



# ACE INTEGRATED SOLUTIONS LIMITED

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

Industrial Area Patparganj, New Delhi-110092,

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

Phone No. 011-49537949, Website- [www.aceintegrated.com](http://www.aceintegrated.com)

CIN: L74140DL1997PLC088373

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**Ref.- AISL/STX/2023-24/31**

**To**

**Date: September 04, 2023**

**The Manager (Listing Department)  
National Stock Exchange of India Limited (NSE)  
Exchange Plaza, C-1, Block G,  
Bandra Kurla Complex, Bandra (East),  
Mumbai-400051 (Maharashtra)**

**Company Symbol: ACEINTEG**

**Subject: - Intimation of 26<sup>th</sup> Annual General Meeting of the Company.**

**Dear Sir/Madam,**

This is to inform you that the 26<sup>th</sup> Annual General Meeting of the Company is scheduled to be held on Friday, the 29<sup>th</sup> day of September, 2023 at 11:00 a.m. through Video Conferencing (VC) or Other Audio Visual Means (OAVM) to transact the business as set out in the Notice of the 26<sup>th</sup> AGM in compliance with all the applicable provisions of the Companies Act, 2013 and the rules made thereunder and pursuant to circulars issued by Ministry of Corporate Affairs (MCA) and Securities and Exchange Board of India (SEBI) from time to time, allowing companies to hold AGM without physical presence of the members at a common venue.

The Notice of 26<sup>th</sup> Annual General Meeting is being sent to all the members and the same is also available at the website of the Company at [www.aceintegrated.com](http://www.aceintegrated.com).

Please find enclosed herewith the Notice of 26<sup>th</sup> Annual General Meeting.

You are requested to kindly take the above information on your records and acknowledge the receipt of the same.

**Yours Faithfully**

**For ACE INTEGRATED SOLUTIONS LIMITED**

**RAHUL CHAUHAN  
(Company Secretary & Compliance Officer)**

**Encl: Notice of 26<sup>th</sup> Annual General Meeting**



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## **NOTICE OF 26<sup>TH</sup> ANNUAL GENERAL MEETING**

NOTICE is hereby given that the 26<sup>th</sup> Annual General Meeting of the Members of M/s Ace Integrated Solutions Limited (CIN: L74140DL1997PLC088373) will be held on **Friday, the 29<sup>th</sup> day of September, 2023 at 11:00 a.m.** through Video Conferencing (VC) or Other Audio Visual Means (OAVM) to transact the following businesses: -

### **ORDINARY BUSINESS**

1. To receive, consider and adopt the Annual Audited Financial Statements of the Company for the financial year ended on March 31, 2023 and Reports of Board of Directors and Report of Auditors thereon.
2. To appoint a director in place of **Ms. Shivani Chandra (DIN: 09623919)**, who retires by rotation at this Annual General Meeting, and being eligible, offers himself for re-appointment.

### **SPECIAL BUSINESS**

3. **TO APPOINT MRS. RITIKA SRIVASTAVA (DIN: 10294180) AS AN INDEPENDENT DIRECTOR**

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

**“RESOLVED THAT** pursuant to the provisions of Section 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to the passing an online proficiency self-assessment test, conduct by IICA as per rule 6 of the Companies (Appointment and Qualifications of Directors) Rules, 2014, within a period of two year from the date of inclusion my name in the data bank of IICA, Based on the recommendation of Nomination and Remuneration Committee, Mrs. Ritika Srivastava (DIN: 10294180) has been appointed as an additional director in the category of Non-Executive Independent Director by the Board of Directors in their meeting held on 29.08.2023 and accordingly the consent of the shareholders be and is hereby accorded for appointment of Mrs. Ritika Srivastava (DIN: 10294180) as Non-Executive Independent Director of the Company for a term of 5 (Five) consecutive years with effect from 29.08.2023 to 28.08.2028, who has included his name in the data bank of the “Indian Institute of Corporate Affairs” (IICA) vide Registration Number IDDB-NR-202308-051431 on dated 25.08.2023 for the period of one year and submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and a declaration under rule 6 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 and eligible for appointment as an Independent Director of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director and his term shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** Mrs. Ritika Srivastava (DIN: 03334038) may receive sitting fees or reimbursement of expenses for participation in the Board, Committee and other meetings as decided.

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

**NOTE:** Mr. Ritika Srivastava (DIN: 03334038) has been appointed as an Independent Director w.e.f. 29.08.2023 and Committee Member of Stakeholder Relationship Committee, Audit Committee and Nomination & Remuneration Committee.

**4. TO CHANGE THE OBJECT CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY**

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

**“RESOLVED THAT** pursuant to the provisions of Section 13, 15 and other applicable provisions, if any of the Companies Act, 2013 (‘the Act’) read with the Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any, of the Act (including any statutory modification or re-enactment thereof, for the time being in force), and such other rules and regulations, as may be applicable, subject to approval of Registrar of Companies, the consent of the Shareholders of the Company be and is hereby accorded the Main Object clause of the Memorandum of Association (MOA) of the Company be and is hereby altered and amended as follows:

- A. Clause III(A) of the Objects clause of the Memorandum of Association of the Company be titled as 'THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION'
- B. The existing Main Objects of Clause III (A) be altered by adding two new sub-clauses 7 and 8 after sub-clause 6 as under:
  7. To carry on in India or outside India the business of general merchants, traders, suppliers, importers, exporters, stores, storekeepers, removers, packers, dealers, distributors, manufacturers, franchisors, carriers ship-owners and or in any other capacity and to buy, render marketable and otherwise deal in or with wholesale or retail goods, general merchandise and other commodities of all kinds and description and to buy, sell, import, export, preserve, job work, transport or deal as whole seller, retailer, agent, principle, stockiest, of all kinds of goods , raw material, semi-finished goods, articles, products, machinery, equipments, handicrafts, capital goods, chemicals, electronic goods or any other articles which can be exported or traded and to act as an import -export house or agent and to conduct all functions connected with including obtaining, dealing in license, certificates and other rights.
  8. To carry on the business of manufacturing of electric / Hydro vehicles, batteries and related accessories, to trade import / export and deal in varieties of commodities/3D Printing/Prototyping and other Electrical/Electronic/Mechanical goods etc.

**RESOLVED FURTHER THAT** any of the Directors of the Company and the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution..”

**5. TO ADOPT THE OBJECT CLAUSE OF MEMORANDUM OF ASSOCIATION AS PER THE PROVISIONS OF COMPANIES ACT, 2013**

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

**“RESOLVED THAT** pursuant to the provisions of Section 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with the Companies (Incorporation) Rules, 2014 (including any Statutory modification(s) or re-enactment thereof, for the time being in force) and in accordance with the Table A of the Schedule I of the Act, consent of the members be and is hereby accorded for alteration in the Memorandum of Association of the Company, by merging appropriate and relevant objects of the Memorandum of Association, mentioned under Clause III (C) – 'Other Objects' with Clause III (B) – 'Objects Incidental or Ancillary to the attainment of the Main Objects' and consequently changing the object numbering as may be appropriate.

**RESOLVED FURTHER THAT** in accordance with the Table A of the Schedule I of the Act, the Clause III (B) of the Memorandum of Association of the Company, be renamed as under:

Clause III (B) – MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A) are:

**RESOLVED FURTHER THAT** the existing Clause III ©– Other objects of the Memorandum of Association of the Company be and is hereby deleted in its entirety.

**RESOLVED FURTHER THAT** any of the Directors of the Company and the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

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

**Date: 29.08.2023**  
**Place: Delhi**

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

Sd/-

**Rahul Chauhan**  
**(Company Secretary)**  
**Membership No. ACS - 65069**

## **NOTES:**

1. Pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs (MCA) followed by Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 21/2021 dated December 14, 2021 and Circular No. 10/2022 and Circular No. 11/2022, dated December 28, 2022 and all other relevant circulars issued from time to time (collectively referred to as "MCA Circulars"), MCA has permitted holding of the Annual General Meeting ("AGM") through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") and MCA Circulars, the Annual General Meeting ("Meeting") of the Company is being held through VC/OAVM. The deemed venue for the AGM shall be the Registered Office of the Company. Since the Annual General Meeting ("Meeting") will be held through VC, the route map and attendance slip are not annexed to this Notice.
2. **A member entitled to attend and vote at the Annual General Meeting ("Meeting") is entitled to appoint a proxy to attend and vote on a poll instead of himself / herself and the proxy need not be a member of the Company.** Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Attendance Slip and Proxy Form are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC / OAVM and participate thereat and cast their votes on e-voting. Corporate Members intending to appoint their representatives are requested to send a scanned certified copy of the board resolution authorizing their representatives to [cs@accintegrated.com](mailto:cs@accintegrated.com).
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Further pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India and the MCA and SEBI Circulars, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.
6. In compliance with the aforesaid MCA and SEBI Circulars, Annual Report 2022-23 along with the Notice of AGM is being sent only through electronic mode to those members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes. For those Members who have not registered their e-mail addresses with the Company/Depository Participant(s), and who wish to receive the Notice of AGM and the Annual Report for the year 2023, are requested to register their e-mail addresses in respect of electronic holdings with the Depository through their concerned Depository Participants or with Company or with the Registrar & Share Transfer Agent of the Company.

7. Members are requested to notify any change in their addresses to the Company or Registrar and Share Transfer Agent of the Company immediately. Members holding shares in electronic form are requested to advise change of addresses to their Depository Participants.
8. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, Members may also note that the Notice of 26<sup>th</sup> Annual General Meeting and the Annual Report 2022-23 will also be available on the Company's website at [www.aceintegrated.com](http://www.aceintegrated.com) for their download.
9. The notice of 26<sup>th</sup> Annual General Meeting will also be available on NSDL website: [www.evoting.nsdl.com](http://www.evoting.nsdl.com) for their download.
10. Mr. Atiuttam Prasad Singh Proprietor of M/s. Atiuttam Singh & Associates, Company Secretaries (Membership No. 8719 and C.P. No. 13333) having office at A-97 & 98, UGF, Street No.-6, Madhu Vihar, New Delhi – 110 092 has been appointed as scrutinizer for conducting the e-voting process in the fair and transparent manner.
11. The Scrutinizer shall within a period of not later than 48 hours from the conclusion of the meeting make a Consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, and submit the same to the Chairman of the Company.
12. Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. September 22, 2023 may follow the same instructions as mentioned above for e-Voting.
13. Members desiring any information concerning the accounts are requested to address their questions in writing to the Company at its registered office at B-13, DSIDC Complex, Functional Industrial Estate, Industrial Area Patparganj, New Delhi – 110092, at least 7 (Seven) days before the date of the Meeting so that the information required may be made available at the Meeting.
14. Register of Members and Share Transfer Books will remain closed from Saturday, September 23, 2023 to Friday, September 29, 2023 (both days inclusive) for the purpose of holding 26<sup>th</sup> Annual General Meeting.
15. The Cut-Off Date for the purpose of determining the Members eligible for participation in remote e-voting and voting at the AGM through e-Voting system is Friday, September 22, 2023. A person who is not a Member as on the Cut-Off Date should treat this Notice of AGM for information purpose only. The voting rights of Members shall be in proportion to their shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date, as aforesaid.
16. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently. There will be one e-vote for every Client ID irrespective of the number of joint holders. Voting Rights shall be reckoned on the paid-up value of shares registered in the name of the Member(s) as on the cut-off date and any person who is not a member as on that date should treat this Notice for information purposes only.
17. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
18. Members who would like to express their views or ask questions during the AGM may register themselves as speaker by sending their request from their registered email address mentioning their name, DP ID and client ID, No. of shares, PAN, mobile number at [cs@aceintegrated.com](mailto:cs@aceintegrated.com) on or before 11:59 P.M. Saturday, September 23, 2023. Only those Members who have registered themselves as a speaker will be allowed to express their views, ask questions during the AGM. The Company reserves the right to restrict the number of speakers as well as the speaking time depending upon the availability of time at the AGM.

19. The Securities and Exchange Board of India (“SEBI”) has mandated the submission of Permanent Account Number (“PAN”) by every participant in the securities market. Members holding shares in electronic form are therefore, requested to submit their PAN card numbers/copies of PAN card to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/Registrar and Share Transfer Agent, M/s. Bigshare Services Private Limited.

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-**

The remote e-voting period begins on Tuesday, September 26, 2023 at 09:00 A.M. and ends on Thursday, September 28, 2023 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e., Friday, September 22<sup>nd</sup>, 2023 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday, September 22<sup>nd</sup>, 2023.

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

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





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

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>1. Existing <b>IDEAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.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 “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDEAS</b>’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>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 “<b>Register Online for IDEAS Portal</b>” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> </ol>

	<ol style="list-style-type: none"> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div style="text-align: center; margin-top: 10px;"> <p><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> </ol>

	<p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</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 or joining virtual meeting &amp; voting during the meeting.</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 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below :

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

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

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

6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
  - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](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 and join General Meeting on NSDL e-Voting system.**

### **How to cast your vote electronically and join General Meeting 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 and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [atiuttamsingh@gmail.com](mailto:atiuttamsingh@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon

five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to (Pallavi Mhatre) 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), AADHAR (self attested scanned copy of Aadhar Card) by email to [cs@aceintegrated.com](mailto:cs@aceintegrated.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [cs@aceintegrated.com](mailto:cs@aceintegrated.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting 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.

**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM” placed under “**Join meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that

the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ ask questions during the meeting may register themselves as a speaker by sending their request on or before September 23, 2023 mentioning their name, demat account number/folio number, email id, mobile number at [cs@aceintegrated.com](mailto:cs@aceintegrated.com). The shareholders who do not wish to speak during the AGM but have queries may send their queries before 5 p.m. on Wednesday, September 27, 2023, mentioning their name, demat account number/folio number, email id, mobile number at [cs@aceintegrated.com](mailto:cs@aceintegrated.com).
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
7. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
8. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

**Registered Office**

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

**Date: 29.08.2023**

**Place: Delhi**

**By the order of the Board**

**For ACE INTEGRATED SOLUTIONS LIMITED**

**Sd/-**

**Rahul Chauhan**  
**(Company Secretary)**

**Membership No. ACS - 65069**

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

### **ITEM NO. 3**

On recommendation of the Nomination and Remuneration Committee, Mrs. Ritika Srivastava (DIN: 10294180) has been appointed by the Board as an additional director in the category of Non-Executive Independent Director of the Company in their meeting held on 29.08.2023 subject to the approval of shareholders in the Annual General Meeting.

In accordance with Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), approval of members for appointment of a Director is required to be taken at the forthcoming general meeting or within a time period of three months from the date of appointment, whichever is earlier. Hence, approval of the members are sought for the appointment of Mrs. Ritika Srivastava (DIN: 10294180) as an Independent Director of the Company in Annual General Meeting of the Company.

Mrs. Ritika Srivastava (DIN: 10294180) is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and have given their consent in writing to act as a Director in Form DIR-2. The Company has also received a declaration to the effect that they meet the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Companies Act, 2013 and Listing Regulations.

Further Mrs. Ritika Srivastava (DIN: 10294180) has provided a declaration under rule 6 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 that she has included his name in the data bank of the "Indian Institute of Corporate Affairs" (IICA) vide registration number IDDB-NR-202308-051431 on dated 25.08.2023 for the period of one year and her appointment shall be subject to the passing an online proficiency self-assessment test, conduct by IICA as per rule 6 of the Companies (Appointment and Qualifications of Directors) Rules, 2014.

In the opinion of the Board, Mr. Kumar Vishwajeet Singh (DIN: 03334038) fulfil the conditions specified in the Companies Act, 2013 and rules made thereunder for their appointment as an Independent Directors of the Company and are independent of the management.

Mrs. Ritika Srivastava (DIN: 10294180) may receive sitting fees or reimbursement of expenses for participation in the Board, Committee and other meetings as decided.

The Board recommend the resolution for appointment of Mrs. Ritika Srivastava (DIN: 10294180) as an Independent Director of the Company for the period of 5 (Five) consecutive years with effect from 29.08.2023 to 28.08.2028 and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director and his term shall not be liable to retire by rotation.

None of the Directors and/ or Key Managerial Personnel of the Company and/or their respective relatives are concerned or interested either directly or indirectly, in this resolution.

The Board recommends passing of the resolution set out in Item No.3 as a special resolution.

### **ITEM NO. 4**

Your Board has to consider from time to time proposals for diversification into areas which would be profitable for the Company as part of diversification plans. For this purpose, the object Clause of the Company, which is presently restricted in scope, requires to be comprehensive so as to cover a wide range of activities to enable your Company to consider embarking upon new projects and activities. The alteration in the Objects Clause of the Memorandum of Association as set out in the Resolution is to facilitate diversification. This will enable the Company to enlarge the area of operations and carry on its business economically and efficiently and the proposed activities can be, under the existing circumstances, conveniently and advantageously combined with the present

activities of the Company.

The “Main Object” clause of the Memorandum of Association (“MOA”) of the Company is being amended by inserting with two new sub-clauses.

Further, the Companies Act, 2013, has prescribed a new format of MOA for public companies limited by shares. Accordingly, with a view to align the existing MOA of the Company with Table A of the Schedule I of the Act and in accordance with Section 4 and 13 of the Act, it is proposed to alter the MOA of the Company by merging appropriate and relevant Objects under Clause III (C) – ‘Other Objects’ with Clause III (B) – ‘Objects Incidental or Ancillary to the attainment of the Main Objects’ and also to rename Clause III (B) of the Object Cause as MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A) are: and numbering appropriately. This will result in the existing clause III (C) – Other objects of the MOA of the Company to be deleted in its entirety. Further in keeping with the amendments as introduced by the Companies Act 2013 the Main Objects clause of the MOA of the Company, Clause III (A) is accordingly to be titled as ‘THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION’

The Board at its meeting held on 29<sup>th</sup> August, 2023 has approved amendment and alteration of the MOA of the Company and the Board now seek Members’ approval for the same.

The draft Copy of the Memorandum of Association of the Company is available for inspection at the registered office of the Company on any working day during Business Hours till the date of AGM. The amendment shall be effective upon the registration of the resolution with the Registrar of the Companies. The proposed change of object clause requires the approval of Members through Special Resolution pursuant to the provisions of Section 13 of the Companies Act, 2013.

None of the Directors and/ or Key Managerial Personnel of the Company and/or their respective relatives are concerned or interested either directly or indirectly, in this resolution.

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

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

The Companies Act, 2013, has prescribed a new format of Memorandum of Association (“MOA”) for public companies limited by shares. Accordingly, with a view to align the existing MOA of the Company with Table A of the Schedule I of the Act and in accordance with Section 4 and 13 of the Act, it is proposed to alter the MOA of the Company by merging appropriate and relevant Objects under Clause III (C) – ‘Other Objects’ with Clause III (B) – ‘Objects Incidental or Ancillary to the attainment of the Main Objects’ and also to rename Clause III (B) of the Object Cause as MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A) are: and numbering appropriately. This will result in the existing clause III (C) – Other objects of the Memorandum of Association of the Company to be deleted in its entirety.

The Board at its meeting held on August 29, 2023 has approved alteration of the MOA of the Company and the Board now seek Member’s approval for the same.

The draft Copy of the Memorandum of Association of the Company is available for inspection at the registered office of the Company on any working day during Business Hours till the date of AGM. The Amendment shall be effective upon the registration of the Resolution with the Registrar of the Companies. The proposed change of object clause requires the approval of shareholders through Special Resolution pursuant to the provisions of Section 13 of the Companies Act, 2013.

None of the Directors and/ or Key Managerial Personnel of the Company and/or their respective relatives are concerned or interested either directly or indirectly, in this resolution.

The Board recommends passing of the resolution set out in Item No.5 as a special resolution.

**Details of Director seeking appointment/re-appointment at the Annual General Meeting in compliance of Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, Secretarial Standard-2 on General Meetings and applicable provisions of Companies ACT, 2013:**

1.	<b>Name of Director</b>	Ms. Shivani Chandra	Mrs. Ritika Srivastava
2.	<b>DIN</b>	09623919	10294180
3.	<b>Age</b>	24	35
4.	<b>Qualifications</b>	B.Arch. (Bachelor of Architecture) from University School of Architecture and Planning, Guru Gobind Singh Indraprastha University, Dwarka, Delhi	<ul style="list-style-type: none"> <li>• MBA from Technische Universität Bergakademie Freiberg, Germany,</li> <li>• B. Tech from Amity University, Noida (UP).</li> </ul>
5.	<b>Brief profile, background details and nature of expertise in specific functional areas</b>	<p>Ms. Shivani Chandra is presently the director of Buildo Ace Integrated Private Limited and did her B.Arch. (Bachelor of Architecture) from University School of Architecture and Planning, Guru Gobind Singh Indraprastha University, Dwarka, Delhi. She was a speaker in various seminar, events and functions; domestic and international and also received several awards and recognition during her college decade.</p> <p>She provides detailed documentation in relevant work repositories and guide and support development, conducting end to end testing, triaging testing issues and designing for any gaps, and prioritizing the issues for immediate fixing and for future release cycles.</p>	<p>She is an experienced professional, distinguished by her achievements and commitment to excellence. She holds an MBA in International Management of Resources from TU Freiberg, Germany, Ritika's career trajectory has led her to pivotal roles within the global headquarters in Germany of a renowned brand.</p> <p>Currently, Ritika takes the lead on international initiatives at the global headquarters in Germany, showcasing her adeptness as a Tech Project Manager. Her leadership is marked by the ability to seamlessly coordinate cross-functional teams, resulting in successful project outcomes. With strategic thinking at the core of her approach, Ritika's collaborative leadership style and sharp problem-solving acumen define her as a dynamic force in her field.</p> <p>Beyond her professional accolades, Ritika's passion for career coaching shines. Her insightful nature is deeply invested in guiding individuals on their unique professional paths. Her strategic vision extends to global education, where she aspires to establish an educational repository in Germany and Europe. Leveraging her knowledge, she aims to provide accessible and impactful learning opportunities, benefiting aspiring professionals.</p> <p>A confident and compassionate leader, Ritika's collaborative spirit and mentorship drive have the power to transform careers and shape futures. With an unwavering dedication to excellence, she stands ready to leverage her expertise to</p>

			inspire, empower, and guide others toward achieving their full potential. In her hands, the future holds boundless possibilities for shared growth and success.
7.	<b>Details of Remuneration sought to be paid/variation of the terms of remuneration</b>	NA	Refer Item 3 of the Statement pursuant to Section 102 of the Companies Act, 2013 annexed to the notice of this AGM
8.	<b>Last drawn Remuneration (FY 2022-23)</b>	NIL	NA
9.	<b>Disclosure of relationships between directors inter-se</b>	Ms. Shivani Chandra is a daughter of Mr. Chandra Shekhar Verma, (Managing Director) and Mrs. Amita Verma, (Whole Time Director).	None
10.	<b>Date of first appointment on the Board of the Company</b>	w.e.f. July 08, 2022	Appointed as an Additional Director in the capacity of Non-Executive Independent Director of the Company w.e.f. August 29, 2023
11.	<b>No. of equity shares held in the Company including shareholding as a beneficial owner</b>	NIL	NIL
12.	<b>Directorships in other Indian Public Companies and Listed Companies</b>	<ul style="list-style-type: none"> <li>• Buildo Ace India Private Limited</li> <li>• Reship Mart Private Limited</li> </ul>	NIL
13.	<b>Listed Entities from which the Director resigned in past 3 years</b>	NIL	NIL
14.	<b>Chairmanship/ Membership of Committees</b>	NIL	<ol style="list-style-type: none"> <li>1. Stakeholders Relationship Committee, Ace Integrated Solutions Limited – Member</li> <li>2. Audit Committee, Ace Integrated Solutions Limited – Member</li> </ol> Nomination & Remuneration Committee, Ace Integrated Solutions Limited – Member
16.	<b>Terms and Conditions of appointment / re-appointment / continuation of directorships</b>	NA	Refer Item 3 of the Statement pursuant to Section 102 of the Companies Act, 2013 annexed to the notice of this AGM
17.	<b>The number of meetings of the Board attended during the year</b>	6 (Six)	NA

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

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

Sd/-

**Date: 29.08.2023**  
**Place: Delhi**

**Rahul Chauhan**  
**(Company Secretary)**  
**Membership No. ACS - 65069**