary value and particulars of the contracts or arrangements	sale, purchase or supply of any goods or materials and/or availing or rendering of any services;

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 Directors recommend the Ordinary Resolution as set out at Item No. 5 of the accompanying Notice, for Member's approval.



**Item No. 6,7,8, 9 & 10:****Approval for investment in Ace Infoway Private Limited**

The Board of Directors of the Company ("The Board") and Audit Committee Meeting held on January 06, 2024 approved the investment in Ace Infoway Private Limited, proposed to be subsidiary of the Company, engaged in the business of Web/Software Development, Mobile Applications, Digital Marketing and other allied IT Services. Approval of members is being sought under Section 186 of the companies act, 2013 to make investment by way of acquiring 80,000 (63,750 equity shares from the existing shareholders of the Ace Infoway Private Limited and Issue of 16,250 equity shares by Ace Infoway Private Limited on a private placement basis) equity shares of face value of ₹10/- (Rupees Ten only) of Ace Infoway Private Limited for an aggregate consideration of ₹8,60,00,000 (Rupees Eight Crore Sixty Lakhs Only). Provisions of the Regulation 23 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 is not applicable to the Company and the investment to be made in Ace Infoway Private Limited, proposed to be subsidiary, does not fall under Section 188 of the Companies Act, 2013 read with rules therein.

Investment in the Ace Infoway Private Limited will diversify the funds of the Company for better returns.

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 resolution as set out at Item No. 6 of the accompanying notice

Except Mr. Vikram B. Sanghani and his relatives, none of the other directors and/or Key Managerial Personnel or their relatives is concerned or interested in resolution as set out at Item No. 7 of the accompanying notice.

Except Mr. Sanjay H. Dhamsania and his relatives, none of the other directors and/or Key Managerial Personnel or their relatives is concerned or interested in resolution as set out at Item No. 8 of the accompanying notice.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in resolution as set out at Item No. 9 & 10 of the accompanying notice.

The Audit Committee reviewed the investment and approved the same.

The Directors recommend the Special Resolution as set out at Item No. 6,7,8,9 & 10 of the accompanying Notice, for Member's approval.

**Item No. 11:****Approval for investment in QeNomy Digital LLP**

The Board of Directors of the Company ("The Board") and Audit Committee Meeting held on January 06, 2024 approved the investment in QeNomy Digital LLP, proposed to be controlled entity/subsidiary of the Company, engaged in the business of Web/Software Development, Mobile Applications, Digital Marketing and other allied IT Services. Approval of members is being sought under Section 186 of the companies act, 2013 to make investment by contributing ₹9,63,01,600/- (Rupees Nine Crore Sixty-Three Lakhs One Thousand Six Hundred only) to the capital of QeNomy Digital LLP. Provisions of the Regulation 23 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 is not applicable to the Company and the investment to be made in QeNomy Digital LLP, proposed to be subsidiary/controlled entity, does not fall under Section 188 of the Companies Act, 2013 read with rules therein.

Investment in the QeNomy Digital LLP will diversify the funds of the Company for better returns.

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 investment and approved the same.

The Directors recommend the Special Resolution as set out at Item No. 11 of the accompanying Notice, for Member's approval.

**Item No. 12:****Approval for investment in QeCAD Studio LLP**

The Board of Directors of the Company ("The Board") and Audit Committee Meeting held on January 06, 2024 approved the investment in QeCAD Studio LLP, proposed to be controlled entity/subsidiary of the Company, engaged in the business of delivering Architectural CAD, BIM, and Rendering Solutions globally. Approval of members is being sought under Section 186 of the companies act, 2013 to make investment by contributing Rs. ₹1,90,89,600/- (Rupees One Crore Ninety Lakhs Eighty-Nine Thousand Six Hundred Only) to the capital of QeCAD Studio LLP. Provisions of the Regulation 23 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 is not applicable to the Company and the investment in made in QeCAD Studio LLP, proposed to be subsidiary/controlled entity, does not fall under Section 188 of the Companies Act, 2013 read with rules therein.

Investment in the QeCAD Studio LLP will diversify the funds of the Company for better returns.

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 investment and approved the same.

The Directors recommend the Special Resolution as set out at Item No. 12 of the accompanying Notice, for Member's approval.

Documents referred to in the Notice / explanatory statement will be available for inspection by the Members of the Company as per applicable law.

**By Order of the Board of Directors**

**For, Ace Software Exports Limited**

Sd/-

**Mansi D. Patel**

**Company Secretary & Compliance Officer**

**January 06, 2024**

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

**Phone: 0281- 2226097, Fax: 02812232918, Email: [Investorinfo@acesoftex.com](mailto:Investorinfo@acesoftex.com)**

**CIN: L72200GJ1994PLC022781, Website: [www.acesoftex.com](http://www.acesoftex.com)**



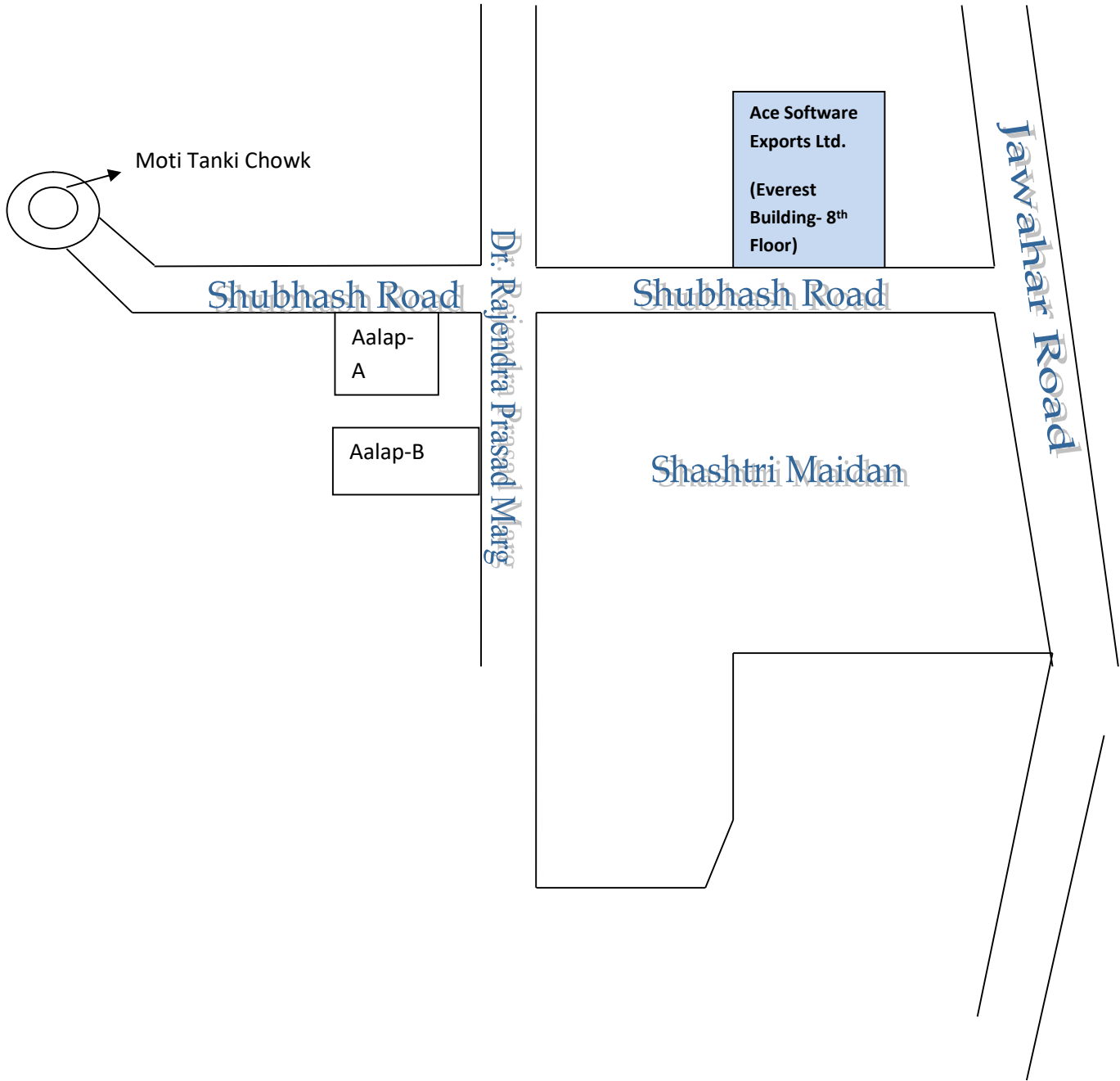


# ROUTE MAP

Venue: ACE SOFTWARE EXPORTS LIMITED

801- Everest Commercial Complex, Opp. Shashtri Maidan, Rajkot-360001

Prominent Land Mark: Shashtri Maidan.



**ACE SOFTWARE EXPORTS LIMITED**

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

Form MGT-11  
**PROXY FORM**

[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of member(s):	
Registered Address:	
Email Id:	
Folio No. /DP ID and Client ID	

I/we, being the Member(s) of \_\_\_\_\_ Shares of the above-named Company, hereby appointed.

1. Name: \_\_\_\_\_ E-mail Id: \_\_\_\_\_

Address: \_\_\_\_\_

Signature \_\_\_\_\_ of failing him/her.

2. Name: \_\_\_\_\_ E-mail Id: \_\_\_\_\_

Address: \_\_\_\_\_

Signature \_\_\_\_\_ of failing him/her.

as my/our proxy to attend and vote, in case of a poll, for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Company, to be held on the Friday, 02<sup>nd</sup> day of February, 2024 at 11.00 a.m. at the registered office and at any adjournment thereof in respect of such resolutions and in such manner as are indicated below;

Res. No.	Description	For*	Against*
<b>Special Business</b>			
1.	Increase in Authorised Share Capital of the Company and Alteration of Capital Clause of Memorandum of Association of the Company		
2.	Issue of equity shares on a Preferential basis to the person belonging to the Promoter Category		
3.	Issue of equity shares on a Preferential basis to the person belonging to the Non-Promoter Category		
4.	Increase in the limits applicable for making investments/extending loans and giving guarantees or providing securities in connection with loans to Persons / Bodies Corporate		
5.	Approval of the related party transaction(s) proposed to be entered into by the Company		
6.	Approval for investment in Ace Infoway Private Limited		
7.	Approval for acquiring shares of Ace Infoway Private Limited from Vikram Sanghani & Others		
8.	Approval for acquiring shares of Ace Infoway Private Limited from Sanjay Dhamsania & Others		
9.	Approval for acquiring shares of Ace Infoway Private Limited from Pushpaben Kalaria & Others		
10.	Approval for acquiring shares of Ace Infoway Private Limited from Vaishali Mehta & Other		
12.	Approval for investment in Qenomy Digital LLP		
13.	Approval for investment in QeCAD Studio LLP		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2024.

Signature of Shareholder(s) \_\_\_\_\_

Note: \* 1. Please put a 'X' in the Box in the appropriate column against the respective resolutions. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

2. A Proxy need not be a Member of the Company. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as Proxy on behalf of not more than fifty Members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as Proxy, who shall not act as Proxy for any other Member.

3. This form of Proxy, to be effective, should be deposited at the Registered Office of the Company 801-Everest Commercial Complex, Opp. Shashtri Maidan, Rajkot-360001 not later than FORTY-EIGHT HOURS before the commencement of the aforesaid meeting.



**ACE SOFTWARE EXPORTS LIMITED**

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

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**ATTENDANCE SLIP**

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL.

Joint shareholders may obtain additional Slip at the venue of the meeting.

DP ID\*: \_\_\_\_\_

Folio No.: \_\_\_\_\_

Customer Id\*: \_\_\_\_\_

No. Of Shares: \_\_\_\_\_

NAME AND ADDRESS OF THE SHAREHOLDER:

I hereby record my presence at the **Extra Ordinary General Meeting** of the Company held on Friday, **February 02, 2024 at 11.00 a.m.** at 801, "Everest", Opp. Shashtri Maidan, Rajkot-360001 (Gujarat).

\*Applicable for investors holding shares in electronic form.

\_\_\_\_\_  
Signature of Shareholder / Proxy