



March 17, 2025

To,
Managing Director & CEO
Ace Software Exports Limited
801, Everest Commercial Complex,
Opp. Shashtri Maidan
Rajkot 360001

Dear Sir,

Sub: Scrutinizer's Report on Postal Ballot conducted pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014.

I, CA Rajan H. Bhimani, Practicing Chartered Accountant, having office at 202 Heera Panna Complex, Dr. Yagnik Road, Rajkot – 360001 appointed as scrutinizer by the Board of Directors of Ace Software Exports Limited (the Company) vide Board Resolution dated February 01, 2025 to conduct Postal Ballot process in respect of the following Resolution as circulated (more detailed) in the Postal Ballot Notice dated February 01, 2025.

Increase in Authorized Share Capital of the Company and Alteration of Capital Clause of Memorandum of Association of the Company	Ordinary Resolution
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Pursuant to Section 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read together with Rule 20 and Rule 22 of the Companies Management and Administration) Rules, 2014, ('the Rules'), (including any statutory modification or reenactment thereof for the time being in force) read with the Circular No. 14/2020 dated April 8, 2020, Circular No. 17 /2020 dated April 13, 2020, Circular No. 22/2020 dated June 15, 2020, Circular No. 33/2020 dated September 28, 2020, Circular No. 39/2020 dated December 31, 2020, Circular No. 10/2021 dated June 23, 2021, Circular No. 20/2021 dated December 08, 2021, General Circular No. 03/2022 dated May 05, 2022 and General Circulars No.11 /2022 dated December 28, 2022 and 09/2023 dated September 25, 2023, and General Circular No 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs ("MCA") (hereinafter collectively referred to as "MCA Circulars"), and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time) and other applicable provisions of the Act, rules, circulars and notifications issued thereunder, Secretarial Standard-2 on General Meetings (SS-2), via Postal Ballot only through remote E-voting (Voting through Electronic means) for the above said resolution.

Accordingly, the company has made arrangement with National Securities Depository Limited (NSDL) for providing a system of recording votes of the shareholders electronically through e-voting. Necessary Instructions in this regard to be followed by the Shareholders have also been duly mentioned in the Postal Ballot Notice dated February 01, 2025. The Postal Ballot Notice has been sent to the shareholders by email on February 13, 2025 to their registered e-mail id's who have registered their email addresses with their Depositories/ Depository Participant/the Company's Registrar and Share Transfer Agent, Accurate Securities and Registry Private Limited. Pursuant to the MCA Circulars and the Circulars issued by SEBI, the Company has sent notice by e-mail only to all its shareholders who have registered their e-mail addresses with the Company or Depository Participant/ Depository(ies).

Total shareholders of the Company as on the cut-off date i.e., Friday February 07, 2025 were as under:

Type of Shareholders	No of Shareholders
Fully Paid Equity Shareholders	5501 (Five Thousand Five Hundred One Only)
Partly Paid Equity Shareholders	1569 (One Thousand Five Hundred Sixty-Nine Only)



As per Para 2 of 7.5.1 of the SS-2 Secretarial Standard on General Meeting issued by the Institute of Company Secretaries of India and approved by the Central Government under Section 118(10) of the

Companies act, 2013, a member present in person or Proxy shall, on a poll or ballot, have votes in proportion to his share in the paid-up equity share capital of the company, subject to differential rights as to voting. If any, attached to certain shares as stipulated in the Articles or by the terms of issue of such shares.

The table below prescribes the details of number of equity shares fully paid-up and partly paid-up as on the cut-off date along with the proportion of votes entitled to the members respectively:

Face Value of Equity Shares (Rs.)	Paid up Value Equity Shares (Rs.)	Proportion of Votes Counted	Total Number of Equity Shares	Number of Votes entitled to members in proportion to their holding
10	10	1	64,00,000	64,00,000
10	5	0.5	64,00,000	32,00,000
TOTAL			1,28,00,000	96,00,000

Pursuant to Rule 22(3) of the Companies (Management and Administration) Rules, 2014 and Regulation 47 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, an advertisement was published by the Company in Financial Express in English and Gujarati on Friday, February 14, 2025, informing about the completion of dispatch of the postal ballot notice through email along with the details of activities with respect to Postal Ballot Notice. The e-voting period commenced at 9.00 a.m. (IST) on Saturday, February 15, 2025 and ended on Sunday, March 16, 2025 at 5.00 p.m. (IST) All votes cast electronically through www.evoting.nsdl.com up to 5.00 p.m. on Sunday, March 16, 2025 being the last date and time fixed for voting, were considered for my scrutiny. I have received a complete record of votes cast by electronic mode through www.evoting.nsdl.com from NSDL, the agency for providing e-voting facility to the Shareholders of the Company. In respect of the above-mentioned resolutions, I hereby submit my report on the total votes cast electronically as detailed hereunder:

Resolution No. 1 - Increase in Authorized Share Capital of the Company and Alteration of Capital Clause of Memorandum of Association of the Company (Ordinary Resolution)

i. Voted in favour of Resolution

Type of Share	Number of Members voted	No of vote cast by them	% of total number of valid votes cast
Fully Paid-up Equity Shares	34	2180062	99.99%
Partly Paip-up Equity Shares	25	1261035.5 (Rounded off to 1261036)	
Total	59	3441098	

ii. Voted against the Resolution

Type of Share	Number of Members voted	No of vote cast by them	% of total number of valid votes cast
Fully Paid-up Equity Shares	1	10	0.0003%
Partly Paip-up Equity Shares	0	00	
Total	1	10	



iii. Invalid Votes

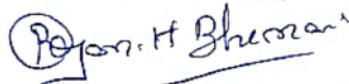
Total number of members whose votes were declared invalid	Total number of votes cast by Them
NIL	

Note: Voting rights on partly paid-up equity shares in the proportion to the amount paid-up on the face value of shares i.e. 50% of the face value of the equity shares as per Para 2 of 7.5.1 of the SS-2 Secretarial Standard on General Meeting.

Result - Resolution No. 1: As the Number of votes cast in favour of the Ordinary Resolution is 3441098 (Thirty Four Lakhs Forty One Thousand Ninety Eight Only) (i.e. 99.99%) is more than the number of votes cast against 10 (Ten Only) (i.e.0.0003%), I report that the Ordinary Resolution as set out in the Notice of Postal Ballot dated February 01, 2025, under section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 has been passed by the Shareholders with requisite majority.

Thanking you,

For, R.H. Bhimani & Associates
Chartered Accountants



Rajan Bhimani
Proprietor

Date: 17th March, 2025

Place: Rajkot

UDIN: 25134409BMIPRV1545

