



**R.H.BHIMANI & ASSOCIATES**  
**CHARTERED ACCOUNTANTS**

202, Heera-Panna Complex, Dr. Yagnik Road, Rajkot-360001  
Ph: 9913995250/9510475176 Email : rhb160510@gmail.com

**CONSOLIDATED REPORT OF SCRUTINIZER**

(Pursuant to section 108 of the Companies Act, 2013 and Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014 as amended)

To,

The Chairman of Extra Ordinary General Meeting (EGM) of the members of Ace Software Exports Limited (the Company) held on 2<sup>nd</sup> February, 2024 at 11.00 a.m. at 801- Everest Commercial Complex, Opp. Shashtri Maidan, Rajkot-360001.

Dear Sir,

- 1) 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) for the purpose of;
  - (i) Scrutinizing the e-voting process (remote e-voting) under the provisions of the Companies Act, 2013 (the Act) read with rule 20 of the Companies (Management and Administration) Rules, 2014 as amended (Rules) and;
  - (ii) Poll through polling paper/ballots under the provisions of section 109 of the Act, read with rule 21 of the rules, on the resolutions contained in the notice of the Extra Ordinary General Meeting of the members of the company, held on 02<sup>nd</sup> February, 2024, at 801- Everest Commercial Complex, Opp. Shashtri Maidan, Rajkot-360001.
- 2) The notice dated 06<sup>th</sup> January, 2024 along with statement setting out material facts under section 102 of the Act were sent to the shareholders whose name were registered on Register of Members and the list of beneficiary owners made available by the Depositories viz. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). The Company completed dispatch of notice of the EGM;
  - a. By email to members who had registered their email ids with the company/Depositories on 10<sup>th</sup> January, 2024
- 3) The Company has also placed the notice of EGM on the website of the company as well as website of E-voting agency i.e. National Securities Depository Limited (NSDL)
- 4) The Company has given the newspaper advertisement for date and time of commencement and end of remote e-voting.





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- a. Financial Express (Vernacular Language - Gujarati) on 11<sup>th</sup> January, 2024.
- b. Financial Express (English Language) on 11<sup>th</sup> January, 2024.
- 5) The Company has availed the e-voting facility offered by National Securities Depositories Limited (NSDL) for conducting remote e-voting by the shareholders of the Company. The Company has also provided voting facility through poll to the shareholders present at the Extra Ordinary General Meeting and who had not cast their vote earlier through remote e-voting facility.
- 6) The shareholders of the company holding shares as on the "cut-off" date of January 27, 2024 were entitled to vote on the resolutions as contained in the notice of the Extra Ordinary General Meeting.
- 7) The voting period for remote e-voting commenced on January 30, 2024 at 09.00 a.m. (IST) and ended on February 01, 2024 at 5.00 p.m. (IST) and NSDL e-voting platform was blocked thereafter.
- 8) As required in the Rules, I unblocked the votes cast through remote e-voting on Friday, February 2, 2024 at around 12.31 p.m. after the completion of voting at the Extra Ordinary General Meeting, in the presence of two witnesses who were not in the employment of the company.
- 9) I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the National Securities Depositories Limited e-voting system.
- 10) I now submit my consolidated report as under on the result of the remote e-voting and polling paper/ballot paper voting at the Extra Ordinary General Meeting in respect of the said resolutions.





**SPECIAL BUSINESS**

**R.H.BHIMANI & ASSOCIATES**  
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**Resolution No.1**

**Increase in Authorised Share Capital of the Company and Alteration of Capital Clause of Memorandum of Association of the Company (Ordinary Resolution)**

Particulars	Remote e-votes		Poll at the EGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	31	2922423	33	99320	64	3021743	100.00
Dissent	-	-	-	-	-	-	0.00
<b>Total</b>	<b>31</b>	<b>2922423</b>	<b>33</b>	<b>99320</b>	<b>64</b>	<b>3021743</b>	<b>100.00</b>
Invalid	-	-	1	6	-	-	-

**Resolution No. 2**

**Issue of Equity Shares on a Preferential basis to the Persons belonging to Promoters Category (Special Resolution)**

Particulars	Remote e-votes		Poll at the EGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	24	2490011	33	99320	57	2589331	100.00
Dissent	-	-	-	-	-	-	0.00
<b>Total</b>	<b>24</b>	<b>2490011</b>	<b>33</b>	<b>99320</b>	<b>57</b>	<b>2589331</b>	<b>100.00</b>
Invalid	-	-	1	6	-	-	-

**Resolution No. 3**

**Issue of Equity Shares on a Preferential basis to the Persons belonging to Non-Promoter Category (Special Resolution)**

Particulars	Remote e-votes		Poll at the EGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	31	2922423	33	99320	64	3021743	100.00
Dissent	-	-	-	-	-	-	0.00
<b>Total</b>	<b>31</b>	<b>2922423</b>	<b>33</b>	<b>99320</b>	<b>64</b>	<b>3021743</b>	<b>100.00</b>
Invalid	-	-	1	6	-	-	-

**Resolution 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 (Special Resolution)**

Particulars	Remote e-votes	Poll at the EGM	Total	Percentage
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	Number	Votes	Number	Votes	Number	Votes	(%)
Assent	31	2922423	33	99320	64	3021743	100.00
Dissent	-	-	-	-	-	-	0.00
<b>Total</b>	<b>31</b>	<b>2922423</b>	<b>33</b>	<b>99320</b>	<b>64</b>	<b>3021743</b>	<b>100.00</b>
Invalid	-	-	1	6	-	-	-

**Resolution No. 5**

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

Particulars	Remote e-votes		Poll at the EGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	11	28377	33	99320	44	127697	100.00
Dissent	-	-	-	-	-	-	0.00
<b>Total</b>	<b>11</b>	<b>28377</b>	<b>33</b>	<b>99320</b>	<b>44</b>	<b>127697</b>	<b>100.00</b>
Invalid	-	-	1	6	-	-	-

**Resolution No. 6**

Approval for investment in Ace Infoway Private Limited (Special Resolution)

Particulars	Remote e-votes		Poll at the EGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	12	29930	33	99320	45	129250	100.00
Dissent	-	-	-	-	-	-	0.00
<b>Total</b>	<b>12</b>	<b>29930</b>	<b>33</b>	<b>99320</b>	<b>45</b>	<b>129250</b>	<b>100.00</b>
Invalid	-	-	1	6	-	-	-

**Resolution No. 7**

Approval for acquiring shares of Ace Infoway Private Limited from Vikram Sanghani & Others (Special Resolution)

Particulars	Remote e-votes		Poll at the EGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	25	1674270	33	99320	58	1773590	100.00
Dissent	-	-	-	-	-	-	0.00
<b>Total</b>	<b>25</b>	<b>1674270</b>	<b>33</b>	<b>99320</b>	<b>58</b>	<b>1773590</b>	<b>100.00</b>
Invalid	-	-	1	6	-	-	-





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**Resolution No. 8**

Approval for acquiring shares of Ace Infoway Private Limited from Sanjay H. Dhamsania. (Special Resolution)

Particulars	Remote e-votes		Poll at the EGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	25	1710495	33	99320	58	1809815	100.00
Dissent	-	-	-	-	-	-	0.00
<b>Total</b>	<b>25</b>	<b>1710495</b>	<b>33</b>	<b>99320</b>	<b>58</b>	<b>1809815</b>	<b>100.00</b>
Invalid	-	-	1	6	-	-	-

**Resolution No. 9**

Approval for acquiring shares of Ace Infoway Private Limited from Pushpaben Kalaria & Others (Special Resolution)

Particulars	Remote e-votes		Poll at the EGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	24	2490011	33	99320	57	2589331	100.00
Dissent	-	-	-	-	-	-	0.00
<b>Total</b>	<b>24</b>	<b>2490011</b>	<b>33</b>	<b>99320</b>	<b>57</b>	<b>2589331</b>	<b>100.00</b>
Invalid	-	-	1	6	-	-	-

**Resolution No. 10**

Approval for acquiring shares of Ace Infoway Private Limited from Vaishali Mehta & Others (Special Resolution)

Particulars	Remote e-votes		Poll at the EGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	31	2922423	33	99320	64	3021743	100.00
Dissent	-	-	-	-	-	-	0.00
<b>Total</b>	<b>31</b>	<b>2922423</b>	<b>33</b>	<b>99320</b>	<b>64</b>	<b>3021743</b>	<b>100.00</b>
Invalid	-	-	1	6	-	-	-

**Resolution No. 11**

Approval for investment in QeNomy Digital LLP (Special Resolution)

Particulars	Remote e-votes	Poll at the EGM	Total	Percentage





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	Number	Votes	Number	Votes	Number	Votes	(%)
Assent	12	29930	33	99320	45	129250	100.00
Dissent	-	-	-	-	-	-	0.00
<b>Total</b>	<b>12</b>	<b>29930</b>	<b>33</b>	<b>99320</b>	<b>45</b>	<b>129250</b>	<b>100.00</b>
Invalid	-	-	1	6	-	-	-

**Resolution No. 12**

**Approval for investment in QeCAD Studio LLP (Special Resolution)**

Particulars	Remote e-votes		Poll at the EGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	12	29930	33	99320	45	129250	100.00
Dissent	-	-	-	-	-	-	0.00
<b>Total</b>	<b>12</b>	<b>29930</b>	<b>33</b>	<b>99320</b>	<b>45</b>	<b>129250</b>	<b>100.00</b>
Invalid	-	-	1	6	-	-	-

11) The electronic data and all other relevant records relating to the e-voting and poll have been handed over to the Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of the EGM.

Thanking you,

For, R.H. Bhimani & Associates  
Chartered Accountants

Rajan Bhimani  
Proprietor



Date: 02<sup>nd</sup> February, 2024

Place: Rajkot

UDIN: 241344098KCKTU6325



**Annexure A**

**R.H.BHIMANI & ASSOCIATES**  
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The e-votes cast on resolutions stated in the notice of Extra Ordinary General Meeting of Ace Software Exports Limited were unblocked in our presence. We are not in the employment of the Company:

Witnesses:

- 1) Name & Address: Pratik Bhimani B 902, R.K. Ambiance, 150 Ft Ring Road, Rajkot

Signature:

- 2) Name & Address: Sapna Bhimani B 902 R.K. Ambiance, 150 Ft Ring Road, Rajkot

Signature: *Sapna Bhimani*





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Scrutinizer's Report  
Form MGT-13

(Pursuant to Section 109 of the Companies Act, 2013 and Rules 21(2) of the Companies (Management and Administration) Rules, 2014.

To,  
The Chairman of Extra Ordinary General Meeting of the members of Ace Software Exports Limited held on 02<sup>nd</sup> February, 2024 at 11.00 a.m. at 801- Everest Commercial Complex, Opp. Shashtri Maidan, Rajkot-360001.

Dear Sir,

- 1) I, Rajan H. Bhimani, Practicing Chartered Accountant, have been appointed as scrutinizer by the Board of Directors of Ace Software Exports Limited (the Company) (CIN: L72200GJ1994PLC022781) for the purpose of Scrutinizing poll taken on the below mentioned resolution(s) at the Extra Ordinary General Meeting of members of the company held on 02<sup>nd</sup> February, 2024 at 11.00 a.m. at 801- Everest Commercial Complex, Opp. Shashtri Maidan, Rajkot-360001, submit my report as under;
- 2) After the time fixed for closing of the poll by the chairman, ballot box kept for polling was locked in my presence with due identification marks place by me.
- 3) The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/ Registrar and Transfer Agents of the Company and the authorizations/proxies lodge with the Company.
- 4) 1 poll paper was invalid.
- 5) The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorized by directors for safe keeping.
- 6) The result of the poll is as under;







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**Resolution No.1**

**Increase in Authorised Share Capital of the Company and Alteration of Capital Clause of Memorandum of Association of the Company (Ordinary Resolution)**

I. Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
33	99320	100

II. Voted in against of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
-	-	-

III. Invalid Votes:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
1	6	-

**Resolution No. 2**

**Issue of Equity Shares on a Preferential basis to the Persons belonging to Promoters Category (Special Resolution)**

I. Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
33	99320	100

II. Voted in against of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
-	-	-

III. Invalid Votes:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
1	6	-

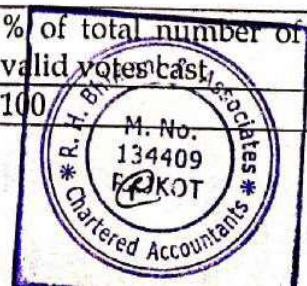
**Resolution No. 3**

**Issue of Equity Shares on a Preferential basis to the Persons belonging to Non-Promoter Category (Special Resolution)**

I. Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
33	99320	100

II. Voted in against of the resolution:





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Number of members voted	Number of votes cast by them	% of total number of valid votes cast
-	-	-

III. Invalid Votes:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
1	6	-

**Resolution 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 (Special Resolution)**

I. Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
33	99320	100

II. Voted in against of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
-	-	-

III. Invalid Votes:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
1	6	-

**Resolution No. 5**

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

I. Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
33	99320	100

II. Voted in against of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
-	-	-

III. Invalid Votes:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
1	6	-





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**Resolution No. 6**

**Approval for investment in Ace Infoway Private Limited (Special Resolution)**

I. Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
33	99320	100

II. Voted in against of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
-	-	-

III. Invalid Votes:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
1	6	-

**Resolution No. 7**

**Approval for acquiring shares of Ace Infoway Private Limited from Vikram Sanghani & Others (Special Resolution)**

I. Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
33	99320	100

II. Voted in against of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
-	-	-

III. Invalid Votes:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
1	6	-

**Resolution No. 8**

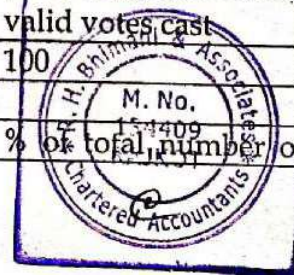
**Approval for acquiring shares of Ace Infoway Private Limited from Sanjay H. Dhamsania. (Special Resolution)**

I. Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
33	99320	100

II. Voted in against of the resolution:

Number of members	Number of votes cast	% of total number of





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voted	by them	valid votes cast
-	-	-

III. **Invalid Votes:**

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
1	6	-

**Resolution No. 9**

**Approval for acquiring shares of Ace Infoway Private Limited from Pushaben Kalaria & Others (Special Resolution)**

I. **Voted in favour of the resolution:**

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
33	99320	100

II. **Voted in against of the resolution:**

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
-	-	-

III. **Invalid Votes:**

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
1	6	-

**Resolution No. 10**

**Approval for acquiring shares of Ace Infoway Private Limited from Vaishali Mehta & Others (Special Resolution)**

I. **Voted in favour of the resolution:**

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
33	99320	100

II. **Voted in against of the resolution:**

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
-	-	-

III. **Invalid Votes:**

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
1	6	-

**Resolution No. 11**

**Approval for investment in QeNomy Digital LLP (Special Resolution)**





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I. Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
33	99320	100

II. Voted in against of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
-	-	-

III. Invalid Votes:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
1	6	-

**Resolution No. 12**

**Approval for investment in QeCAD Studio LLP (Special Resolution)**

I. Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
33	99320	100

II. Voted in against of the resolution:

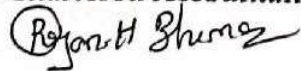
Number of members voted	Number of votes cast by them	% of total number of valid votes cast
-	-	-

III. Invalid Votes:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
1	6	-

Thanking you,

For, R.H. Bhimani & Associates  
Chartered Accountants



Rajan Bhimani  
Proprietor

Date: 02-02-2024

Place: Rajkot

