TWENTY FOURTH ANNUAL REPORT 2017-18

Ace Software Exports Limited

ACE SOFTWARE EXPORTS LIMITED

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

CORPORATE INFORMATION

Board of Directors:

Vikram B. Sanghani
Joint Managing Director
Sanjay H. Dhamsania
Joint Managing Director
Dharmsibhai R. Vadaliya
Independent Director
Vimal L. Kalaria
Independent Director
Pratik C. Dadhaniya
Independent Director
Dhara S. Shah
Independent Director

Jyotin B. Vasavada
Chief Financial Officer

CS Jayram K. Vachhani
Company Secretary

Statutory Auditors:

H.B. Kalaria & Associates,
Chartered Accountants,
Rajkot

Secretarial Auditor:

CS Hemali S. Patel
Practicing Company Secretary
Rajkot

Internal Auditor:

Mr. Dipak Dave

Bankers

Bank of Baroda
HDFC Bank Ltd.
Axis Bank Ltd.

Registrar & Share Tarnsfer Agents :

M/s. Link Intime India Pvt. Ltd.
5th Floor, 506 to 508, Amarnath Business Centre - 1(ABC-1),
Beside Gala Business Centre, Nr. St. Xavier's College Corner,
Off C G Road, Ellisebridge,
Ahmedabad - 380 006.
Tel. : 079-26465179
Email : ahmedabad@linkintime.co.in

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NOTICE Of the Annual General Meeting

Notice is hereby given that the Twenty Fourth Annual General Meeting of Company will be held on Saturday, August 11, 2018 at 11.00 a.m.at 801, Everest Commercial Complex, Opp. Shashtri Maidan, Rajkot-360001, Gujarat, to transact following businesses:

ORDINARY BUSINESS

Item No. 1. Adoption of Financial Statements

To consider and adopt:

(a) the audited financial statements of the Company for the financial year ended March 31, 2018, the reports of the Board of Directors and Auditors thereon; and

(b) the audited consolidated financial statements of the Company for the financial year ended March 31, 2018.

Item No. 2. To appoint a Director in place of Vikram B. Sanghani (DIN: 00183818), who retires by rotation and, being eligible, seeks re-appointment.

Item No. 3. To appoint a Director in place of Sanjay H. Dhamsania (DIN: 00013892), who retires by rotation and, being eligible, seeks re-appointment.

SPECIAL BUSINESS

4.Approval of Investment made in ACE NATURE CURE LLP (LLPIN: AAM-8450).

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

"RESOLVED THAT, pursuant to the provisions of section 186 and any other relevant provisions of the Companies Act, 2013 read with the relevant rules therein (including any statutory modification(s) or re-enactment thereof for the time being in force) investment made by the company in ACE NATURE CURE LLP (LLPIN: AAM-8450) (details of which more specifically provided in the explanatory statements annexed to the Notice convening this Meeting), being controlled entity/subsidiary, dealing in the business of wellness center, nature cure, naturopathy and related matters, be and is hereby ratified/approved by the members of the Company."

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all the acts, things and deeds necessary in this regard, including to amend terms and conditions of agreements entered into by partners of ACE NATURE CURE LLP, whenever required."

5.Advance loan to, or give guarantee or provide any security in connection with any loan taken by, ACE NATURE CURE LLP(LLPIN: AAM-8450), being subsidiary/controlled entity

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

"RESOLVED THAT, pursuant to the provisions of sub section 2 of Sections 185 of Companies Act, 2013 (as amended by Companies (Amendment) Act, 2017) read with section 186 of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to approval of Audit Committee and Board of Directors of the Company, approval of the members of the Company be and is hereby accorded for advance loan to ACE NATURE CURE LLP (LLPIN: AAM-8450) upto **Rs. 10 Cr. (Rupees Ten Crore)** or to give guarantee or provide any securities in connection with any loan taken by ACE NATURE CURE LLP (LLPIN: AAM-8450) from financial institutions/banks/insurance companies/other investing agencies or any other person(s)/bodies corporate **upto Rs. 10 Cr. (Rupees Ten Crore)**."

RESOLVED FURTHER THAT accord of the members be and is hereby given to the board to take all such steps as may be necessary, proper and expedient to give effect to this resolution, including the powers conferred (by this Resolution) to create such charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations created/proposed to be created by the Company, on such movable and immovable properties, both present and future, and in such manner as the Board may deem fit, in favour of all or any of the financial institutions/banks/insurance companies/ other investing agencies/trustees for holders of debentures/bonds/other instruments which may be issued to and subscribed by all or any of the financial institutions/banks/insurance companies/other investing agencies or any other person(s)/bodies corporate by way of private placement or otherwise to secure Rupee/foreign currency loans, debentures, bonds or other instruments (hereinafter collectively referred to as "Loans")provided that the total amount of Loans together with interest thereon at the respective agreed rates, additional interest, compound interest, liquidated damages, commitment charges, premia on pre-payment or on redemption, costs, charges, expenses and all other moneys payable by the Company to the aforesaid parties or any of them under the agreements/arrangements entered into/ to be entered into by the Company in respect of the Loans taken by ACE NATURE CURE LLP (LLPIN: AAM-8450),shall not at any time exceed the limit of **Rs. 10 crore (Rupees Ten crore)**."

6. Advance loan to, or give guarantee or provide any security in connection with any loan taken by, Ace Riverside Private Limited (CIN:U45201GJ2011PTC068448)

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

"RESOLVED THAT, pursuant to the provisions sub section 2 of Sections 185 of Companies Act, 2013 (as amended by Companies (Amendment) Act, 2017) read with section 186 of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to approval of Audit Committee and Board of Directors of the Company, approval of the members of the Company be and is hereby accorded for advance loan to Ace Riverside Pvt. Ltd. upto **Rs. 10 Cr. (Rupees Ten Crore)** or to give guarantee or provide any securities in connection with any loan taken by Ace Riverside Pvt. Ltd. from financial institutions/banks/insurance companies/other investing agencies or any other person(s)/bodies corporate **upto Rs. 10 Cr. (Rupees Ten Crore)**."

RESOLVED FURTHER THAT accord of the members be and is hereby given to the board to take all such steps as may be necessary, proper and expedient to give effect to this resolution, including the powers conferred (by this Resolution) to create such charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations created/proposed to be created by the Company, on such movable and immovable properties, both present and future, and in such manner as the Board may deem fit, in favour of all or any of the financial institutions/banks/insurance companies/ other investing agencies/trustees for holders of debentures/bonds/other instruments which may be issued to and subscribed by all or any of the financial institutions/banks/insurance companies/other investing agencies or any other person(s)/bodies corporate by way of private placement or otherwise to secure Rupee/foreign currency loans, debentures, bonds or other instruments (hereinafter collectively referred to as "Loans") provided that the total amount of Loans together with interest thereon at the respective agreed rates, additional interest, compound interest, liquidated damages, commitment charges, premia on pre-payment or on redemption, costs, charges, expenses and all other moneys payable by the Company to the aforesaid parties or any of them under the agreements/arrangements entered into/ to be entered into by the Company in respect of the Loans taken by Ace Riverside Pvt. Ltd., shall not at any time exceed the limit of **Rs. 10 crore (Rupees Ten Crore)**."

7. Approval of agreements to be executed by ACE NATURE CURE LLP (LLPIN: AAM-8450) with Related Party/ies

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

"RESOLVED THAT pursuant to section 188 of the Companies Act, 2013 read with rules therein,(including any statutory modification(s) or re-enactment thereof for the time being in force), approval of members be and is hereby given to enter into/ execute lease agreement/s, service agreements, leave and license agreement or any other agreements (hereinafter collectively referred to as 'the agreements') (more specifically provided in the explanatory statements annexed to the Notice convening this Meeting) to be executed by **ACE NATURE CURE LLP (LLPIN: AAM-8450)**, being subsidiary/controlled entity, with Related Party/ies.

"RESOLVED FURTHER THAT board of directors of the company be and is hereby authorized to do all the acts, things and deeds necessary to give effect of the above resolutions, including the authority to alter the terms and conditions of the agreements, whenever required."

8. Development Agreement, Purchase of / investment in or take on lease, the land and/ or building proposed to be constructed on land owned by Ace Technologies (Firm), being related party.

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

"RESOLVED THAT pursuant to section 188 of the Companies Act, 2013 read with rules therein,(including any statutory modification(s) or re-enactment thereof for the time being in force), approval of members be and is hereby given to Development agreement for, purchase of/investment in or take on lease, the land and/or building proposed to be constructed on land measuring 686.77 Square Meter, located at "Karnavati Park", Plot no.7, Revenue survey no. 77, Village Virda (Vajdi), District Rajkot (hereinafter referred to as "the property") owned by Ace Technologies (firm), at the price which shall be determined at fair market value."

"RESOLVED FURTHER THAT board of directors be and is hereby authorized to do all the acts, things and deeds necessary to give effect of the above resolutions, including the powers to enter into agreements/contracts with M/s Ace Technologies for development of, purchase of or take on lease the said property and determine the terms and conditions in this regards."

By Order of the Board of Directors
Jayram K. Vachhani
Company Secretary & Compliance Officer
July 07, 2018
Reg. Off. 801, " Everest", Opp. Shashtri Maidan, Rajkot-360001 (Gujarat)
Phone: 0281- 2226097, Fax: 02812232918, Email: Investorinfo@acesoftex.com
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Notes:

1. The Statement pursuant to section 102(1) of the Companies Act, 2013 with respect to the special business set out in the Notice is annexed.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE "MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting.
   A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
3. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice under **Note No. 20.** The Company will also send communication relating to remote e-voting which *inter alia* would contain details about User ID and password along with a copy of this Notice to the members, separately.
4. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
5. In terms of Section 152 of the Companies Act, 2013, Vikram B. Sanghani (DIN: 00183818) and Sanjay H. Dhamsania (DIN: 00013892), Directors, retire by rotation at the Meeting and being eligible, offer themselves for reappointment. The Board of Directors of the Company commends their respective re-appointments.
6. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
7. 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.
8. Relevant documents referred to in the accompanying Notice and the Statement is open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.
9. The Company has notified closure of Register of Members and Share Transfer Books from **Monday, August 06, 2018 to, Saturday, August 11, 2018 (both days inclusive).**
10. Members who holds share in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Link Intime India Pvt. Ltd. for consolidation into a single folio.

11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company /RTA
12. Non-Resident Indian Members are requested to inform Link intime India Pvt. Ltd. at its Ahmedabad Branch office situated at 5TH Floor, 506 TO 508, Amarnath Business Centre – 1 (ABC-1),Beside Gala Business Centre, Nr. St. Xavier's College Corner,Off C G Road, Elliesebridge, Ahmedabad - 380006., immediately of:
(a) Change in their residential status on return to India for permanent settlement.
(b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
13. Members who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
14. Members are further requested to send all their communication relating to the share registry work to the Share transfer and Registrar Agent of the Company M/s Link Intime India Pvt. Ltd. at its Ahmedabad Branch office situated at 5TH Floor, 506 TO 508, Amarnath Business Centre – 1 (ABC-1),Beside Gala Business Centre, Nr. St. Xavier's College Corner, Off C G Road, Elliesebridge, Ahmedabad - 380006.
15. All the statutory registers under Companies Act, 2013 will be available for inspection by the members at the AGM.
16. Members may also note that the notice of the 24th AGM and the Annual Report 2018 will be available on the Company's website, www.acesoftex.com. The Physical copies of the aforesaid documents will also be available at the Company's registered office for inspection during normal business hours on working days. Members who require communication in physical form in addition to e-communication, or have any other queries, may write to us at investorinfo@acesoftex.com.
17. Members who hold shares in dematerialized form are requested to write their client id and DP id numbers and those who hold shares in physical form requested to write their folio number in Attendance Slip for attending the meeting.
18. Members are advised to refer to the information provided in the Annual Report.
19. Additional information, pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of the directors seeking appointment/ re-appointment at the AGM, is furnished as annexure to the notice. The directors have furnished consent/declaration for their appointment / re-appointment as required under the Companies Act, 2013 and the Rules framed there under.
20. **The instructions for e-voting are as under:**
Voting through electronic means
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 24th Annual General Meeting (AGM) 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 AGM ("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 AGM 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 AGM may also attend the AGM but shall not be entitled to cast their vote again.
IV. The remote e-voting period commences on **7th August, 2018 (9:00 am)** and ends on **10th August, 2018 (5:00 pm).** During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **04th August, 2018,** may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
V. The process and manner for remote e-voting are as under:
A. Instructions
Step 1: Login to NSDL e-Voting system at https://www.evoting.nsdl.com/
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 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password 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 IDfollowed by 8 DigitClient ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID isIN300***12******.
b) For Members who hold shares in demat account withCDSL.	16 Digital Beneficiary ID For example if your Beneficiary ID is 12************** then your user ID is 12**************
Manner of holding shares i.e. Demat(NSDL or CDSL) or Physical	Your User ID is:
c) For Members holding sharesin Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 107056 then USER ID is 107056001***

5. Your password details 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 'initial password' and 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, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "initial password" or have forgotten your password:
   a. Click on "Forget User Details/Password?" (if you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
   b. Physical User Reset Password? (If you are holding shares in physical mode) option available on 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 mentioning your demat account number/folio number, your PAN, your name and your registered address.
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
1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, Click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select EVEN of Ace Software Exports Ltd.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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 promoted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can take the printout of votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
9. It is strongly recommended not to share your password with any person. Login to e-Voting website will be disabled upon five unsuccessful attempts to key in the correct password.

B. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

C. 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to rajan_bhimani@yahoo.com with a copy marked to evoting@nsdl.co.in

D. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.

VI. 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 **04th August, 2018.**

VII. 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. **04th August, 2018.**, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or RTA (Link Intime India Pvt. Ltd.) at Ahmedabad@linkintime.co.in

VIII. 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 AGM through ballot paper.

IX. 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.

X. The Chairman shall, at the AGM, 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 “Poling Paper” for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

XI. 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 three days of the conclusion of the AGM, 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.

XII. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company 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.

21. Information required under Regulation 36(3) of the SEBI (LODR) Regulation, 2015 with respect to the Directors retiring by rotation and being eligible seeking re-appointment is as under;

Name of Director	**Mr. Vikram B. Sanghani**
Director Identification Number	00183818
Brief resume of the Director including nature of expertise in specific functional areas	Mr. Sanghani has been leading the ACE group since 1992. He is one of the founder promoters of the Company and is associates with the Company since inception, he has through foresight and visionary approach, coupled with sound understanding of the Software industries & financial issues, has led the company to the path of growth. Prior to working with the Company, Mr. Sanghani worked at ICICI Ltd, where he was part of the Resources team. At ICICI, he dealt with Chase Manhattan, S G Warburg, and Bank of Tokyo, among many other leading international banks. Mr. Sanghani has spearheaded Ace’s Indian operations, nurturing them from inception to the efficient and profitable businesses that they are today. He is also actively engaged in social and charitable activities and has executed exceptionally large projects, including a dam that provides clean water to 100,000 disadvantaged people. Mr. Sanghani has an MBA from the Bajaj Institute of Mumbai.
No. of shares held in the Company*	
Individual capacity	5, 43,773
#Jointly / other capacity	8, 67, 954

Name of Director	**Mr. Sanjay H. Dhamsania**
Director Identification Number	00013892
Brief resume of the Director including nature ofexpertise in specific functional areas	Mr. Sanjay Dhamsania has been leading the ACE group since 1992. Mr. Dhamsania played a key role in setting up a production facility at Rajkot, India. He manages the Rajkot facility, and has one of the most experienced and talented pools of people in the organization. Additionally, he was instrumental in formulating ACE’s key production system and processes, which later became part of the foundation of the conversion process. Mr. Dhamsania holds a Masters Degree in Computer Science from the US. Before returning to India, he worked in the US for two years in a Washington D.C firm. Because of his US experience, he has been able to integrate the requirements of US clients with local talent, to consistently meet quality and delivery standards.
No. of shares held in the Company*	
#Jointly / other capacity	9,37,752

*** Position as on 31.03.2018**

 # Jointly with others as a first/second/third holder and on behalf of HUF

Terms and conditions of appointed as joint Managing Directors will be the same as approved by the members in the 20th AGM of the company and terms of remuneration will be as per the resolution passed in the 23rdAGM**.**

Both the directors are holding the directorship since the incorporation of the company.

No. of Board Meeting attended, Directorship held in other companies and Membership in the various committees are given in the Director’s Report.

22. In accordance with the amendments to Regulation 40 of Listing Regulations, to be made effective later, the Securities and Exchange Board of India (SEBI) has revised the provisions relating to transfer of listed securities and has decided that requests for effecting transfer of listed securities shall not be processed unless the securities are held in dematerialized form with a Depository (National Securities Depository Limited and Central Depository Services (India) Limited). This measure is aimed at curbing fraud and manipulation risk in physical transfer of securities by unscrupulous entities. Transfer of securities only in demat form will improve ease, facilitate convenience and safety of transactions for investors. Members holding shares in physical form are requested to convert their holding(s) to dematerialized form to eliminate all risks associated with physical shares.

EXPLANATORY STATEMENT

As required by Section 102 of the Companies Act, 2013 (the Act), the following Explanatory Statement sets out all material facts relating to the business mentioned under Item No.4,5,6 7 and 8 of the accompanying notice.

ITEM 4

The Board of directors of the company (‘Board’) and Audit committee at the meeting held on 26th April, 2018 approved the investment in/incorporation of LLP, being controlled entity/ subsidiary, business of which would be in the field of nature cure, naturopathy, wellness center and related activities. Approval of members had already been taken through postal ballot on 28th September, 2015, for loan, investments, Security and Corporate Guarantee limit of the Company under section 186 of the Companies Act, 2013 to any person or in other bodies corporate as the case may be, up to Rs. 30 Crore (Rupees Thirty Crore). Further, provisions of regulations 23 of SEBI (Listing Obligations and Disclosure Requirements), 2015 is not applicable to your company and the investment made in ACE NATURE CURE LLP, subsidiary of the company, does not fall under section 188 of the Companies Act, 2013 read with rules therein.

As the approval of members had already been taken under section 186 of the Companies Act, 2013 and board has been authorized to invest upto Rs. 30 Crore (Rupees Thirty Crore), no fresh approval in this regards required, however for better corporate governance, your directors seek approval/ratification of investments made in Ace Nature Cure LLP by way of special resolution.

Brief details of ACE NATURE CURE LLP.

Name of entity	ACE NATURE CURE LLP
LLPIN:	AAM-8450
Date of Incorporation	June 21,2018
Capital Contribution	Rs. 7 Crore
Investment by Ace Software Exports Limited	Rs. 4.06 Crore
% of capital contribution by Ace Software Exports Limited	58%
Investment by other partners (belongs to the promoter group)	17%
% of capital contribution by other partners	25%
Business	Wellness Center, Nature cure and Naturopathy treatment and related activities.

Investment in ACE NATURE CURE LLP will diversify the fund of the company for better returns. Looking at the better market opportunity in the field of nature cure, naturopathy, wellness center and related activities, your board approved the investment in ACE NATURE CURE LLP.

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 Board of Directors recommends Special Resolution.

Item 5 and 6:
Pursuant to Section 185 of Companies Act, 2013 (as amended by Companies (Amendment) Act, 2017), a company may advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the director of the company is interested, after passing a special resolution in general meeting.
The Board of directors of the company ('Board') and Audit committee at the meeting held on 07th July, 2018 approved to advance loan to, or give guarantee or provide any security in connection with any loan taken by, Ace Nature Cure LLP and Ace Riverside Private Limited upto Rs. 10 Crore each, subject to the approval of the same by members at the Annual General Meeting.
Details of proposed loan:

Name	Applicable provisions- Explanation of Section 185 (2) of Companies Act, 2013 (as amended)	Loan amount(In Rs.)
Ace Nature Cure LLP ('LLP')	(*a*) any body corporate at a general meeting of which not less than twenty-five per cent. of the total voting power may be exercised or controlled by any such director, or by two or more such directors, together; or (*b*) any body corporate, the Board of directors, managing director or manager, whereof is accustomed to act in accordance with the directions or instructions of the Board, or of any director or directors, of the lending company	10 Crore
Ace Riverside Pvt. Ltd.	a) any private company of which any such director is a director or member	10 Crore

Proposed loan shall be at the interest rate of prevailing market rate and shall be used by the borrowing company/LLP for its principal business activities only.
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 Board of Directors recommends Special Resolution.
Item 7:
Ace Nature Cure LLP ('the LLP') for its business purpose requires certain services like;
1) To take land and residential apartments/flats on lease or leave and license basis;
2) Maintenance service for such properties or properties constructed on the lease hold land;
3) Security services;
4) Technical consultancy services;
5) Management services; and
6) Any other related services.
The Board of directors of the company ('Board') and Audit committee at the meeting held on 07th July, 2018, after considering the aforesaid requirement, approved to execute the lease agreement, leave and license agreement, maintenance agreement and various services agreements as mentioned above (hereinafter referred to as 'agreements') by Ace Nature Cure LLP with related parties.
Brief details of related party and proposed agreements;

Sr.no.	Lessor/Licensor/Service provider	Proposed agreements	Nature of relation with Ace Nature Cure LLP	Rent/Service amount
1.	Ace Software Exports Limited	Technical/Management/Other Services/lease/leave and license agreement	Holding Company	Rent/ lease and service charges/ amount will be at arms' length basis and will be altered from time to time based on the fair market value/ market conditions.
2.	Ace Riverside Pvt. Ltd.	lease/leave and license agreement	Directors/members of the company are partners in the LLP	
3.	Ace Technologies	Service/lease/leave and license agreement	Note-1	
4.	ARPL Bungalows	lease/leave and license agreement		
5.	Ace Estate Management Services	Maintenance/service agreement		

Note-1:- Executive Directors of the Ace Software Exports Limited are promoters/one of the promoters of the Lessor/Licensor/Service provider Entities/Firms.
Except the proposed transactions between the Ace Software Exports Limited and Ace Nature Cure LLP, none of the above transactions/agreements requires approval under section 188 read with section 2(76) of the Companies Act, 2013, further the LLP is incorporated under the Limited Liability Partnership Act, 2008, provisions of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the amendments thereof are not applicable to it, however being the controlled entity/subsidiary of your company and for better corporate governance board of directors decided to take approval of members for the aforesaid agreements.
Rent amount, service charges and any other terms and conditions of the agreements (including the amendments therein, whenever required) shall be at the arms' length basis. Tenure of the agreements will be determine as per the requirements of both the parties which can be extended/renewed/cancelled mutually on such terms and conditions as may be determine by both the parties.
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 Board of Directors recommends Ordinary Resolution.
Item 8
The Board of directors of the company ('Board') and Audit committee at the meeting held on 07th July, 2018 approved to enter into a development agreement, or purchase of / investment in or take on lease, the land and/or building proposed to be constructed on land owned by Ace Technologies (Firm) being related party, for office premises, details of the properties is provided hereunder;

Owned by Proposed developer	Ace Technologies (Firm)
Land Size	686.77 Square Meter
Land location	"Karnavati Park", Plot no.7, Revenue survey no. 77, Village Virda (Vajdi), District Rajkot.
Price consideration	At fair market value

Ace Technologies (Firm) is dealing in the real estate business and owner and developer of the property mentioned above. Your company wishes to set up new office premises at the said property and proposes to enter into agreement/contract with Ace Technologies for development of /purchase of/ take on lease said property.
Pursuant to section 188 of the Companies Act, 2013 read with rules therein (including any amendments thereof) your Board proposed this agenda for your approval.
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 Board recommends Ordinary Resolution.

By Order of the Board of Directors
Jayram K. Vachhani
Company Secretary& Compliance Officer
July07, 2018
Reg. Off. 801, " Everest", Opp. Shashtri Maidan, Rajkot-360001 (Gujarat)
Phone: 0281- 2226097, Fax: 02812232918, Email: Investorinfo@acesoftex.com
CIN: L72200GJ1994PLC022781, Website: www.acesoftex.com

DIRECTORS' REPORT

Dear Members,

Your directors are pleased to present the Twenty Fourth Annual Report and the Company's audited financial statement for the financial year ended March 31, 2018.

FINANCIAL PERFORMANCE

The Company's financial performance, for the year ended March 31, 2018 is summarized below;

(Rs. Lacs)

Sr. No.	Particulars	Standalone		Consolidated	
		2017-18	2016-17	2017-18	2016-17
1.	Revenue from operation	871.08	843.14	871.28	843.31
2.	Other income	112.22	70.64	102.78	82.71
3.	Total Revenue	983.30	913.78	974.06	926.02
4.	Depreciation & Amortization	28.21	30.98	31.65	37.58
5.	Employee Benefit expenses	275.13	245.14	275.13	245.14
6.	Finance Cost	1.45	1.17	1.45	1.17
7.	Other expenses	555.08	500.70	557.74	505.47
8.	Profit/(loss) before tax (PBT)	128.23	123.08	112.89	123.96
9.	Taxation	8.67	20.11	9.57	20.14
10.	Profit/(loss) After Tax(PAT)	119.56	102.97	103.32	103.82

During the financial year 2017-18, revenue from operations on standalone basis increased to Rs. 871.08 lacs as against Rs. 843.14 lacs in previous year- a growth of 3.31%

On a consolidated basis, the group achieved revenue of Rs. 871.28 lacs as against Rs. 843.31 lacs in previous year- a growth of 3.31%.

TRANSFER TO RESERVES:

The Company has not transferred any sum to the General Reserves.

DIVIDEND:

With a view to plough back profit of the year and in order to conserve resources for operational purposes, the board of directors of your company does not recommend any dividend for the year.

CONSOLIDATED FINANCIAL STATEMENTS:

As per Regulation 33 of the Securities and Exchange Board Regulations, 2015 (hereinafter referred to as "Listing Regulations") and applicable provisions of the Companies Act, 2013 read with the Rules issued there under, the Consolidated Financial Statements of the Company for the financial year 2017-18 have been prepared in compliance with applicable Accounting Standards and on the basis of audited financial statements of the Company and its subsidiaries, as approved by the respective Board of Directors.

The Consolidated Financial Statements together with the Auditors' Report form part of this Annual Report.

MATERIAL CHANGES AND COMMITMENTS:

There have been no material changes and commitments affecting the financial position of the Company between the end of the financial year and till the date of this Report, which affect the financial position of the Company. There has been no change in the nature of business of the Company.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS:

No significant and material orders passed by the regulators or courts or tribunals impacting going concern status and Company's operations in future.

FIXED DEPOSITS/DETAILS OF DEPOSIT

The Company has not accepted any fixed deposits under chapter V of companies Act, 2013 and, as such, no amount of principal or interest was outstanding as of the Balance Sheet date.

EXTRACTS OF ANNUAL RETURNS:

Pursuant to Section 134(3) (a) of Companies Act, 2013, extract of the annual return is appended as ***Annexure-1*** to the Board's Report.

BOARD OF DIRECTORS AND MEETING:

Name of Directors Founder and Executive/Director	Designation	Age	Qualification	Other Directorship in company	Membership of Committee in other Public Limited Companies
Mr. Vikram B. Sanghani DIN: 00183818	Jt. Managing Director	55	MBA (Finance)	Ace Infoworld Pvt. Ltd. Ace Infoway Pvt. Ltd Ace Computer Education Pvt. Ltd. Everest Office Owners Asso. Pvt. Ltd. Ace Riverside Pvt. Ltd. Neorajkot Foundation	-
Mr. Sanjay H. Dhamsania DIN: 00013892	Jt. Managing Director	56	MS (Computer Science)	Ace infoworld Pvt. Ltd. Ace Infoway Pvt. Ltd Ace Computer Education Pvt. Ltd. Everest Office Owners Asso. Pvt. Ltd. Ace Riverside Pvt. Ltd.	-
Independent & Non Executive Director	**Designation**	**Age**	**Qualification**	**Other Directorship**	
Mr. Pratik C. Dadhania DIN: 02931106	Director	46	Graduate in Architecture	-	-
Mr. Vimal L. Kalaria DIN : 00029395	Director	45	Post Graduate Diploma in Finance	-	-
Mr.Dharamshibhai R. Vadalia DIN : 00015165	Director	66	Under Graduate	Dipak Agro Oil Mill Pvt. Ltd. Ace Infoworld Pvt. Ltd.	-
Ms. Dhara S. Shah DIN: 06983857	Director	29	B.Com, CS, LL.B	Mayur Floorings Limited Vishal Fabrics Limited Toyam Industries Limited	**Vishal Fabrics Ltd. & Mayur Floorings Ltd.** Audit Committee, Nomination and Remuneration Committe, Stake holder Relationship Committee, **Toyam Industries Limited** Nomination and Remuneration Committe

Five board meetings were held during the year ended on March 31, 2018. These were held on May 29, 2017, August 11, 2017, September 23, 2017, November 14, 2017, and February 14, 2018.

Name of Directors	Designation	No. of Meetings		Whether attended last AGM held on September 23, 2017
		Held	Attended	
Vikram B.Sanghani	Jt. Managing Director	5	4	Yes
Sanjay H. Dhamsania	Jt. Managing Director	5	4	No
Vimal L. Kalaria	Independent Director	5	5	Yes
Dharamshi R. Vadalia	Independent Director	5	5	Yes
Pratik C. Dadhania	Independent Director	5	5	Yes
Dhara Shah	Independent Director	5	5	Yes

Pursuant to Schedule IV of the Companies Act, 2013 and the Rules made thereunder, the independent directors of the Company shall hold at least one meeting in a year, without the attendance of non independent directors and members of the Management. All the independent directors of the Company shall strive to be present at such meetings. The meeting shall review the performance of non independent directors and the Board as a whole; review the performance of the chairman of the Board, taking into account the views of the executive directors and non-executive directors; assess the quality, quantity and timeliness of flow of information between the Management and the board that is necessary for it to effectively and reasonably perform its duties.
Meeting of Independent Directors was held on March 17, 2018.
Terms and conditions of appointment of Independent directors uploaded on the website of the company.
http://acesoftex.com/uploads/Independent-Director/Brief%20Profile%20and%20Terms%20and%20Conditions%20of%20appointment.pdf

COMMITTEE:

Audit committee:

The Committee's composition and terms of reference are in compliance with provisions of Section 177 of the Companies Act, 2013 and Regulation 18 of the Listing Regulations. Members of the Audit Committee possess requisite qualifications.
Four meetings of Audit Committee were held during the year ended on March 31, 2018. These were held on May 29, 2017, August 11, 2017, November 14, 2017 and February 14, 2018.

Name	Designation	No. of Meetings	
		Held	Attended
Vimal Kalaria **(Non-Executive Independent Director)**	Chairman	4	4
Dharamshi Vadalia **(Non-Executive Independent Director)**	Member	4	4
Pratik Dadhania **(Non-Executive Independent Director)**	Member	4	4

Nomination and Remuneration Committee (NRC) :

The Committee's composition and terms of reference are in compliance with provisions of the Companies Act, 2013, Regulation 19 of the Listing Regulations. NRC identifies persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and carries out evaluation of every director's performance and works as per the policy formulated thereof.
Four meetings were held during the year ended on March 31, 2018. These were held on May 29, 2017, August 11, 2017, November 14, 2017 and February 14, 2018.

Name	Designation	No. of Meetings	
		Held	Attended
Vimal Kalaria **(Non-Executive Independent Director)**	Chairman	4	4
Dharamshi Vadalia **(Non-Executive Independent Director)**	Member	4	4
Pratik Dadhania **(Non-Executive Independent Director)**	Member	4	4

Details of Remuneration paid to executive directors, independent directors and KMPs during the year is given under the Annexure -1 (Extract of Annual Return)

Stakeholders Relationship Committee

The Committee's composition and terms of reference are in compliance with provisions of the Companies Act, 2013 and Regulation 20 the Listing Regulations. Constituted for considering and resolving grievances of security holders and dissemination of information to shareholders
Four meetings were held during the year ended on March 31, 2018. These were held on May 29, 2017, August 11, 2017, November 14, 2017 and February 14, 2018.

Name	Designation	No. of Meetings	
		Held	Attended
Dharamshi Vadalia **(Non-Executive Independent Director)**	Chairman	4	4
Pratik Dadhania **(Non-Executive Independent Director)**	Member	4	4
Vikram Sanghani **(Executive Director)**	Member	4	3
Sanjay Dhamsania **(Executive Director)**	Member	4	4

AUDITORS

STATUTORY AUDITOR

H. B. Kalaria & Associates, Chartered Accountants (Firm Reg. no. 104571W) appointed as Auditors of the Company, for a term of 5 (five) consecutive years, at the Annual General Meeting held on September 23, 2017. They have confirmed that they are not disqualified from continuing as Auditors of the Company.
The Notes on financial statement referred to in the Auditors' Report are self-explanatory and do not call for any further comments. The Auditors' Report does not contain any qualification, reservation, adverse remark or disclaimer.

SECRETARIAL AUDITOR

Hemali S. Patel, Practicing Company Secretaries, was appointed to conduct the secretarial audit of the Company for the financial year 2017-18, as required under Section 204 of the Companies Act, 2013 and Rules there under.
The secretarial audit report for FY 2017-18 forms part of the Annual Report as ***Annexure-2*** to the *Board's report*. The Auditors' Report does not contain any qualification, reservation or adverse remark.

REPORTING OF FRAUDS BY AUDITORS

During the year under review, the Statutory Auditors and Secretarial Auditors have not reported any instances of frauds committed in the Company by its officers or employees to the Audit Committee under section 143(12) of the Companies Act, 2013 details of which needs to be mentioned in this Report.

SUBSIDIARIES:

During the year, the Board of Directors ('the Board') reviewed affairs of the subsidiaries. In accordance with section 129 (3) of the Companies Act, 2013, we have prepared consolidated financial statements of the company and all its subsidiaries, which form part of the Annual Report. Further, a statement of our subsidiaries containing the salient features of the financial statement of our subsidiaries in the prescribed format AOC-1 is appended to the consolidated financial statements and hence not repeated here for the sake of brevity. Further, pursuant to the provisions of section 136 of the Act, the financial statements along with relevant documents and separate audited accounts in respect of subsidiaries, are available on the website of the company.

Further the Company has adopted a Policy in line with the requirements of the Listing Regulations. The objective of this policy is to lay down criteria for identification and dealing with material subsidiaries and to formulate a governance framework for subsidiaries of the Company. The policy on Material Subsidiary is available on the website of the Companyhttp://acesoftex.com/uploads/Policies/Policy%20on%20Material%20Subsidiary.pdf

On 24th September, 2016, members of the company passed the special resolution for striking off/sale/ disposed of following wholly controlled LLPs;

1) Aspire Exim LLP
2) Citizen Solutions LLP
3) Cosmos Services LLP
4) Jubilant Exim LLP
5) Rajkot Computer Education LLP
6) Speedwell Engineers LLP

All the above LLPs have not commenced business.

Application for strike off of following two LLPs filed with Registrar of Companies, Gujarat and notice under Rule 37(3) of the LLP Rules, 2009 has been issued for both these LLPs on 26.05.2018.Both these LLPs have been struck off and stand dissolved on 26th May, 2018.

1) Aspire Exim LLP
2) Citizen Solutions LLP

SECRETARIAL STANDARDS

The Directors state that applicable Secretarial Standards, i.e. SS-1 and SS-2, relating to 'Meetings of the Board of Directors' and 'General Meetings', respectively, have been duly followed by the Company.

DECLARATION BY INDEPENDENT DIRECTORS:

The Company has received necessary declaration from each independent director under Section 149(7) of the Companies Act, 2013, that he/she meets the criteria of independence laid down in Section 149(6) of the Companies Act, 2013 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the year, the non-executive directors of the Company had no pecuniary relationship or transactions with the Company, other than the sitting fees for the purpose of attending meetings of the Company.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

Loans, guarantees and investments covered under Section 186 of the Companies Act, 2013 form part of the notes to the financial statements provided in this Annual Report.

Brief details of loans given during the financial year 2017-18;

Name	Amount(In Rs.)	Purpose	Interest rate
Divyesh Babulal Aghera	10 00 000/-	For business purpose	At a prevailing rate
Sheetal Aghera	10 00 000/-	For business purpose	At a prevailing rate
Divyesh Babulal Aghera- HUF	10 00 000/-	For business purpose	At a prevailing rate
Dee India Overseas	10 00 000/-	For business purpose	At a prevailing rate

None of the above parties covered under section 184, 185 and 189 of the Companies Act, 2013.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

The particulars relating to conservation of energy, technology absorption, foreign exchange earnings and outgo, as required to be disclosed under the Act, are as under;.

(A) Conservation of energy

- the Steps taken or impact on conservation of energy

Company is ever mindful of the need for energy conservation, not only as a method of cost reduction, but also because it is a global imperative. We have ensured that the following measures are institutionalized across all our facilities:

i. Optimal cooling of work areas and data centers.
ii. Switching off computers when not in use.
iii. Utilization of lights and standalone air conditioners only when required.
iv. Minimal usage of AC s and lights during weekend.

- the steps taken by the company for utilizing alternate source of energy& Capital investment on energy conservation equipments

At present, Company has not utilize any alternate source of energy and emphasize on the Conservation of energy and be frugal in utilizing the energy.

- Impact of these measures:

Taking effective measurements in saving energy has significantly benefitted the company.

(B) Technology absorption:-

- the efforts made towards technology absorption, benefit derives & Research and Development

i. The Company continues to use the latest technologies for improving the productivity and quality of its services and products. The Company's operations do not require significant import of technology. Company has not incurred any expenses for research and development.

(c) Foreign exchange earnings and outgo :-

Particulars	2017-18	2016-17
Foreign Exchange earning	**(USD 13,38,427.57)(INR 8,65,78,986.00)**	**(USD 12,27,197.68)(INR 8,21,63,376.00)**
Foreign Exchange Outgo	**(GBP 2,849) (INR 2,59,933)**	

RISK MANAGEMENT:

The Company continues to use risk management frame work adopted by board in (a) Overseeing and approving the Company's enterprise wide risk management framework; and (b) Overseeing that all the risks that the organization faces such as strategic, financial, credit, market, liquidity, security, property, IT, legal, regulatory, reputational and other risks have been identified and assessed and there is an adequate risk management infrastructure in place capable of addressing those risks. The Company's management systems, organizational structures, processes, standards, code of conduct that governs how the Company conducts the business and manages associated risks.

INTERNAL FINANCIAL CONTROLS:

The Company has in place adequate internal financial controls with reference to financial statements. During the year, such controls were tested and no reportable material weakness in the design or operation was observed.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

Pursuant to section 135 of the Companies Act, 2013, every company having net worth of Rs. 500 crore or more, or turnover of Rs. 1000 crore or more or a net profit of Rs. 5 crore or more during any financial year shall constitute a Corporate Social Responsibility Committee. Our company has not triggered any of the above limits; hence, no committee in this regard has been constituted.

DETAILS OF DIRECTORS/KMP WHO WERE APPOINTED OR HAVE RESIGNED DURING THE YEAR & LIABLE TO RETIRE BY ROTATION

Pursuant to the provisions of section 203 of the Companies Act, 2013, the key managerial personnel of the Company are

Mr. Vikram B. Sanghani	Jt. Managing Director
Mr. Sanjay H. Dhamsania	Jt. Managing Director
Mr. Jyotin B. Vasavada	Chief Financial Officer
Mr. Jayram K. Vachhani	Company Secretary

There has been no change in directors and key managerial personnel during the year.

RETIRE BY ROTATION

Pursuant to the provisions of section 152(6) of the Companies Act, 2013, Vikram Bhupatbhai Sanghani and Sanjay Harilal Dhamsania, Directors are liable to retire by rotation and being eligible offer themselves for re-appointment.

Appointment is recommended by Nomination and Remuneration Committee.

BOARD'S RESPONSIBILITY STATEMENT

Pursuant to the requirement under section 134(5), of the Companies Act, 2013 with respect to Director's Responsibility Statements, it is hereby confirmed that-

a) in the preparation of the annual accounts for the year ended March 31, 2018, the applicable accounting standards read with requirements set out under Schedule III to the Act, have been followed and there are no material departures from the same;

b) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2018 and of the profit of the Company for the year ended on that date;

c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

d) the Directors have prepared the annual accounts on a 'going concern' basis;

e) the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and

f) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

Based on the framework of internal financial controls and compliance system established and maintained by the Company, work performed by the internal, statutory and secretarial auditor and external consultants audit of financial reporting by the statutory auditor, and reviews performed by management and audit committee, the board is of the opinion that the Company's internal financial controls were adequate and effective during FY 2017-18.

FORMAL ANNUAL PERFORMANCE EVALUATION, POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION

The Company has devised a Policy for performance evaluation of the Board, Committees and other individual Directors (including Independent Directors) which includes criteria for performance evaluation of the Non-executive Directors and Executive Directors.

The Board carried out annual performance evaluation of the Board, Board Committees and Individual Directors and Chairperson. The Chairman of the respective Board Committees shared the report on evaluation with the respective Committee members. The performance of each Committee was evaluated by the Board, based on report on evaluation received from respective Board Committees.

The policy of the company on director's appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a director and other matters, as required under sub-section (3) of Section 178 of the Companies Act, 2013;

Policy for Selection of Directors and determining Directors' independence

1. Introduction

1.1 Ace Software Exports Limited (ASEL) believes that an enlightened and combination of youth with experience Board consciously creates a culture of leadership to provide a long-term vision and policy approach to improve the quality of governance. Towards this, ASEL ensures constitution of a Board of Directors with an appropriate composition, size, diversified expertise and experience and commitment to discharge their responsibilities and duties effectively.

1.2 ASEL recognizes the importance of Independent Directors in achieving the effectiveness of the Board. ASEL aims to have an optimum combination of Executive, Non-Executive and Independent Directors.

2. Scope and Exclusion:

2.1 This Policy sets out the guiding principles for the Nomination and Remuneration Committee for identifying persons who are qualified to become Directors and to determine the independence of Directors, in case of their appointment as independent directors of the Company.

3. Terms and References:

In this Policy, the following terms shall have the following meanings:

3.1 **"Director"** means a director appointed to the Board of a company.

3.2 **"Nomination and Remuneration Committee"** means the committee constituted by ASEL's Board in accordance with the provisions of Section 178 of the Companies Act, 2013 and Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), whenever applicable.

3.3 **"Independent Director"** means a director referred to in sub-section (6) of Section 149 of the Companies Act, 2013 and Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), whenever applicable.

4. Policy:

4.1 Qualifications and criteria

4.1.1 The Nomination and Remuneration Committee (NRC), and the Board, shall review on an annual basis, appropriate skills, knowledge and experience required of the Board as a whole and its individual members. The objective is to have a Board with diverse background and experience that are relevant for the Company's global operations.

4.1.2 In evaluating the suitability of individual Board members, the NRC may take into account factors, such as:

- General understanding of the Company's business dynamics, global business and social perspective; Educational and professional background Standing in the profession;
- Personal and professional ethics, integrity and values;
- Willingness to devote sufficient time and energy in carrying out their duties and responsibilities effectively.

4.1.3 The proposed appointee shall also fulfill the following requirements:

- Shall possess a Director Identification Number;
- Shall not be disqualified under the Companies Act, 2013;
- Shall give his written consent to act as a Director;
- Shall endeavour to attend all Board Meetings and wherever he is appointed as a Committee Member, the Committee Meetings;
- Shall abide by the Code of Conduct established by the Company for Directors and Senior Management Personnel;
- Shall disclose his concern or interest in any company or companies or bodies corporate, firms, or other association of individuals including his shareholding at the first meeting of the Board in every financial year and thereafter whenever there is a change in the disclosures already made;
- Such other requirements as may be prescribed, from time to time, under the Companies Act, 2013, Equity Listing Agreements and other relevant laws.

4.1.4 The NRC shall evaluate each individual with the objective of having a group that best enables the success of the Company's business.

4.2 Criteria of Independence

4.2.1 The NRC shall assess the independence of Directors at the time of appointment / re-appointment and the Board shall assess the same annually. The Board shall re-assess determinations of independence when any new interests or relationships are disclosed by a Director.

4.2.2 The criteria for appointment/re-appointment of independence is as laid down in Companies Act, 2013 and Listing Regulations, whenever applicable.

4.2.3 The Independent Directors shall abide by the "Code for Independent Directors" as specified in Schedule IV to the Companies Act, 2013.

4.3 Other directorships / committee memberships

4.3.1 The Board members are expected to have adequate time and expertise and experience to contribute to effective Board performance. Accordingly, members should voluntarily limit their directorships in other listed public limited companies in such a way that it does not interfere with their role as directors of the Company. The NRC shall take into account the nature of, and the time involved in a Director's service on other Boards, in evaluating the suitability of the individual Director and making its recommendations to the Board.

4.3.2 A Director shall not serve as Director in more than 20 companies of which not more than 10 shall be Public Limited Companies.

4.3.3 A Director shall not serve as an Independent Director in more than 7 Listed Companies and not more than 3 Listed Companies in case he is serving as a Whole-time Director in any Listed Company.

4.3.4 A Director shall not be a member in more than 10 Committees or act as Chairman of more than 5 Committees across all companies in which he holds directorships.

For the purpose of considering the limit of the Committees, Audit Committee and Stakeholders' Relationship Committee of all Public Limited Companies, whether listed or not, shall be included and all other companies including Private Limited Companies, Foreign Companies and Companies under Section 8 of the Companies Act, 2013 shall be excluded.

Remuneration Policy for Directors, Key Managerial Personnel and other employees

1. Introduction

1.1 Ace Software Exports Limited (ASEL) recognizes the importance of aligning the business objectives with specific and measurable individual objectives and targets. The Company has therefore formulated the remuneration policy for its directors, key managerial personnel and other employees keeping in view the following objectives:

1.1.1 Ensuring that the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate, to run the company successfully.

1.1.2 Ensuring that relationship of remuneration to performance is clear and meets the performance benchmarks.

1.1.3 Ensuring that remuneration involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the company and its goals.

2. Scope and Exclusion:

2.1 This Policy sets out the guiding principles for the Nomination and Remuneration Committee for recommending to the Board the remuneration of the directors, key managerial personnel and other employees of the Company.

3. Terms and References:

In this Policy, the following terms shall have the following meanings:

3.1 **"Director"** means a director appointed to the Board of the Company.

3.2 **"Key Managerial Personnel"** means

(I) the Chief Executive Officer or the managing director or the manager;

(ii) the company secretary;

(iii) the whole-time director;

(iv) the Chief Financial Officer; and

(v) such other officer as may be prescribed under the Companies Act, 2013

3.3 **"Nomination and Remuneration Committee"** means the committee constituted by ASEL's Board in accordance with the provisions of Section 178 of the Companies Act, 2013 and applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

4. Policy:

4.1 Remuneration to Executive Directors and Key Managerial Personnel

4.1.1 The Board, on the recommendation of the Nomination and Remuneration Committee (NRC), shall review and approve the remuneration payable to the Executive Directors of the Company within the overall limits approved by the shareholders.

4.1.2 The Board, on the recommendation of the NRC, shall also review and approve the remuneration payable to the Key Managerial Personnel of the Company.

4.1.3 The remuneration structure to the Executive Directors and Key Managerial Personnel shall include the following components:

(i) Basic Pay

(ii) Perquisites and Allowances

(iii) Stock Options

(iv) Commission (Applicable in case of Executive Directors)

(v) Retiral benefits

(vi) Annual Performance Bonus

4.1.4 The Annual Plan and Objectives for Executive Directors and Senior Executives (Executive Committee) shall be reviewed by the NRC and Annual Performance Bonus will be approved by the Committee based on the achievements against the Annual Plan and Objectives.

4.2 Remuneration to Non-Executive Directors

4.2.1 The Board, on the recommendation of the NRC, shall review and approve the remuneration payable to the Non- Executive Directors of the Company within the overall limits approved by the shareholders.

4.2.2 Non-Executive Directors shall be entitled to sitting fees for attending the meetings of the Board and the Committees thereof.

4.3 Remuneration to other employees

4.3.1 Employees shall be assigned grades according to their qualifications and work experience, competencies as well as their roles and responsibilities in the organization. Individual remuneration shall be determined within the appropriate grade and shall be based on various factors such as job profile, skill sets, seniority, experience and prevailing remuneration levels for equivalent jobs.

There has been no change in the policy since the last fiscal year. We affirm that the remuneration paid to the directors is as per the terms laid out in the nomination and remuneration policy of the company.

The evaluation of all the directors and the board as a whole was conducted based on the criteria and framework adopted by the board. The board approved the evaluation results as collected by the nomination and remuneration committee.

PARTICULARS OF EMPLOYEES

The table containing particulars of employees in accordance with the provisions of Section 197(12) of the Companies Act, 2013, read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is appended as ***Annexure -3****to* the *Board's report*.

There are no employees in the Company drawing remuneration who are in receipt of remuneration of ' One Crore and Two lakh or more, or employed for part of the year and in receipt of ' Eight lakh and Fifty Thousand or more a month, under Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules, 2016.

Details of top ten employees in terms of remuneration drawn, is appended as ***Annexure-3a*** to the Board's Report.

DISCLOSURE AS REQUIRED UNDER SECTION 22 OF SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has in place an Anti Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

The Internal Complaints Committee (“ICC”) has been set up to redress the complaints received regarding sexual harassment. All employees are covered under this policy.

The following is the summary of the complaints received and disposed off during the financial Year 2017-18:

a) No. of complaints received: NIL

b) No. of complaints disposed off: NIL

VIGIL MECHANISM

The Company has established a whistle blower policy and also established a mechanism for directors and employees to report their concerns. The same has been uploaded on the website of the company link to open the policy is http://acesoftex.com/uploads/VIGIL_POLICY.pdf

RELATED PARTY TRANSACTIONS

All related party transactions that were entered into during the financial year were on an arm’s length basis and prior approval of Audit Committee, Board of Directors and members were obtained whenever required.

The details of the related party transactions as required under Section 134(3)(h) of the Companies Act 2013, r/w Rule 8 of the Companies (Accounts) Rules, 2014, is attached as ***Annexure -4.***

There are no materially significant related party transactions that may have potential conflict with interest of the Company at large.

GENERAL INFORMATION

AGM held during the financial year 2017-18: 23rd September, 2017

Stock Exchange where the shares of the company are listed: BSE Ltd.

Scrip Code of the Company: 531525

All the information related to companies, its policies, quarterly financial result, Annual Reports of the Company and its subsidiaries, shareholding pattern and other documents filed with BSE are uploaded on the website of the company i.e. http://acesoftex.com/investor-relations

MANAGEMENT DISCUSSION AND ANALYSIS REPORTS

a. Industry Structure &Development:

Ace provides Document Management, Digital Publishing and Data Conversion solutions using optimal process engineering and cost-effective and flexible conversion systems. We are a major full-service digital content provider and are able to deliver digital content with 99.995% accuracy and 100% application based integrity.

Ace has been active in catering to the outsourcing needs of publishers and other organizations for more than 20 years. Over the years, we have adopted a seamless partnership approach. Our clients tend to work with Ace as true partners; often with the feeling that this is a virtual extension of their own operations. It is our strong belief that this integration is the cornerstone of the success of any business relationship.

The Company’s business relates to database creation (E-Publishing) pertaining to Information technology enabled services. This includes creating large volume full text, image based databases.

b. Opportunity, Threats and Outlook Risk & Concerns

Outlook remains positive after roll out of new indirect taxation provision under GST Act and rules there under. Further, the large size of the addressable global market, with relatively low current level of penetration suggests significant headroom for future growth. The Company has positioned itself well for the growth in business with an aligned strategy, structure and capabilities.

c. Segment/Product wise performance:

The company’s operation falls under single segment namely “Computer Software and Services Exports”, therefore segment wise performance is not furnished.

d. Internal control systems and their adequacy:

The company has an effective internal control system in place and this is periodically reviewed for its effectiveness. There are well defined Power and Authority limits to ensure that assets of the Corporate Policies. The company has a cross –functional internal Audit team with pre-determined roles, responsibility and authorities. The team ensures an appropriate information flow and effective monitoring.

e. Discussion on financial performance with respect to operation performance:

The Financial Performance of the company, during the year under review, has been given separately in the Directors’ Report.

f. Material developments in Human Resources / Industrial Relations front, including number of people employed.

The human resource (HR) function of the Company is focused around providing its 57 employees a meaningful and compelling environment. This positive and inspiring environment fosters innovation, stimulates performance culture and motivates employees to develop themselves personally and professionally.

ACKNOWLEDGEMENT:

Your Directors would like to express their appreciation for the assistance and co-operation received from the investors, banks, regulatory and governmental authorities. Your Directors also wish to place on record their deep sense of appreciation for the committed services by the executives, staff of the Company.

For & on behalf of Board of Directors

Vikram B. Sanghani	Dharamsibhai Vadalia
Jt. Managing Director	Independent Director
DIN: 00183818	DIN: 00015165

Date: 07.07.2018

Place: Rajkot

ANNEXURE 1 EXTRACT OF ANNUAL RETURN

Form No. MGT-9
[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

REGISTRATION AND OTHER DETAILS:

i)	CIN	**L72200GJ1994PLC022781**
ii)	Registration Date	17.08.1994
iii)	Name of the Company	ACE SOFTWARE EXPORTS LIMITED
iv)	Category/Sub- Category of the Company	Company Limited by Shares Indian Non-Government Company
v)	Address of the Registered office and contact details	801 Everest Commercial Complex, Opp:Shastri Maidan, Rajkot- 360001 Tel: 0281-2226097 **Fax: 02812232918, Email: Investorinfo@acesoftex.com**
vi)	Whether listed company	Yes
vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	Link Intime India Pvt. Ltd., 5th Floor, 506 to 508, Amarnath Business Centre-1 (ABC-1), Beside Gala Business Centre, Nr. St. Xavier's Collage Corner, Off C G Road, Elliesebridge, Ahemdabad - 380006 Tel: 079-26465179 Email Id: ahmedabad@linkintime.co.in Website : www.linkintime.co.in

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Sr. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1	Computer programming, consultancy and related activities	620	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -

Sr. No.	Name	CIN/GLN	Holding/Subsidiary /Associates	% of Shareholding	Applicable Section
1.	Ace Infoworld Private Limited	U72200GJ1996PTC061333	Subsidiary	98.62%	2(87)(ii)
2.	Rajkot Computer Education LLP	-	Subsidiary	100%*	2(87)(ii)
3.	Jubilant Exim LLP	-	Subsidiary	100%*	2(87)(ii)
4.	Speedwell Engineers LLP	-	Subsidiary	100%*	2(87)(ii)
5.	Cosmos Services LLP	-	Subsidiary	100%*	2(87)(ii)
6.	Citizen Solutions LLP	-	Subsidiary	100%*	2(87)(ii)
7.	Aspire Exim LLP	-	Subsidiary	100%*	2(87)(ii)

* Percentage shown is ownership interest and not shareholding.

Following entities are yet to commence business;

1) Rajkot Computer Education LLP
2) Jubilant Exim LLP
3) Speedwell Engineers LLP
4) Cosmos Services LLP
5) Citizen Solutions LLP
6) Aspire Exim LLP.

Following entities are struck off on 26.05.2018;

1) Aspire Exim LLP
2) Citizen Solution LLP

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

Sr. No.	Category of Shareholders	Shares held at the beginning of the year - 2017				Shares held at the end of the year - 2018				% Change During the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of total Shares	
(A)	Shareholding of Promoter and Promoter Group									
[1]	Indian									
(a)	Individuals / HUF	3115436	0	3115436	66.57	3118667	0	3118667	66.64	0.069
(b)	Central Government / State Government(s)	0	0	0	0.00	0	0	0	0.00	0.00
(c)	Financial Institutions / Banks	0	0	0	0.00	0	0	0	0.00	0.00
(d)	Any Other (Specify)									
	Sub Total (A)(1)	3115436	0	3115436	66.57	3118667	0	3118667	66.64	0.069
[2]	Foreign									
(a)	Individuals (Non-Resident Individuals/Foreign Individuals)	0	0	0	0.00	0	0	0	0.00	0.00
(b)	Government	0	0	0	0.00	0	0	0	0.00	0.00
(c)	Institutions	0	0	0	0.00	0	0	0	0.00	0.00
(d)	Foreign Portfolio Investor	0	0	0	0.00	0	0	0	0.00	0.00
(e)	Any Other (Specify)	0	0	0	0.00	0	0	0	0.00	0.00
	Sub Total (A)(2)	0	0	0	0.00	0	0	0	0.00	0.00
	Total Shareholding of Promoter and Promoter Group(A)=(A)(1)+(A)(2)	3115436	0	3115436	66.57	3118667	0	3118667	66.64	0.069

Sr. No.	Category of Shareholders	Shares held at the beginning of the year - 2017				Shares held at the end of the year - 2018				% Change During the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of total Shares	
(B)	Public Shareholding									
[1]	Institutions									
(a)	Mutual Funds / UTI	0	0	0	0.00	0	0	0	0.00	0.00
(b)	Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
(c)	Alternate Investment Funds	0	0	0	0.00	0	0	0	0.00	0.00
(d)	Foreign Venture Capital Investors	0	0	0	0.00	0	0	0	0.00	0.00
(e)	Foreign Portfolio Investor	0	0	0	0.00	0	0	0	0.00	0.00
(f)	Financial Institutions / Banks	0	0	0	0.00	0	0	0	0.00	0.00
(g)	Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.00
(h)	Provident Funds/ Pension Funds	0	0	0	0.00	0	0	0	0.00	0.00
(i)	Any Other (Specify)	0	0	0	0.00	0	0	0	0.00	0.00
	Sub Total (B)(1)	0	0	0	0.00	0	0	0	0.00	0.00
[2]	Central Government/ State Government(s)/ President of India	0	0	0	0.00	0	0	0	0.00	0.00
	Sub Total (B)(2)	0	0	0	0.00	0	0	0	0.00	0.00
[3]	Non-Institutions									
(a)	Individuals									
(i)	Individual shareholders holding nominal share capital upto Rs. 1 lakh.	734101	365007	1099108	23.485	717733	361907	1079640	23.069	-0.416
(ii)	Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	298586	24000	322586	6.892	316871	24000	340871	7.283	0.390
(b)	NBFCs registered with RBI	0	0	0	0.00	0	0	0	0.00	0.00
(c)	Employee Trusts	0	0	0	0.00	0	0	0	0.00	0.00
(d)	Overseas Depositories (holding DRs) (balancing figure)	0	0	0	0.00	0	0	0	0.00	0.00
(e)	Any Other (Specify)									
	Hindu Undivided Family	55731	0	55731	1.190	53014	0	53014	1.132	-0.058
	Non Resident Indians (Non Repat)	2100	0	2100	0.044	2100	0	2100	0.044	0.000
	Non Resident Indians (Repat)	3540	18400	21940	0.468	4317	18400	22717	0.485	0.016
	Independent Director	1000	0	1000	0.0214	1000	0	1000	‘0.0214	‘0.0000
	Clearing Member	4279	0	4279	0.0914	11118	0	11118	‘0.2376	‘0.1462
	Bodies Corporate	51720	6100	57820	1.2355	44773	6100	50873	‘1.0870	‘-0.1485
	Sub Total (B)(3)	1151057	413507	1564564	33.4309	1150926	410407	1561333	’33.3618	‘-0.0691
	Total Public Shareholding(B)=(B)(1)+(B)(2)+(B)(3)	1151057	413507	1564564	33.4309	1150926	410407	1561333	’33.3618	‘-0.0691
	Total (A)+(B)	4266493	413507	4680000	100.0000	4269593	410407	4680000	‘100.0000	‘0.0000
(C)	Non Promoter - Non Public									
[1]	Custodian/DR Holder	0	0	0	0.0000	0	0	0	‘0.0000	‘0.0000
[2]	Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulations, 2014)	0	0	0	0.0000	0	0	0	0.0000	‘0.0000
	Total (A)+(B)+(C)	4266493	413507	4680000	100.0000	4269593	410407	4680000	100.0000	

(ii) Shareholding of Promoters

Sr. No.	Name of the shareholder	Shareholding at the beginningof the year 01.04.2017			Shareholding at the end of the year 31.03.2018			% change in share holding during the year
		No of shares	% of total Shares of the Comapny	% of shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the Comapny	%of Shares Pledged / encumbered to total shares	
1	Sanjay Harilal Dhamsania & Madhavi Sanjay Dhamsania	5,80,978	12.41	-	5,80,978	12.41	-	-
2	Vikram Bhupat Sanghani	5,43,773	11.62	-	5,43,773	11.62	-	-
3	Jhamkunver H Dhamsania	4,05,850	8.67	-	4,05,850	8.67	-	-
4	Jay Bhupatbhai Sanghani & Vikram Bhupatbhai Sanghani & Bhupatbhai Chunibhai Sanghani	3,18,049	6.80	-	3,18,049	6.80	-	-
5	Vikram Bhupat Sanghani & Sanjay Harilal Dhamsania	2,22,943	4.76	-	2,26,174	4.83	-	0.07
6	Bhupatbhai Chunibhai Sanghani & Jay Bhupatbhai Sanghani & Vikram Bhupatbhai Sanghani	2,10,031	4.49	-	2,10,031	4.49	-	-
7	Dhamsania Sanjay Harilal HUF	1,30,600	2.79	-	1,30,600	2.79	-	-
8	Dhamsania Harilal Thakarshi HUF	88,400	1.89	-	88,400	1.89	-	-
9	Vikram Bhupatbhai Sanghani HUF	83,700	1.79	-	83,700	1.79	-	-
10	Rahul Jayantibhai Kalaria	68,656	1.47	-	68,656	1.47	-	-
11	Shaunak Jayantibhai Kalaria	63,756	1.36	-	63,756	1.36	-	-
12	Pushpaben Jayantibhai Kalaria	60,000	1.28	-	60,000	1.28	-	-
13	Harsha Rahul Kalaria	60,000	1.28	-	60,000	1.28	-	-
14	Khyati Shaunak Kalariya	60,000	1.28	-	60,000	1.28	-	-
15	Jayantibhai Bhagvanjibhai Kalaria HUF	50,000	1.07	-	50,000	1.07	-	-
16	Bina Vikram Sanghani	32,600	0.70	-	32,600	0.70	-	-
17	Jayantibhai Bhagvanjibhai Kalaria	30,000	0.64	-	30,000	0.64	-	-
18	Dev Vikram Sanghani & Vikram Bhupatbhai Sanghani	30,000	0.64	-	30,000	0.64	-	-
19	Sohel Vikrambhai Sanghani	30,000	0.64	-	30,000	0.64	-	-
20	Rahul Jayantibhai Kalaria HUF	20,000	0.43	-	20,000	0.43	-	-
21	Shaunak Jayantibhai Kalaria HUF	20,000	0.43	-	20,000	0.43	-	-
22	Samishaben Ajaykumar Patel	3,100	0.07	-	3,100	0.07	-	-
23	Madhavi Sanjay Dhamsania	3,000	0.06	-	3,000	0.06	-	-
	TOTAL	**31,15,436**	**66.57**		**31,18,667**	**66.64**		**0.07**

 # Details of holding has not been clubbed on basis of PAN of first holder, in case of multiple folios and joint holding.

(iii) ***Change in Promoters' Shareholding***

Particulars	Shareholding at the beginning of the year		Cumulative shareholding during the year	
	No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
At the beginning of the year	31,15,436	66.57	**31,18,667**	**66.64**
Date wise Increase/ Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease	During the year under review, Mr. Vikram B. Sanghani and Mr. Sanjay H. Dhamsania (Joint holders) acquired 3,231equity shares from open market purchase. Date wise details provided in **Annexure-1.** Apart from the above, there is no change in the holding of other promoters.			
At the end of the year	**31,15,436**	**66.57**	**31,18,667**	**66.64**

Annexure-1

Name of the shareholder	Shareholding at the beginning of the year		Cumulative shareholding during the year	
	No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
Vikram Bhupatbhai Sanghani & Sanjay Harilal Dhamsania				
At the beginning of the year	2,22,943	4.76	2,22,943	4.76
Increase in sharesDate wise*				
03-11-2017	3231	0.069	2,26,174	4.83
At the end of the year			2,26,174	4.83

*** Open market –date is as per beneficiary position provided by the Depositories to the company**

(iv) Shareholding pattern of top ten shareholders
(other than directors, promoters and holders of ADRs)

Sr No.		Shareholding at the beginning of the year - 2017		Transactions during the year		Cumulative Shareholding at the end of the year - 2018	
	Name & Type of Transaction	NO.OF % SHARE HELD	OF TOTAL SHARES OF THE COMPANY	DATE OF TRANSACTION	NO. OF SHARES	NO. OF SHARE HELD	% OF TOATL SHARES OF THE COMPANY
1	Girdhar Lal Sharda	52209	1.1156			52209	1.1156
	Transfer			07 Apr 2017	101	52310	1.1177
	Transfer			22 Sep 2017	24	52334	1.1182
	Transfer			13 Oct 2017	21	52355	1.1187
	At the end of the year					52355	1.1187
2	Sangeetha S	50000	1.0684			50000	1.0684
	At the end of the year					50000	1.0684
3	Kapil Chopra	45000	0.9615			45000	0.9615
	At the end of the year					45000	0.9615
4	Deepinder Singh Poonian	30735	0.6567			30735	0.6567
	Transfer			01 Sep 2017	519	31254	0.6678
	Transfer			08 Sep 2017	100	31354	0.67
	Transfer			15 Sep 2017	1110	32464	0.6937
	Transfer			29 Sep 2017	672	33136	0.708
	Transfer			06 Oct 2017	24	33160	0.7085
	Transfer			27 Oct 2017	480	33640	0.7188
	At the end of the year					33640	0.7188
5	Girdharlal Girish Sharda Huf .	30000	0.641			30000	0.641
	At the end of the year					30000	0.641
6	Sarswati Devi Sharda	25425	0.5433			25425	0.5433
	At the end of the year					25425	0.5433
7	Girish Kumar Sharda	25000	0.5342			25000	0.5342
	At the end of the year					25000	0.5342
8	Hemant P. Shaparia	24000	0.512			24000	0.512
	At the end of the year					24000	0.512
9	Anu Narayan	16856	0.3602			16856	0.3602
	At the end of the year					16856	0.3602
10	Sharda Commodities Pvt Ltd.	15000	0.3205			15000	0.3205
	At the end of the year					15000	0.3205

The details of holding have been clubbed based on PAN.

(v) Shareholding of directors and key managerial personnel

Name of the shareholder	Shareholding at the beginning of the year		Cumulative shareholding during the year	
	No. of shares	% of total shares ofthe Company	No. of shares	% of total shares ofthe company
Vikram Bhupat Sanghani – Director#				
At the beginning of the year	5,43,773	11.62	5,43,773	11.62
Increase/ Decrease in shares Date wise				
At the end of the year			5,43,773	11.62
Sanjay Harilal Dhamsania- Director#				
At the beginning of the year	5,80,978	12.41	5,80,978	12.41
Increase/ Decrease in shares Date wise	-	-	-	-
At the end of the year			5,80,978	12.41
Dharamsibhai Ramjibhai Vadalia – Director				
At the beginning of the year	-	-	-	-
Increase/ Decrease in shares Date wise	-	-	-	-
At the end of the year	-	-	-	-
Vimal Laljibhai Kalaria -Director				
At the beginning of the year	1000	0.021	1000	0.021
Increase/ Decrease in shares Date wise	-	-	-	-
At the end of the year	-	-	1000	0.021
Pratikkumar Chandulal Dadhania- Director				
At the beginning of the year	-	-	-	-
Increase/ Decrease in shares Date wise	-	-	-	-
At the end of the year	-	-	-	-
Dhara Sureshchandra Shah - Director				
At the beginning of the year	-	-	-	-
Increase/ Decrease in shares Date wise	-	-	-	-
At the end of the year	-	-	-	-
Jyotin Bhadrakant Vasavada – Chief Financial Officer				
At the beginning of the year	-	-	-	-
Increase/ Decrease in shares Date wise	-	-	-	-
At the end of the year	-	-	-	-
Jayram Kanubhai Vachhani – Company Secretary & Compliance Officer				
At the beginning of the year	-	-	-	-
Increase/ Decrease in shares Date wise	-	-	-	-
At the end of the year	-	-	-	-

 # excluding following holding;

1) **Shares held on behalf of HUF**
2) **Shares held in the joint name with others as a second or third holder.**
3) **Shares held on behalf of Ace Technologies by Vikram Bhupatbhai Sanghani and Sanjay Harilal Dhamsania jointly.**

(V) INDEBTEDNESS (Indebtedness of the Company including interest outstanding/accrued but not due for payment.)

	SecuredLoansexcludingdeposits #	UnsecuredLoans @	Deposits	TotalIndebtedness
Indebtedness at the beginning of thefinancial year	**0**	**0**	**0**	**0**
i) Principal Amount	**0**	**-**	**-**	**0**
ii) Interest due but not paid	**-**	**-**	**-**	**-**
iii) Interest accrued but not due	**-**	**-**	**-**	**-**
Total (i+ii+iii)	**0**	**0**	**0**	**0**
Change in Indebtedness during thefinancial year				
* Addition	**0**	**8,00,000/-**		**8,00,000/-**
* Reduction	**0**	**8,00,000/-**		**8,00,000/-**
Net Change	**0**	**0**	**0**	**0**
Indebtedness at the end of thefinancial year	**0**	**0**	**0**	**0**
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not due				

@ Loan taken from Director and re-paid during the year.

VI) REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL **(Amt in Rs.)**

Sl. no	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount
		Vikram B. Sanghani (Joint Managing Director)	**Sanjay H. Dhamsania (Joint Managing Director)**	
1.	**Gross salary**			
	Salary as per provisions containedin Section 17(1) of the Income-taxAct, 1961	24,93,000/-	24,93,000/-	49,86,000/-
	Value of perquisites u/s 17(2)Income-tax Act, 1961	15,000/-	15,000/-	30,000/-
	Profits in lieu of salary underSection 17(3) Income-tax Act,1961			
	Stock option			
	Sweat equity			
	Commission as % of profit (1.5%)	88,800/-	88,800/-	1,77,600/-
	Other			
	Total (A)	25,96,800/-	25,96,800/-	51,93,600/-
	Ceiling as per the Act	As per section 197 r.w. Schedule V of companies Act, 2013 limit isRs. 1,68,00,000/- ** Note: Remuneration approved through Special Resolution at 23rd AGM, So limit is doubled as per the provisions of scheduled V of Companies Act, 2013(as amended on 12th September, 2016)		

B. Remuneration to other directors **(Amt. In Rs.)**

Particulars of Remuneration	Name of Directors Vimal L. Kalaria	Pratik C. Dadhania	Dharamshibhai R. Vadalia	Dhara S. Shah	Total Amount
Independent Directors					
Fee for attending board/committee Meeting	15,000/-	15,000/-	15,000/-	15,000/	60,000/-
Commission	-	-	-	-	-
Others, please specify	-	-	-	-	-
Total (1)	15,000/-	15,000/-	15,000/-	15,000/	60,000/-
Other Non-ExecutiveDirectors	-	-	-	-	-
· Fee for attending board committee meetings	-	-	-	-	-
· Commission	-	-	-	-	-
· Others, please specify	-	-	-	-	-
Total (2)	-	-	-	-	-
Total (B)=(1+2)	15,000/-	15,000/-	15,000/-	15,000/-	60,000/-
Total ManagerialRemuneration	15,000/-	15,000/-	15,000/-	15,000/-	60,000/-
Overall Ceiling as per the Act	Remuneration (Sitting fees) is within the ceiling limits of the Companies Act, 2013				

Remuneration to key managerial personnel other than MD / Manager / WTD **(Amt in Rs.)**

Particulars of Remuneration	Key Managerial Personnel Company Secretary	CFO	Total
Gross salary			
Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	3,36,602/-	6,52,455/-	9,89,057/-
Value of perquisites u/s 17(2) Income-tax Act, 1961			
Profits in lieu of salary under Section 17(3) Income-tax Act, 1961			
Stock option			
Sweat equity			
Commission			
as % of profit			
Others (Bonus)			
Others, retiral benefits			
Total	3,36,602/-	6,52,455/-	9,89,057/-

Penalties / punishment / compounding of offences

There were no penalties / punishment / compounding of offences for the year ending March 31, 2018.

ANNEXURE -2 -SECRETARIAL AUDIT

To,
The Members,
Ace Software Exports Limited, Rajkot

I have conducted the secretarial audit of the compliance of applicable statutory provisions of Ace Software Exports Limited (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on March 31, 2018 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter :

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2018 according to the provisions of:

i. The Companies Act, 2013 (the Act) and the rules made there under;
ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
iv. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment and Overseas Direct Investment.**(Not applicable to the Company during the Audit Period)**
v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') :
   (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
   (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
   (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; **(Not applicable to the Company during the Audit Period);**
   (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **(Not applicable to the Company during the Audit Period)**
   (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable to the Company during the Audit Period)**
   (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client.
   (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 **(Not applicable to the Company during the Audit Period);** and
   (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 **(Not applicable to the Company during the Audit Period).**

   I have also examined compliance with the applicable clauses of the following:
   (i) Secretarial Standards (SS-1 and SS-2) issued by The Institute of Company Secretaries of India with respect to board and general meeting
   (ii) The Listing Agreements entered into by the Company with Stock Exchanges read with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

ACE

As explained to me, during the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above except registration of offices nos. 803 to 810, in the name of the company, located at 8th floor of Everest building, Opp. Shashtri maidan, is kept pending due to pending documentation related to title search at relevant authorities.

vi. Other laws applicable specifically to the Company namely:

Software Technology Parks of India rules and regulations

I further report, that the compliance by the Company of applicable financial laws, like direct and indirect tax laws, has not been reviewed in this Audit since the same have been subject to review by statutory financial audit and other designated professionals.

I further report that, the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. During the period under review there was no change in the composition of the Board of Directors.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance to all Directors, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

As per the minutes of the meetings duly recorded and signed by the Chairman, the decisions of the Board were unanimous and no dissenting views have been recorded.

I further report that, there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I report further that, during the audit period, there were no other specific events / actions in pursuance of the above referred laws, rules, regulations, guidelines, etc., having a major bearing on the Company's affairs.

I further report that company had applied for strike off of below mentioned LLPs (wholly owned subsidiaries) and on May 26, 2018, notice pursuant to Rule 37(3) of the LLP Rules, 2009 had been issued by Registrar of Companies, Gujarat and pursuant to the said notice both the below mentioned LLPs have been struck off.

a) ASPIRE EXIM LLP (AAC-2093)
b) CITIZEN SOLUTIONS LLP (AAC-2094)

Date: 15.06.2018
Place: Rajkot

CS Hemali Sureshbhai Patel
Mem No. A35714
CP No. 13758

'Annexure A'

To,
The members,
Ace Software Exports Limited

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the process and practices we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events, etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Date: 15.06.2018
Place: Rajkot

CS Hemali Sureshbhai Patel
Mem No. A35714
CP No. 13758

ANNEXURE 3 – PARTICULARS OF EMPLOYEES

a) Information as per Rule 5(1) of Chapter XIII, Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2017-18, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2017-18 and the comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of the Company are as under:

Sr.No.	Name of Director/KMP and Designation	Remuneration Of Director/KMP for financial year 2017-18 (in Rs.)	% Increasein Remuneration in the 2017-18	Ratio of remuneration of each Director/ to median remuneration of employees	Comparison of the Remuneration ofthe KMP against theperformance of the Company
1	Vikram Bhupat Sanghani Jt. Managing Director	25,96,800/-	9.62%	7.83	The remuneration payable to the KMP is in accordance with the Industry and Geographical standards
2	Sanjay Harilal Dhamsania Jt. Managing Director	25,96,800/-	9.62%	7.83	
3	Dharamsibhai Ramjibhai Vadalia Non Executive Director	15,000/-	00.00%	0.04	
4	Vimal Laljibhai Kalaria Non Executive Director	15,000/-	00.00%	0.04	
5	Pratikkumar Chandulal Dadhania Non Executive Director	15,000/-	00.00%	0.04	
6	Dhara Sureshchandra Shah Non Executive Director	15,000/-	00.00%	0.04	
7	Jyotin Bhadrakant Vasavada Chief Financial Officer	6,52,455/-	7.98%	-	The remuneration payable to the KMP is in accordance with the Industry and Geographical standards
8	Jayram Kanubhai Vachhani Company Secretary & Compliance Officer	3,36,602/-	16.04%	-	

i) The median remuneration of employees of the Company during the financial year was Rs. 3,31,486/-.
ii) In the financial year, there was decrease of -13.28% in the median remuneration of employees.
iii) There were 57 permanent employees on the rolls of Company as on March 31, 2018;
Iv) Relationship between average increase in remuneration and company performance:- .The remuneration payable to the KMP is in accordance with the Industry and Geographical standards
v) Average percentage increase/ (decrease) made in the salaries of employees other than the managerial personnel in the last financial year i.e. 2017-18 were -13.28 **%** whereas the increase in the managerial remuneration for the same financial year was 9.62%. The remuneration payable to the KMP is in accordance with the Industry and Geographical standards.
vi) The key parameters for the variable component of remuneration availed by the directors are considered by the Board of Directors based on the recommendations of the Nomination and Remuneration Committee as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.; and
vii) It is hereby affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.

ANNEXURE 3a- Information as per Rule 5(2) of Chapter XIII, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 r.w Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules, 2016

Employee Name	Designation	Educational Qualification	Age	Experience (In Years)	Date of Joining	Gross Remuneration Paid (For the year 17-18)	Previous employment	Nature of Employment, Whether Contractual or otherwise	Relative of any director/Manger (Yes/No) If yes then name fo such director and manager
Gautam K. Bhatia	Assistant Manager	B.Sc	35	12 Yrs	12th Jan, 2010	7,76,347	Macmillam (Noida)	Permanent	No
Rajender M. Dogra	Operations Manager	B.Com	47	22 Yrs	25th April, 2005	7,28,883	Apex Co-vantage (Hyderabad)	Permanent	No
Piyush M. Patadiya	Sr. Software Developer	B.Com	38	18 Yrs	1st June, 2010	7,13,828	Silicon Software	Permanent	No
Ajay D. Padharia	Sr. Software Developer	Diploma in Computer Engineering	35	12 Yrs	1st June, 2010	6,79,037	Silicon Software	Permanent	No
Jyotin B. Vasavada	Chief Financial Officer	B.Com Inter CA	51	27 Yrs	1st October, 2000	6,52,455	Crystal Cook n serve Products Pvt. Ltd.	Permanent	No
Sohel V. Sanghani	Chief Operations Officer	Bachelors degree in Computer Science & Masters degree in Economics & Political Science	30	5 Yrs	1st February, 2014	6,00,000	Bridgewater Associates, USA	Permanent	Yes Vikram B. Sanghani Jt. managing Director
Nirav A. Bhatt	Jr. IT Manager	Diploma in Electronics & Communication	35	13 Yrs	1st June, 2010	5,83,042	Silicon Software	Permanent	No
Manaskumar R. Parida	Sr. Quality Analyst	MBA	42	13 Yrs	1st July, 2013	5,39,454	Tacbook (Delhi)	Permanent	No
Tapaskumar F. Barik	Sr. Quality Analyst	B.Com	40	13 Yrs	1st July, 2013	5,28,242	Tacbook (Delhi)	Permanent	No
Vivekkumar Premshanker Pandey	Senior Paginator	B.Com.	38	8 Yrs	27th April 2010	4,90,416	Thomson Digital	Permanent	No

Note : Top 10 employees in terms of remuneration excluding Joint Managing Director. Details of remuneration of Joint Managing Directors have already been provided in the board's report.

ANNEXURE 4 – PARTICULARS OF CONTRACTS / ARRANGEMENTS MADE WITH RELATED PARTIES

[Pursuant to Clause (h) of Sub-section (3) of Section 134 of the Companies Act, 2013, and Rule 8(2) of the Companies (Accounts) Rules, 2014 – AOC-2]

This Form pertains to the disclosure of particulars of contracts / arrangements entered into by the Company with related parties referred to in

Sub-section (1) of Section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto.

Details of contracts or arrangements or transactions not at arm's length basis

There were no contracts or arrangements or transactions entered in to during the year ended March 31, 2018, which were not at arm's length basis.
Details of material contracts or arrangement or transactions at arm's length basis

The details of material contracts or arrangement or transactions at arm's length basis for the year ended March 31, 2018 are as follows:

Name of related party	Nature of relationship	Duration of contract	Salient terms	Amount 2017-18 (in Rs.)	Dates of approval by the Board, if any
Nature of Contract					
Lease and Hire charges agreement					
ACE INFOWAY PVT. LTD.	Common directors and shareholders	01.09.2014 – on going	The agreement Effective from (01.09.2014) and shall be continue, unless Otherwise terminated.	6,00,000/-	30.05.2014 09.08.2014#
Payment To Key Managerial Personnel / Relative					
SOHEL VIKRAMBHAI SANGHANI	Relative of Key Managerial Personnel	01.02.2014 - on going	Appointment as Chief Operations Officer	6,00,000/-	09.01.2014
Receipt of Capital Advance given previously					
ACE RIVERSIDE PVT. LTD.	Common Directors and Shareholders	N.A	Advance paid for purchase of flat, refunded on cancellation of booking	40,00,000/-	12.02.2015

Note:
Necessary approval had been taken in the Annual General Meeting of the Company and approval for modification in lease agreement has been obtained in the 23rd AGM held on 23.09.2017.

All the related party transactions are approved by Audit Committee and Board of Directors and approval of members were obtained whenever necessary.

For & on behalf of Board of Directors

Vikram B. Sanghani
Jt. Managing Director
DIN: 00183818

Dharamsibhai Vadalia
Independent Director
DIN:00015165

Date : 07.07.2018
Place : Rajkot

INDEPENDENT AUDITOR'S REPORT

To,
The Members,
ACE SOFTWARE EXPORTS LIMITED

Report on the Financial Statements

We have audited the accompanying standalone Ind AS financial statements of **ACE SOFTWARE EXPORTS LIMITED** ("the Company"), which comprises the Balance Sheet as at 31st March, 2018, the Statement of Profit and Loss (including other comprehensive income), Cash Flow Statement and the Statement of Changes in Equity for the year ended on that date, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Ind AS Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone Ind AS financial statements that give a true and fair view of the financial position, financial performance (including other comprehensive income), cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified under Section 133 of the Act, read with the Companies (Indian Accounting Standard) Rules, 2015.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of standalone Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone Ind AS financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the standalone Ind AS financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the standalone Ind AS financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone Ind AS financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the standalone Ind AS financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the standalone Ind AS financial statements

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone Ind AS financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the standalone Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including Ind AS:

(a) in the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2018;
(b) in the case of the Statement of Profit and Loss (including other comprehensive income), of the profit for the year ended on that date;
(c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date; and
(d) in the case of the Statement of changes in equity, of the changes in equity for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), as amended, issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure A" the statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by section 143(3) of the Act, we further report that:
   A. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
   B. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
   C. The Balance Sheet, the Statement of Profit and Loss (including Other Comprehensive Income), Cash Flow Statement and the Statement of Changes in Equity dealt with by this Report are in agreement with the books of accounts;
   D. In our opinion, the aforesaid standalone Ind AS financial statements comply with the Indian Accounting Standards referred to in Section 133 of the Act, read with Rule 7 of the Companies (Indian Accounting Standards) Rules, 2015.
   E. On the basis of written representations received from the directors as on 31st March, 2018, and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2018, from being appointed as a director under sub-section (2) of Section 164 of the Act.
   F. With respect to the adequacy of the internal financial controls over financial reporting of the company and the operating effectiveness of such controls, refer to our separate report in "Annexure B"
   G. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
      I. The Company does not have any pending litigations which would impact its financial position.
      II. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
      III. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For H. B. Kalaria & Associates,
Chartered Accountants
(Firm Registration No. 104571W)

Hasmukh B. Kalaria
Partner
(Membership No. 042002)

Rajkot, 30th May, 2018

Annexure A To The Independent Auditors' Report

(Referred to in paragraph 1 under the heading of "Report on other Legal and Regulatory Requirements" of our report of even date)

Report on Companies (Auditor's Report) Order, 2016 ("the order") issued by the central government in terms of section 143(11) of the Companies Act, 2013 ('the act') of Ace Software Experts Limited ('the company)

On the basis of the records produced to us for verification/perusal, such checks as we considered appropriate, and in terms of information and explanations given to us on our enquiries, we state that:

(i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
(b) The fixed assets are physically verified by the Management according to a phased programme designed to cover all the items over a period of two years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the programme, a portion of the fixed assets have been physically verified by the Management during the year and no material discrepancies have been noticed on such verification.
(c) The title deeds of immovable properties, as disclosed in fixed assets to the Financial Statements, are held in the name of the Company, except registration of offices nos. 803 to 810, located at 8th floor of Everest building, Opp. Shashtri Maidan is kept pending due to pending documentation related to title search at relevant authorities

(ii) The Company's nature of operation is such that the inventories cannot be physically verified. Accordingly Clause (ii) of the Order is not applicable.

(iii) According to the information and explanations given to us, during the period covered under report, the Company has not granted any secured or unsecured loan to parties covered in the register maintained under Section 189 of the Companies Act, 2013.

(iv) In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 in respect of loans, investments, guarantees, and security.

(v) The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.

(vi) Reporting under clause 3(vi) of the order is not applicable as the company's business activities are not covered by the companies (Cost Records and Audit) Rules, 2014.

(vii) In respect of statutory dues;

(a) According to the information and explanations given to us, the Company is regular in depositing with appropriate authorities undisputed statutory dues including Employee Provident Fund, ESIC, Income Tax, Sales Tax, Value Added Tax, Service Tax, Excise Duty, Cess and other material statutory dues.

(b) According to the information and explanations given to us, there are no dues in respect of Provident Fund, ESIC, Income Tax, Wealth Tax, Sales Tax, Value Added Tax, Service Tax, Customs Duty, Excise Duty and cess that have not been deposited with the appropriate authorities on account of any dispute.

(viii) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to a bank.

(ix) In our opinion and according to the information and explanations given to us, the company has not raised moneys by way of initial public offer or further public offer including debt instruments and term Loans. Accordingly, the provisions of clause 3 (ix) of the Order are not applicable to the Company and hence not commented upon.

(x) In our opinion and according to the information and explanations given to us, we report that no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.

(xi) In our opinion and according to the information and explanations given to us, managerial remuneration has been paid in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Companies Act, 2013.

(xii) In my opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 3 (xii) of the Order is not applicable to the Company.

(xiii) In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.

(xiv) In our opinion and according to the information and explanations given to us, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review and hence reporting under clause 3(xiv) of the order is not applicable to the company.

(xv) In our opinion and according to the information and explanations given to us, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provision of clause 3 (xv) of the Order is not applicable to the Company.

(xvi) In our opinion, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provision of clause 3 (xvi) of the Order is not applicable to the Company.

For H. B. Kalaria & Associates,
Chartered Accountants
(Firm Registration No. 104571W)

Hasmukh B. Kalaria
Partner
(Membership No. 042002)

Rajkot, 30th May, 2018

“Annexure B” to the Independent Auditor’s Report

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of **ACE SOFTWARE EXPORTS LIMITED** (“the Company”) as of March 31, 2018 in conjunction with our audit of the standalone Ind AS financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Control over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We have conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2018, criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Control over Financial Reporting issued by the Institute of Chartered Accountants of India.

For H. B. Kalaria & Associates,
Chartered Accountants
(Firm Registration No. 104571W)

Hasmukh B. Kalaria
Partner
(Membership No. 042002)

Rajkot, 30th May, 2018

STANDLONE BALANCE SHEET AS AT 31ST MARCH,2018

[Figures in lakhs]

Particulars	Note No.	As at 31.03.2018	As at 31.03.2017	As at 01.04.2016
ASSETS				
NON-CURRENT ASSETS				
Property, Plant and Equipment	2	342.03	358.52	371.04
Investment Property	3	69.03	68.28	67.53
Other Intangible assets	2	19.19	22.87	24.11
Investments	4	795.17	732.60	613.91
Others (to be specified)	5	54.65	11.42	11.42
Deferred tax assets		16.14	18.06	24.06
Other non-current assets	6	268.41	308.40	355.00
Total Non current Assets		**1,564.62**	**1,520.15**	**1,467.07**
CURRENT ASSETS				
Inventories		60.80	56.00	68.70
Financial Assets				
Investments	7	272.05	188.78	58.97
Trade receivables	8	6.14	-	-
Cash and cash balance	9	17.11	67.19	60.09
Loans	10	166.03	120.25	140.21
Current tax asset		12.39	15.96	12.88
Other current assets	11	72.35	30.39	39.28
Total current assets		**606.87**	**478.57**	**380.12**
Total Assets		**2,171.49**	**1,998.72**	**1,847.19**
EQUITY AND LIABILITIES				
EQUITY				
Equity share capital	12	468.00	468.00	468.00
Other Equity		1,542.60	1,439.49	1,282.52
Total Equity		**2,010.60**	**1,907.49**	**1,750.52**
LIABILITIES				
Current liabilities				
Financial liabilities				
Borrowings	13	-	-	4.84
Trade payables	14	57.32	40.66	38.92
Other financial liabilities	15	19.70	19.70	19.70
Other current liabilities	16	83.87	30.87	27.78
Current tax liability	17	-	-	5.43
		160.89	**91.23**	**96.66**
Total Equity and Liabilities		**2,171.49**	**1,998.72**	**1,847.19**

See accompanying Statement on Significant accounting policies & Notes to Accounts

AS PER OUR REPORT OF EVEN DATE

For, H. B. Kalaria & Associates
CHARTERED ACCOUNTANTS
[Firm's Registration No.104571W]

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS,

Hasmukh B. Kalaria
PARTNER
Membership No. 042002

VIKRAM B. SANGHANI
JT.MANAGING DIRECTOR
DIN : 00183818

SANJAY H. DHAMSANIA
JT.MANAGING DIRECTOR
DIN : 00013892

JAYRAM K. VACHHANI
COMPANY SECRETARY

JYOTIN B. VASAVADA
CHIEF FINANCIAL OFFICER

RAJKOT, Dated 30h May, 2018

RAJKOT, Dated 30th May, 2018

STANDALONE STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2018

[Figures in lakhs]

Particulars	Note No.	Year Ended 31.03.2018	Year Ended 31.03.2017
INCOME			
Revenue from operations	18	871.08	843.14
Other income	19	112.22	70.64
Total Income		**983.30**	**913.78**
EXPENSE			
Changes in inventories of finished goods		(4.80)	12.71
Employee benefits expense	20	275.13	245.14
Finance costs	21	1.45	1.17
Depreciation and amortization expense	2	28.21	30.98
Other expenses	22	555.08	500.70
Total Expenses		**855.07**	**790.70**
Profit/(loss) before tax		**128.23**	**123.08**
Tax expenses			
Current tax		6.42	14.11
Deferred tax		2.25	6.00
		8.66	20.11
Profit/(loss) for the period		**119.56**	**102.97**
Other Comprehensive Income			
Items that will not be reclassified to profit or loss			
Changes in fair value of FVOCI equity Instruments		(12.32)	56.78
Remeasurement of Defined benefit Plans		(4.14)	(2.78)
Total other comprehensive income		**(16.46)**	**54.00**
Total comprehensive income		**103.10**	**156.97**
Earning per equity share [Face Value Rs. 10 Per Share]			
Basic & Diluted		2.55	2.20

See accompanying Statement on Significant accounting policies & Notes to Accounts

AS PER OUR REPORT OF EVEN DATE

For, H. B. Kalaria & Associates
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RAJKOT, Dated 30h May, 2018

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS,

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RAJKOT, Dated 30th May, 2018

STANDALONE CASHFLOW STATEMENT FOR THE YEAR ENDED 31.03.2018

[Figures in lakhs]

Particulars	For the year ended on 31.03.2018	For the year ended on 31.03.2017
A. Cash flow from Operating Activities		
Net profit before tax and extraordinary items	**128.23**	**123.08**
Adjustments for :		
Depreciation & other non cash charges	28.21	30.98
Remeasurement of Defined benefit Plans	(4.14)	(2.78)
Dividend Income	(70.77)	(46.87)
Surplus/loss on sale of Investments/Assets	(0.04)	(2.62)
Interest Income	(14.10)	(11.94)
Interest Expenses	0.99	0.74
Operating Profit before working capital changes	**68.39**	**90.59**
Adjustments for :		
Increase/(decrease) in current & non current liabilities	69.66	4.83
(Increase)/decrease in current & non current assets	(141.92)	41.56
Cash generated from Operations	**(3.86)**	**136.98**
Direct taxes paid (net of refunds)	(3.09)	(22.62)
Cash flow before extra-ordinary items	(6.95)	114.35
Net cash generated/(used) in operating activities	**(6.95)**	**114.35**
B. Cash flow from investing activities		
Purchase of Fixed Assets and Advances given for Capital Asset	31.21	30.44
Sale/Purchase of Investments (Net)	(158.20)	(190.92)
Interest Received	14.10	11.94
Dividend Income	70.77	46.87
Net cash generated/used in investing activities	**(42.12)**	**(101.66)**
C. Cash flow from financing activities		
Short term Borrowings	-	(4.84)
Interest paid	(0.99)	(0.74)
Net cash generated/used in financing activities	**(0.99)**	**(5.58)**
Net increase in cash and cash equivalent	**(50.07)**	**7.10**
Cash and cash equivalent as at 31.3.2017	**67.19**	**60.09**
Cash and cash equivalent as at 31.3.2018	**17.12**	**67.19**

Note: The above Cash Flow Statement has been prepared under the 'Indirect Method' as set it out in Indian Accounting Standard 7 - Statement of Cash Flow.

AS PER OUR REPORT OF EVEN DATE

For, H. B. Kalaria & Associates
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RAJKOT, Dated 30th May, 2018

STANDALONE STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH, 2018

A EQUITY SHARE CAPITAL

[Figures in lakhs]

As at 1st April, 2016	Movement During the year	As at 31st March, 2017	Movement During the year	As at 31st March, 2018
468.00	-	468.00	-	468.00

B OTHER EQUTIY

Particulars	Reserves and surplus				Other Reserve	Total Equity
	Capital Redemption Reserve	Capital Reserve	General Reserve	Retained Earnings	FVOCI-Equity Instruments	
Balances as at 1st April, 2016	**102.00**	**6.75**	**30.46**	**1,066.53**	**76.77**	**1,282.51**
Profit for the year	-	-	-	102.97	-	102.97
Other Comprehensive Income for the year, net of Income Tax	-	-	-	(2.78)	56.78	54.00
Balances as at 31st March, 2017	**102.00**	**6.75**	**30.46**	**1,166.72**	**133.55**	**1,439.49**
Profit for the year	-	-	-	119.56	-	119.56
Other Comprehensive Income for the year, net of Income Tax	-	-	-	(4.14)	(12.32)	(16.46)
Balances as at 31st March, 2018	**102.00**	**6.75**	**30.46**	**1,282.15**	**121.23**	**1,542.60**

See accompanying Statement on Significant accounting policies & Notes to Accounts

AS PER OUR REPORT OF EVEN DATE

For, H. B. Kalaria & Associates
CHARTERED ACCOUNTANTS
[Firm's Registration No.104571W]

Hasmukh B. Kalaria
PARTNER
Membership No. 042002

RAJKOT, Dated 30h May, 2018

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS,

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CHIEF FINANCIAL OFFICER

RAJKOT, Dated 30th May, 2018

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

NOTE: 1

1.1 CORPORATE INFORMATION

Ace Software Exports Limited (ASEL or Company) was incorporated on August 17, 1994 under the provision of the Companies Act,1956. ASEL's shares are listed on Bombay Stock Exchange Ltd., Mumbai. ASEL is mainly engaged in the business of creation of Database.

Director's Information:

Sr. No.	Name	Director Identification Number (DIN)
1	Vikram Bhupatbhai Sanghani	00183818
2	Sanjay Harilal Dhamsania	00013892
3	Dharamsibhai Ramjibhai Vadalia	00015165
4	Vimal Laljibhai Kalaria	00029395
5	Pratikkumar Chandulal Dadhania	02931106
6	Dhara Sureshchandra Shah	06983857

1.2 BASIS OF PREPARATION

I. Compliance with Ind AS

The financial statements comply in all material aspects with Indian Accounting Standards ("Ind AS") notified under section 133 of the Companies Act, 2013 ("the Act"), Companies (Indian Accounting Standards) Rules, 2015 as amended by Companies (Indian Accounting Standards) (Amendment) Rules, 2016 and other relevant provisions of the Act as applicable.

The financial statements up to year ended March 31, 2017 were prepared in accordance with the Accounting Standards notified under section 133 of the Act read together with paragraph 7 of the Companies (Accounts) Rules, 2014 ("Indian GAAP") and other relevant provisions of the Act as applicable.

These financial statements are the Company's first Ind AS financial statements and are covered by Ind AS 101- First time Adoption of Indian Accounting Standards. The transition to Ind AS has been carried out from the accounting principles generally accepted in India ("Indian GAAP") which is considered as the 'Previous GAAP' for purposes of Ind AS 101. An explanation of how the transition to Ind AS has affected the Company's financial position, financial performance and cash flows is provided in Note 35(c) of the financial statement.

II. Historical cost convention

The financial statements have been prepared on a historical cost basis, except following:

(i) Certain financial assets and liabilities that are measured at fair value;

(ii) Defined benefit plans - plan assets measured at fair value.

III. Functional and presentation currency

These financial statements are presented in Indian Rupees, which is Company's functional currency, and all values are rounded to the nearest except otherwise indicated.

1.3 SIGNIFICANT ACCOUNTING POLICIES

A. Property, Plant and Equipment:

I. Recognition and measurement

Freehold land is carried at cost and not depreciated. All other items of property, plant and equipment are measured at cost less accumulated depreciation any accumulated impairment losses. Cost includes expenditure that is directly attributable to the acquisition of the items.

Income and expenses related to the incidental operations, not necessary to the item to the location and condition necessary for it to be capable of operating in the manner intended by management, are recognized in the Statement Profit and Loss.

If significant parts of an item of property, plant and equipment have different useful life, then they are accounted and depreciated for as separate items (major components) of property, plant and equipment.

An Item of Property, Plant and Equipment is derecognized upon disposal when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss on disposal of an item of property, plant equipment is recognized in the Statement of Profit and Loss.

On transition to Ind AS, the Company has elected to continue with the carrying value of all of its property, plant and equipment recognized as at April 2016, measured as per the Previous GAAP and use that carrying value as the deemed cost of the property, plant and equipment.

II. Subsequent Expenditure

Subsequent expenditure is capitalized only if it is probable that the future economic benefits associated with the expenditure will flow to the Company.

III. Capital Work-in-Progress

Plant and properties in the course of construction for production, supply or administrative purposes are carried at cost, less any recognized impairment loss. Cost includes professional fees and, for qualifying asset, borrowing costs capitalized in accordance with the Company's accounting policies. Such plant and Properties are classified and capitalized to the appropriate categories of Property, Plant and Equipment when completed when ready for intended use. Depreciation of these assets, on the same basis as other property assets, commences when the asset are ready for their intended use.

IV. Depreciation

Depreciation is recognised so as to write off the cost of the assets (other than freehold land and Capital work in progress) less their residual values over their useful lives, using the written down value method as per the useful life prescribed in schedule II to the Companies Act, 2013. The Estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in the estimated accounted for on a prospective basis.

B. ntangible Assets:

I. Recognition and measurement

Intangible Assets are stated at cost of acquisition less accumulated amortization and accumulated impairment, if any. Amortization is done over their estimated useful life on written down value basis from the date that they are available intended use, subjected to impairment test.

II. Amortization

Software, which is not an integral part of the related hardware is classified as an intangible asset and is amortized over the useful life of 3 years.

C. Impairment:

I. Non - financial assets

At each balance sheet date, the Company assesses whether there is indication that any property, plant and equipment and intangible assets finite life may be impaired. If any such impairment exists, the recoverable amount of an asset is estimated to determine the extent of impairment, if any. Where it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

Recoverable amount is the higher of fair value less costs of disposal and value in use. If the recoverable amount of the asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised in statement of Profit and Loss.

D. Inventories:

Inventories are valued only for final products at the rates contained in customer's pro-forma invoice, as the sale is assured under a contract

E. Investments and Other Financial Assets:

Classification:

Company classifies its financial assets in the following measurement categories

(i) Those to be measured subsequently at fair value (either through other comprehensive income, or through Statement of Profit and Loss), and

(ii) Those measured at amortized cost.

The classification depends on the Company's business model for managing the financial assets and the contractual terms of the cash flows. For assets measured at fair value, gains and losses will either be recorded in Statement of Profit and loss or other comprehensive income. For investments in debt instruments, this will depend on the business model in which the investment is held. For investments in equity instruments, this will depend on whether the Company made an irrevocable election at the time of initial recognition to account for equity investment at fair value through other comprehensive income.

The Company reclassifies debt or equity investments when and only when its business model for managing those assets changes.

Measurement

At initial recognition, in case of a financial asset not at fair value through profit and loss, the Company measures a financial asset at its fair value plus, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through Statement of Profit and Loss are expensed in Statement of Profit and Loss.

a) Amortized cost: Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortized cost.

b) Fair Value through Other Comprehensive Income (FVOCI): Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets cash flows represent solely payments of principal and interest, are measured at FVOCI. Movements in the carrying amount are taken through Other Comprehensive Income (OCI), except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognized in Statement of Profit and Loss. When the financial asset is derecognized, the cumulative gain or loss previously recognized in OCI is reclassified from equity to profit and loss and recognized in other gains/ losses. Interest income from these financial assets is included in other income using the effective interest rate method.

c) Fair value through profit and loss: Assets that do not meet the criteria for amortized cost or FVOCI are measured at fair value through Statement of Profit and Loss. Interest income from these financial assets is included in other income.

Equity Instruments

The Company measures all equity investments at fair value. Where the Company's management has elected to present fair value gains and losses on equity investments in OCI, there is no subsequent reclassification of fair value gains and losses to Statement of Profit and Loss. Dividends from such investments are recognized in Statement of Profit and Loss as other income when the Company's right to receive payment is established. Changes in the fair value of financial assets at fair value through profit and loss are recognized in other gain/losses in the Statement of Profit and Loss. Impairment losses (and reversal of impairment losses) on equity investments measured at FVOCI are not reported separately from other changes in fair value.

Derecognition

A financial asset is derecognized only when

(i) The Company has transferred the rights to receive cash flows from the financial asset or

(ii) Retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

F. Cash and Cash Equivalents:

Cash and cash equivalents in the balance sheet comprise cash at banks and on hand and highly liquid investments with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

G. Financial Liabilities:

Measurement

All financial liabilities are recognized initially at fair value and in the case of loans, borrowings and payables recognized net of directly attributable transaction costs.

The Company's financial liabilities include trade and other payables, loans and borrowings.

Derecognition

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. Gains and losses are recognized in Statement of Profit and Loss when the liabilities are derecognized as well as through the Effective Interest rate (EIR) amortization process.

H. Foreign Currency Translation:

Items included in the financial statements of the Company are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The Indian Rupee (INR) is the functional and presentation currency of the Company.

Foreign currency transactions are recorded on initial recognition in the functional currency, using the exchange rate at the date of the transaction. At each balance sheet date, foreign currency monetary items are reported using the closing exchange rate. Exchange differences that arise on settlement of monetary items or on reporting at each balance sheet date of the Company's monetary items at the closing rate are recognized as income and expenses in the Statement of Profit and Loss, in the period in which they arise.

I. Revenue recognition:

Revenue is recognized to the extent that it is possible that the economic benefits will flow to the Company and the revenue can be reliably measured. Revenue is measured at the fair value of the consideration received or receivable, taking into the account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government.

I. Revenue from the sale of software is recognized when the rendering of services under a contract is completed.

II. Dividend income

Dividend income from investments is recognized when the Company's right to receive dividend is established provided it is probable that the economic benefits associated with the dividend will flow to the Company as also the amount of dividend income can be reliably measured.

III. Interest income

Interest income from the financial assets is recognized on a time basis, by reference to the principle outstanding using the effective interest method provided it is probable that the economic benefits associated with the interest will flow to the Company and the amount of interest can be measured reliably. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the **financial asset to the gross carrying amount of that financial asset.**

IV. Other Income:

(i) Other income is accounted for on accrual basis except where the receipt of income is uncertain in which case it is accounted for on receipt basis.

(ii) Claims/Insurance Claim etc, are accounted for when no significant uncertainties are attached to their eventual receipts.

J. Employee benefits:

Short-term obligations:

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employee's services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

Provident Fund:

Contribution towards provident fund for employees is made to the regulatory authorities, where the Company has no further obligations. Such benefits are classified as Defined Contribution Schemes as the Company does not carry any further obligations, apart from the contributions made on a monthly basis.

Gratuity

Incremental expenditure on gratuity for each year is arrived at as per actuarial valuation and is recognised and charged to the statement of profit and loss in the year in which employee has rendered services.

K. Borrowing costs:

Borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalization.

Other borrowing costs are expensed in the period in which they are incurred.

L. Income tax:

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate adjusted by changes in deferred tax assets and liabilities attributable to temporary differences.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period in India. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the standalone financial statements. Deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit nor loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or tire deferred income tax liability is settled.

Deferred tax assets are recognised for all deductible temporary differences only if it is probable that future taxable amounts will be available to utilise those temporary differences.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously Current and deferred tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

M. Provisions and Contingencies:

(i) Provisions

Provisions for legal claims and make good obligations are recognised when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognised for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Long-term provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money. Short term provisions are carried at their redemption value and are not offset against receivables from reimbursements.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre--tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

(ii) Contingent Liabilities

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made.

N. Earnings per Share:

(i) Basic earnings per share

Basic earnings per share is calculated by dividing:

- the profit attributable to owners of the company, excluding any costs of servicing equity other than ordinary shares.

- by the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year.

(ii) Diluted earnings per share

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

- the after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and

- the weighted average number of additional ordinary shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

O. Exceptional items:

Certain occasions, the size, type or incidence of an item of income or expense, pertaining to the ordinary activities of the Company is such that its disclosure improves the understanding of the performance of the Company, such income or expense is classified as an exceptional item and accordingly, disclosed in the notes accompanying to the financial statements.

NOTE: 1.4 USE OF JUDGEMENTS, ESTIMATES AND ASSUMPTIONS

While preparing financial statements in conformity with Ind AS, the management has made certain estimates and assumptions that require subjective and complex judgments. These judgments affect the application of accounting policies and the reported amount of assets, liabilities, income and expenses, disclosure of contingent liabilities at the statement of financial position date and the reported amount of income and expenses for the reporting period. Financial reporting results rely on the management estimate of the effect of certain matters that are inherently uncertain. Future events rarely develop exactly as forecasted and the best estimates require adjustments, as actual results may differ from these estimates under different assumptions or conditions. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized prospectively.

Judgment, estimates and assumptions are required in particular for:

a) **Recognition and measurement of defined benefit obligations**

The obligation arising from defined benefit plan is determined on the basis of actuarial assumptions. Key actuarial assumptions include discount rate, trends in salary escalation, actuarial rates and life expectancy. The discount rate is determined by reference to market yields at the end of the reporting period on government bonds. The period to maturity of the underlying bonds correspond to the probable maturity of the post-employment benefit obligations. Due to complexities involved in the valuation and its long term nature, defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting period.

b) **Recognition of deferred tax liabilities**

Deferred tax assets and liabilities are recognized for the future tax consequences of temporary differences between the carrying values of assets and liabilities and their respective tax bases, and unutilized business loss and depreciation carry-forwards and tax credits. Deferred tax assets are recognized to the extent that it is probable that future taxable income will be available against which the deductible temporary differences, unused tax losses, depreciation carry-forwards and unused tax credits could be utilized.

c) **Discounting of financial assets / liabilities**

All financial assets / liabilities are required to be measured at fair value on initial recognition. In case of financial assets / liabilities which are required to be subsequently measured at amortized cost, interest is accrued using the effective interest method.

d) **Provisions**

Significant estimates are involved in the determination of provisions. The Company records a provision for onerous sales contracts when current estimates of total contract costs exceed expected contract revenue. The provision for expenses is based on the best estimate required to settle the present obligation at the end of the reporting period.

Legal proceedings often involve complex legal issues and are subject to substantial uncertainties. Accordingly, considerable judgment is part of determining whether it is probable that there is a present obligation as a result of a past event at the end of the reporting period, whether it is probable that such a Legal Proceeding will result in an outflow of resources and whether the amount of the obligation can e reliably estimated. Internal and external counsels are generally part of the determination process.

AS PER OUR REPORT OF EVEN DATE

For, H. B. Kalaria & Associates
CHARTERED ACCOUNTANTS
[Firm's Registration No.104571W]

Hasmukh B. Kalaria
PARTNER
Membership No. 042002

RAJKOT, Dated 30h May, 2018

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS,

VIKRAM B. SANGHANI
JT.MANAGING DIRECTOR
DIN : 00183818

SANJAY H. DHAMSANIA
JT.MANAGING DIRECTOR
DIN : 00013892

JAYRAM K. VACHHANI
COMPANY SECRETARY

JYOTIN B. VASAVADA
CHIEF FINANCIAL OFFICER

RAJKOT, Dated 30th May, 2018

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS [Figures in lakhs]

2. Tangible and Intangible assets

Particulars	Tangible Assets						Intangible Assets	
	Buildings	Computers	Furniture and Fixtures	Office Equipments	Vehicles	**Total Tangible Assets**	Computer Software	**Total Intangible Assets**
I **Deemed Cost as at 1st April, 2016**								
Balance as at 1st April, 2016	**364.71**	**354.07**	**84.36**	**84.92**	**53.25**	**941.31**	**38.05**	**38.05**
Additions during the year	0.68	2.29	0.39	7.13	7.04	**17.53**	2.21	**2.21**
Deductions/Adjustments during the year	-	(0.10)	-	(7.99)	-	**(8.09)**	-	**-**
Other Adjustments during the year	-	-	-	-	-	**-**	-	**-**
Balance as at 31st March, 2017	**365.39**	**356.26**	**84.75**	**84.06**	**60.29**	**950.75**	**40.25**	**40.25**
Additions during the year	-	7.39	-	0.65	-	**8.04**	-	**-**
Deductions/Adjustments during the year	-	-	-	-	-	**-**	-	**-**
Other Adjustments during the year	-	-	-	-	-	**-**	-	**-**
Balance as at 31st March, 2018	**365.39**	**363.66**	**84.75**	**84.70**	**60.29**	**958.80**	**40.25**	**40.25**
II **Accumulated Depreciation**								
Balance as at 1st April, 2016	**34.92**	**323.14**	**52.86**	**48.35**	**40.00**	**499.27**	**13.94**	**13.94**
Depreciation expenses for the year	8.85	9.02	1.05	4.48	4.13	**27.53**	3.45	**3.45**
Deductions/Adjustments during the year	-	(0.10)	-	(5.47)	-	**(5.57)**	-	**-**
Balance as at 31st March, 2017	**43.77**	**332.06**	**53.92**	**47.36**	**44.12**	**521.23**	**17.38**	**17.38**
Depreciation expenses for the year	8.86	6.74	0.93	4.05	3.95	**24.53**	3.68	**3.68**
Deductions/Adjustments during the year	-	-	-	-	-	**-**	-	**-**
Balance as at 31st March, 2018	**52.63**	**338.80**	**54.85**	**51.41**	**48.07**	**545.76**	**21.06**	**21.06**
III **Impairment**								
Balance as at 31st March, 2018	-	17.00	26.50	27.50	-	**71.00**	-	**-**
Balance as at 31st March, 2017	-	17.00	26.50	27.50	-	**71.00**	-	**-**
Balance as at 1st April, 2016	-	17.00	26.50	27.50	-	**71.00**	-	**-**
IV **Net Carrying amount**								
Balance as at 31st March, 2018	312.76	7.86	3.40	5.79	12.22	**342.03**	19.19	**19.19**
Balance as at 31st March, 2017	321.62	7.21	4.33	9.20	16.17	**358.52**	22.87	**22.87**
Balance as at 1st April, 2016	329.79	13.94	5.00	9.07	13.26	**371.04**	24.11	**24.11**

Note:

The Company has elected to continue with the carrying value for all of its property,plant and equipment as recognized in the financial statements as at the date of transition to Ind AS i.e. April 1, 2016, measured as per the previous GAAP and use that as its deemed cost as at the date of transition.

3. Investment Properties

Particulars	Freehold Land	**Total**
I **Deemed Cost as at 1st April, 2016**		
Balance as at 1st April, 2016	67.53	**67.53**
Additions during the year	0.75	**0.75**
Deductions/Adjustments during the year	-	**-**
Other Adjustments during the year	-	**-**
Balance as at 31st March, 2017	68.28	**68.28**
Additions during the year	0.75	**0.75**
Deductions/Adjustments during the year	-	**-**
Other Adjustments during the year	-	**-**
Balance as at 31st March, 2018	69.03	**69.03**
II **Accumulated Depreciation**		
Balance as at 1st April, 2016	-	**-**
Depreciation expenses for the year	-	**-**
Deductions/Adjustments during the year	-	**-**
Balance as at 31st March, 2017	-	**-**
Depreciation expenses for the year	-	**-**
Deductions/Adjustments during the year	-	**-**
Balance as at 31st March, 2018	-	**-**
		-
III **Net Carrying amount**		**-**
Balance as at 31st March, 2018	69.03	**69.03**
Balance as at 31st March, 2017	68.28	**68.28**
Balance as at 1st April, 2016	67.53	**67.53**
IV **Other Information**		
Useful Life of the Asset	Not Applicable	Not Applicable
Method of Depreciation	Not Applicable	Not Applicable
Rental Income from Investment Property	-	-
Direct Operating Expenses	-	-
Profit from Investment Properties before depreciation	-	-
Depreciation	-	-
Profit from Investment Properties	-	-
Fair Value of Properties	261.88	261.88

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS [Figures in lakhs]

4 . Non-Current Investments

Particulars	31.03.2018 Units	31.03.2018 Amount	31.03.2017 Units	31.03.2017 Amount	01.04.2016 Units	01.04.2016 Amount
Investments in Equity Instruments						
Unquoted (all fully paid unless otherwise specified)						
(A) At Cost						
(i) In Subsidiary Company						
Equity shares						
Ace Infoworld Private Limited	631,525	205.81	631,525	205.81	631,525	205.81
(ii) In Wholly Owed Limited Liability Partnership						
Capital Contribution						
Balance in Capital Account of Aspire Exim LLP	-	0.00	-	1.00	-	1.00
Balance in Current Account of Aspire Exim LLP	-	-	-	2.39	-	2.02
Balance in Capital Account of Citizen Solution LLP	-	0.00	-	1.00	-	1.00
Balance in Current Account of Citizen Solution LLP	-	-	-	2.10	-	1.77
Balance in Capital Account of Cosmos Services LLP	-	1.00	-	1.00	-	1.00
Balance in Current Account of Cosmos Services LLP	-	2.49	-	2.03	-	1.64
Balance in Capital Account of Jubilant Exim LLP	-	1.00	-	1.00	-	1.00
Balance in Current Account of Jubilant Exim LLP	-	2.32	-	1.85	-	1.55
Balance in Capital Account of Rajkot Computer Education LLP	-	4.97	-	4.97	-	4.97
Balance in Current Account of Rajkot Computer Education LLP	-	0.55	-	0.41	-	0.35
Balance in Capital Account of Speedwell Engineers LLP	-	1.00	-	1.00	-	1.00
Balance in Current Account of Speedwell Engineers LLP	-	5.43	-	4.34	-	3.67
(B) Carried at Fair Value Through Other Comprehensive Income						
(i) In Equity Shares of Other Entity						
Sanjay Oilcake Industries Private Limited	10	0.00	10	0.00	10	0.00
Rajkot Oilcake Private Limited	10	0.00	10	0.00	10	0.00
		-		-		-
Quoted - Investment in Mutual Funds		-		-		-
(A) Carried at Fair Value Through Other Comprehensive Income		-		-		-
Franklin India - Prima (Dividend Reinvestment Plan)	294,694	178.99	237,715	157.16	210,363	115.85
Franklin India - Bluechip Fund (Dividend Reinvestment Plan)	456,187	175.98	402,377	160.21	353,353	129.43
Franklin India - Flexi Cap (Dividend Reinvestment Plan)	684,439	110.42	583,347	96.03	460,404	77.38
DSP Black Rock Equity Fund - Regular Plan-Growth	94,324	34.51	77,796	25.30	57,084	14.65
HDFC Equity Fund - Growth	11,952	70.71	11,952	64.99	11,952	49.81
Total [Aggregate Book Value of Investments]		**795.17**		**732.60**		**613.91**
Aggregate book value of quoted investments :		451.34		370.64		310.85
Aggregate market value of quoted investments :		570.61		503.69		387.12
Aggregate book value of unquoted investments :		224.56		228.91		226.79

Category-Wise Investment Non-Current	31.03.2018	31.03.2017	01.04.2016
Financial Assets measured at Cost	224.56	228.91	226.79
Financial Assets measured at FVOCI	570.61	503.69	387.12
Total Investment Non-Current	**795.17**	**732.60**	**613.91**

5 Other Financial Assets

Particulars	As at 31.03.2018	As at 31.03.2017	As at 01.04.2016
(Unsecured, considered good)			
Security Deposits	11.42	11.42	11.42
Bank Deposit with Original maturity of more than 12 Months	43.23	-	-
Total	**54.65**	**11.42**	**11.42**

6 Other non-current assets

Particulars	As at 31.03.2018	As at 31.03.2017	As at 01.04.2016
(Unsecured, considered good)			
Capital Advances	268.41	308.40	355.00
Total	**268.41**	**308.40**	**355.00**

6.1 Capital advances include amounts due from:

Particulars	As at 31.03.2018	As at 31.03.2017	As at 01.04.2016
Concern in which any director is a partner/ Director			
Ace Riverside Private Limited	-	40.00	80.00

[Figures in lakhs]

7. Current Investments

Particulars	31.03.2018 Units	31.03.2018 Amount	31.03.2017 Units	31.03.2017 Amount	01.04.2016 Units	01.04.2016 Amount
Investments in Equity Instruments						
Quoted (all fully paid unless otherwise specified)						
(A) Carried at Fair Value Through Other Comprehensive Income						
(i) In Equity Shares of						
Indian Metals & Ferro Alloys Ltd.	100	0.43	100	0.77	100	0.11
B L Kashyap Ltd	5,000	2.15	5,000	1.06	5,000	0.67
(i) In Units of Mutual Fund of						
HDFC Cash Mgt.Fund (Treasury Adv. Plan)	2,644,438	269.47	1,837,860	186.95	576,683	58.18
Total [Aggregate Book Value of Investments]		**272.05**		**188.78**		**58.97**
Aggregate book value of quoted investments :		269.04		188.29		58.47
Aggregate market value of quoted investments :		272.05		188.78		58.97
Aggregate book value of unquoted investments :		-		-		-

Category-Wise Investment -Current	31.03.2018	31.03.2017	01.04.2016
Financial Assets measured at Cost	-	-	-
Financial Assets measured at FVOCI	272.05	188.78	58.97
Total Investment Non-Current	**272.05**	**188.75**	**58.97**

8 Trade Receivables

Particulars	As at 31.03.2018	As at 31.03.2017	As at 01.04.2016
Unscecured, Considered Good	6.14	-	-
Total	**6.14**	**-**	**-**

9 Cash & Cash Equivalents

Particulars	As at 31.03.2018	As at 31.03.2017	As at 01.04.2016
Cash on hand	0.58	1.07	1.15
Balances with Banks:			
In Current Accounts	3.80	4.39	1.23
Balances with Banks in Term Deposit Accounts	12.73	61.73	57.72
Total	**17.11**	**67.19**	**60.09**

10 Loans

Particulars	As at 31.03.2018	As at 31.03.2017	As at 01.04.2016
[Unsecured, considered good]			
Loans and Advances to employees	1.88	4.64	5.70
Other Short Term Loans & Advances	164.14	115.61	134.51
Total	**166.03**	**120.25**	**140.21**

All the above loans and advances have been given for business purposes
Loans and Advances are repayable on demand

11 Other Current Assets

Particulars	As at 31.03.2018	As at 31.03.2017	As at 01.04.2016
[Unsecured, considered Good]			
Balances with Statutory Authorities	70.49	29.58	38.65
Prepaid Expenses	1.86	0.81	0.63
Total	**72.35**	**30.39**	**39.28**

12 Share Capital

12.1 Details relating to Authorised, Issued, Subscribed & Paid up Share Capital

Particulars	As at 31.03.2018	As at 31.03.2017	As at 01.04.2016
Authorised Share Capital:			
60,00,000 Equity Shares of ' 10/- each with voting rights	**600.00**	**600.00**	**600.00**
Issued, Subscribed & Paid-up Share Capital:			
46,80,000 Equity Shares of ' 10/- each with voting rights	468.00	468.00	468.00
	468.00	**468.00**	**468.00**

12.2 Reconciliation of the No. of Shares Outstanding as on Balance Sheet Date

Particulars	As at 31.03.2018, 31.03.2017 & 01.04.2016 No. of shares	Rs.
Shares outstanding as at the beginning of the year	46.80	468.00
Shares issued during the year	-	-
Shares bought-back during the year	-	-
Shares outstanding as at the end of the year	**46.80**	**468.00**

12.3 Company has only one class of Equity share of face value of Rs. 10/- each carrying one voting right for each equity share held.

[Figures in lakhs]

12.4 Details of shareholders holding more than 5% ordinary equity shares as on Balance Sheet date

Name of the shareholders	As at 31.03.2018, 31.03.2017 & 01.04.2016 No. of shares	% to total
Sanjay Harilal Dhamsania & Madhavi Sanjay Dhamsania	5.81	12.41%
Vikram B. Sanghani	5.44	11.62%
Jay Bhupat Sanghani, Vikram B Sanghani & Bhupat C Sanghani	3.18	6.80%
Jamkunverben Harilal Dhamsania	4.06	8.67%
	18.49	**39.50%**
Total no. of shares of the company	**46.80**	**100.00%**

12.5 Other Equity

Particulars	As at 31.03.2018	As at 31.03.2017	As at 01.04.2016
Capital Redemption Reserve	102.00	102.00	102.00
Capital Reserve	6.75	6.75	6.75
General Reserve	30.46	30.46	30.46
Retained Earnings	1,282.14	1,166.72	1,066.53
Equity Instrument through Other Comprehensive Income	121.23	133.55	76.77
Total	**1,542.58**	**1,439.48**	**1,282.51**

13 Borrowings

Particulars	As at 31.03.2018	As at 31.03.2017	As at 01.04.2016
Loans repayable on demand (Secured):			
Overdraft from Bank of Baroda	-	-	4.84
(Payable on Demand,Secured over the Company's Fixed Deposit Receipt)			
Total	**-**	**-**	**4.84**

14 Trade payables

Particulars	As at 31.03.2018	As at 31.03.2017	As at 01.04.2016
Trade payable - Micro and small enterprise	-	-	-
Trade payable - Other than Micro and small enterprise	57.32	40.66	38.92
Total	**57.32**	**40.66**	**38.92**

* The company has requested the suppliers to give information about their status as Micro, Small and Medium Enterprises as defined under the MSMED Act, 2006. In the absence of this information, company is unable to provide the details regarding the over dues to such Enterprises.

15 Other Financial Liabilities

Particulars	As at 31.03.2018	As at 31.03.2017	As at 01.04.2016
Payable for Fixed Assets	19.70	19.70	0.00
Total	**19.70**	**19.70**	**19.70**

16 Other Current Liabilities

Particulars	As at 31.03.2018	As at 31.03.2017	As at 01.04.2016
Advances Received from Customers	49.03	-	-
Expenses Payables	5.97	8.35	5.22
Statutory Remittances	2.34	2.24	2.58
Employee Benefits	17.88	15.97	19.96
Excess of Gratuity benefit obligation over Fair Value of Plan Asset	8.65	4.32	0.03
Total	**83.87**	**30.87**	**27.78**

17 Current Tax Liabilites

Particulars	As at 31.03.2018	As at 31.03.2017	As at 01.04.2016
Provision for Taxation	-	-	-
Current Tax (Net of Provision)	-	-	5.43
Total	**-**	**-**	**5.43**

18. Revenue from Operations

Particulars	For the year ended on 31.03.2018	For the year ended on 31.03.2017
Revenue from sale of software	871.08	843.14
Total	**871.08**	**843.14**

19. Other Income

Particulars	For the year ended on 31.03.2018	For the year ended on 31.03.2017
Interest Income		
Interest from Banks on Deposits	4.04	4.46
Interest on Loans and Advances	10.06	7.48
Dividend Income		
from Current Investments	10.46	7.84
from Long Term Investments	60.31	39.03
Share of Profit from LLP	21.31	2.12
Rental Income	6.00	6.00
Profit on Sale of Investment	0.04	2.62
Miscellaneous Income	-	0.06
Provisions no longer required written back	-	1.04
Total	**112.22**	**70.64**

[Figures in lakhs]

20. Employee benefit expenses

Particulars	For the year ended on 31.03.2018	For the year ended on 31.03.2017
Salaries & wages	265.20	236.95
Contribution to provident and other funds	8.01	5.58
Staff welfare expense	1.93	2.61
Total	**275.13**	**245.14**

21. Finance Costs

Particulars	For the year ended on 31.03.2018	For the year ended on 31.03.2017
Interest Expenses on Borrowings		
Borrowings		
Interest paid on Overdraft	0.07	0.08
Interest paid on Unsecured Loan	0.93	0.65
Interest on delayed payment of Tax Deducted at source	0.01	0.03
Other Borrowing Costs		
Bank Charges	0.45	0.40
Total	**1.45**	**1.17**

22. Operating & Other Expenses

Particulars	For the year ended on 31.03.2018	For the year ended on 31.03.2017
Operating Expenses		
Software Sourcing Charges	444.48	412.96
Other Expenses		
Advertisement	22.87	9.65
Power And Fuel	17.62	14.06
Rent	13.13	13.48
Repairs & Maintenance	10.77	6.56
Insurance	0.84	0.64
Rates & Taxes	2.82	2.06
Travelling & Conveyance	4.67	4.27
Printing & Stationery	1.96	2.64
Legal & Professional Fees	10.02	10.52
Payments To Auditors	-	-
Statutory Audit	0.30	0.30
Taxation Matters	-	0.30
Service Tax on Above	-	0.09
Donation	10.02	8.19
Sitting Fees to Directors	0.60	0.60
Office Expenses	3.45	2.31
Security Expenses	1.86	2.24
Internet Charges	4.51	5.40
Miscellaneous Expenses	5.18	4.43
Total	**555.08**	**500.70**

23. Earning per Share (EPS)

Particulars	Year ended 31.03.2018	Year ended 31.03.2017
Basic and Diluted Earning per Share (EPS)		
Profit available for Equity Shareholder	119.56	102.97
Weighted Average Number of Equity Shares outstanding at the end of respective year	46.80	46.80
Basic and Diluted Earning per Share (EPS)	**2.55**	**2.20**
Face value of Share	**10.00**	**10.00**

24 Disclosure Pursuant To Ind AS 19 - Employee Benefits

24.1 Defined Contribution Plan

The company makes contributions towards Provident Fund and Superannuation fund to defined contribution retirement benefit plan for the qualifying employees. The provident fund contributions are made to the Government administered Employees Provident Fund. Both the employees and the company make monthly contributions to the provident fund plan equal to a specified percentage of covered employee's salary. The supperannuation fund is administered by the Life Insurance Corporation of India. Under the plan, the company is required to contribute a specified percentage of the covered employee's salary to the retirement benefit plan to fund the benifits.

The Company has recognized ' 3.60 Lakhs in the Statement of Profit & Loss for the year ended 31st March, 2018 under Defined Contribution Plan.

24.2 Defined Benefit Plan

The Company's plan assets in respect of gratuity are partly funded through the Group Scheme of Life Insurance Corporation of India. The scheme provides for the payment to vested employees as under:

i) On normal retirement/ early retirement/ withdrawal/ resignation **:** As per the provisions of Gratuity Act, 1972 with vesting period of 5 years of service.

ii) On death in service **:** As per the provisions of Payment of Gratuity Act, 1972 without any vesting period.

The following table sets out the status of Gratuity and the amounts recognised in the company's financial statements as at March 31, 2018

[Figures in Lakhs]

Particulars	As At 31st March, 2018
Change in Present Value of Defined Benefit Obligations:	
Present Value of Benefit Obligation at beginning of the period	15.61
Current Service Cost	2.97
Interest Cost	1.20
Actuarial (Gains)/Losses arising from change in financial assumption	(0.89)
Actuarial (Gains)/Losses arising from experience adjustments	4.55
Present Value of Benefit Obligation at the end of the period	**23.44**
Change in Fair Value of Plan Asset:	
Fair Value of plan asset at beginning of the period	11.21
Expected Return on plan Asset	0.97
Company Contributions	2.79
Benefits Paid	-
Actuarial Losses / (gains)	(0.47)
Present Value of Benefit Obligation at the end of the period	**14.50**
Amount Recognized in Balance Sheet:	
Present Value of Benefit Obligation at the end of the period	23.44
Fair Value of Planed Assets at the end of the period	14.50
Net Liability/(Asset) recognized in Balance Sheet	**8.95**
Expenses Recognized in Profit and Loss Statement:	
Current Service Cost	2.97
Net Interest on net Defined Liability/(Asset)	0.23
Expenses recognized in Statement of Profit and Loss	**3.20**
Expenses Recognized in Other Comprehensive Income Remeasurements:	
Actuarial (Gains)/Losses on Liability	3.67
Return on plan assets excluding amount included in ‘Net interest on net Defined liability / (Asset)’	0.47
Total	**4.14**
Assumption used in accounting for Gratuity Plan:	
Discount Rate	0.08
Salary Escalation	0.07
Retirement Age	58 Years
Attrition - Withdrawal Rates	5% to 1%

Note 1 : Discount rate is determined by reference to market yields at the balance sheet date on Government bonds, where the currency and terms of the Government bonds are consistence with the currency and estimated terms for the benefit obligation.

Note 2: The estimate of future salary increases taken into account inflation, seniority, promotion, and other relevant factors such as supply and demand in the employment market.

Sensitivity Analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumption, holding other assumptions constant, would have affected the defined benefit obligation by the amount shown below.

Particulars	As At 31st March, 2018
Discounte Rate - 1% Increase	20.80
Discounte Rate - 1% Decrease	26.61
Salary Escalation Rate - 1% Increase	26.60
Salary Escalation Rate - 1% Decrease	20.76
Withdrawal Rate - 1% Increase	23.54
Withdrawal Rate - 1% Decrease	23.34

Although the analysis does not take account of the full distribution of cash flows expected under the plan, it does provide an approximation of the sensitivity of the assumption shown.

Based on the actuarial valuation obtained in this respect, the following table sets out the status of the gratuity plan and the amounts recognized in the company's financial statement at the balance sheet date:

Particulars	As At 31st March, 2018
Total Employee Benefit Liability	
Current Liability	0.68
Non - Current Liability	22.77
Total	**23.44**

25 **Related Party Disclosure:**

1. List of related parties and relationships

No.	Related Party	Nature of Relationship
1	Ace Software Exports	Enterprise over which KMP are able to exercise significant influence
2	Ace InfoWay Pvt. Ltd.	Enterprise over which KMP are able to exercise significant influence
3	Ace Riverside Pvt Ltd	Enterprise over which KMP are able to exercise significant influence
4	Sanjay Dhamsania	Key Management Personnel (KMP)
5	Vikram Sanghani	Key Management Personnel (KMP)
6	Sohel Vikram Sanghani	Relative of Key Management Personnel (KMP)
7	Jaybhai Sanghani	Relative of Key Management Personnel (KMP)
8	Bhupatbhai Sanghani	Relative of Key Management Personnel (KMP)
9	Jamkunverben Dhamsania	Relative of Key Management Personnel (KMP)
10	Dharamsibhai Ramjibhai Vadalia	Independent Directors
11	Vimal Laljibhai Kalaria	Independent Directors
12	Pratikkumar Chandulal Dadhania	Independent Directors
13	Dhara Sureshchandra Shah	Independent Directors
14	Rajkot Computer Education LLP	Controlled Entities
15	Jubilant Exim LLP	Controlled Entities
16	Speedwell Engineers LLP	Controlled Entities
17	Cosmos Services LLP	Controlled Entities
18	Citizen Solutions LLP	Controlled Entities
19	Aspire Exim LLP	Controlled Entities
20	Ace InfoWorld Pvt. Ltd.	Subsidiary

2. Transactions with Related Parties [Figures in lakhs]

Particulars	Subsidiary	KMP	Controlled Entities	Relative of KMP	Enterprise over which KMP are able to exercise significant influence
Receipt Capital Advances	-	-	-	-	40.00
given previously	-	-	-	-	*40.00*
Lease Rent Income	-	-	-	-	6.00
	-	-	-	-	*6.00*
Loans taken	-	8.00	-	-	-
	-	*8.00*	-	-	-
Repayment of Loan taken	-	8.00	-	-	-
	-	*8.00*	-	-	-
Interest Paid	-	0.93	-	-	-
	-	*0.65*	-	-	-
Directors' Remuneration	-	50.16	-	-	-
	-	*45.60*	-	-	-
Directors' sitting fees	-	0.60	-	-	-
	-	*0.60*	-	-	-
Salary	-	-	-	6.00	-
	-	-	-	*8.40*	-
Share of Profit	-	-	21.31	-	-
	-	-	*2.12*	-	-
Year End Balances					
Capital Contribution in LLP	-	-	18.75	-	-
	-	-	*23.09*	-	-
Capital Advances	-	-	-	-	-
		-	-	-	*40.00*
Payable for Capital Asset	-	-	-	-	19.70
	-	-	-	-	*19.70*
Advance Salary	-	-	-	-	-
	-	-	-	*0.01*	-

Particulars	**Year ended March 31, 2018**	**Year ended March 31, 2017**
Short term employee benefits	56.16	54.00
Director's Sitting Fees	0.60	0.60
Total Compensation paid to KMP	56.76	54.60

26 **Contingent Liability:** **Nil**

27 **Segment Reporting**

The Company's operations fall under single segment namely Computer Software and Services Exports, hence Segment wise information is not furnished.

[Figures in lakhs]

28 . FAIR VALUE MEASUREMENTS
Financial Instruments by category

Particulars	31.03.2018 FVOCI	31.03.2018 Amortized Cost	31.03.2017 FVOCI	31.03.2017 Amortized Cost	01.04.2016 FVOCI	01.04.2016 Amortized Cost
Financial Assets						
Non Current Investments	570.61	224.56	503.70	228.91	387.12	226.79
Security Deposit	—	11.42	—	11.42	—	11.42
Bank Deposit with Original maturity of more than 12 Months	—	43.23	—	—	—	—
Current Investments	272.05	—	188.78	—	58.97	—
Trade receivables	—	6.14	—	—	—	—
Cash and cash balance	—	17.11	—	67.19	—	60.09
Loans	—	166.03	—	120.25	—	140.21
Financial Liabilities						
Borrowings	—	—	—	—	—	4.84
Trade Payables	—	57.32	—	40.66	—	38.92
Other Financial Liabilities	—	19.70	—	19.70	—	19.70

Financial instruments by category

(i) Fair value hierarchy

This section explains the judgments and estimates made in determining the fair value of the financial instruments that are (a) recognized and measured at fair value and (b) measured at amortized cost and for which fair values are disclosed in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the Company has classified its financial instruments into the three levels prescribed under the accounting standard. An explanation of level follows are as under.

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments and mutual funds that have quoted price. The fair value of all equity instruments which are traded in the stock exchanges is valued using the closing price as at the reporting period. The equity instruments and mutual funds are valued using the closing NAV.

Level 2: The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximize the use of observable market data and rely as little as possible on entity specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

(ii) Valuation technique used to determine fair value

Specific valuation techniques used to value financial instruments include:

- The use of quoted market prices or quotes for similar instruments

29 FINANCIAL RISK MANAGEMENT

The Company's Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework.

The Company's risk management policies are established to identify and analyze the risks faced by the company, to set appropriate risk limits and controls and to monitor risks.

Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities.

(A) Credit risk.

Credit risk is the risk of incurring a loss that may arise from a borrower or debtor failing to make required payments. Credit risk arises mainly from outstanding receivables from free market dealers, cash and cash equivalents, employee advances and security deposits. The Company manages and analyses the credit risk for each of its new clients before standard payment and delivery terms and conditions are offered.

(i) Credit risk management

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The demographics of the customer and including the default risk of the industry, also has an influence on credit risk assessment. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which Company grants credit terms in the normal course of business.

The Company considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis through each reporting period. To assess whether there is a significant increase in credit risk the company compares the risk of default occurring on asset as at the reporting date with the risk of default as at the date of initial recognition. It considers reasonable and supportive forwarding-looking information such as

i) Actual or expected significant adverse change in business;

ii) Actual or expected significant changes in the operating results of the counterparty;

iii) Financial or economic conditions that are expected to cause a significant change to the counterparty's ability to meet its obligation;

iv) Significant increase in credit risk on other financial instruments of the same counterparty;

v) Significant changes in the value of the collateral supporting the obligation or in the quality of the third-party guarantees or credit enhancements.

Financial assets are written off when there are no reasonable expectations of recovery, such as a debtor failing to engage in a repayment plan with the Company. Where loans or receivables have been written off, the Company continues to engage in enforcement activity to attempt to recover the receivable due. Where recoveries are made, these are recognized as income in the statement of profit and loss.

For trade receivables, the Company applies the simplified approach permitted by Ins AS-109 Financial Instruments, which requires expected lifetime losses to be recognized from initial recognition of the receivable. When determining whether the credit risk of the financial asset has increased significantly since initial recognition and when estimating expected credit losses, the Company considers reasonable and relevant information that is available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Company's historical experience and informed credit assessment and including forward looking information.

(B) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The responsibility for liquidity risk management rests with the board of directors, which has established an appropriate liquidity risk management framework for the management of the company's short-term and long-term funding and liquidity management requirements. The company manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

(i) Maturities of financial liabilities

All Financial liabilities disclosed in balance sheet are contractual undiscounted cash outflow due within 12 months.

(C) Market risk

(i) Price Risk

The company is mainly exposed to the price risk due to its investments in equity instrument and equity mutual funds. The price risk arises due to uncertainties about the future market values of these investments. The above instruments risks are arise due to uncertainties about the future market values of these investments.

(ii) Currency Risk

The company has not significant exposure for export's revenue and import of raw material and property, plant and equipment so the company is not subject to risk that changes in foreign currency value impact.

(iii) Foreign Currency Risk

Foreign currency risk is the risk that the fair value of future cash flows of an exposure will fluctuate because of changes in foreign currency rates. Exposures can arise on account of the assets which are denominated in currency other than Indian Rupee. The company has negligible foreign currency exposure in US Dollar.

30 CAPITAL MANAGEMENT

Risk Management

For the purpose of the company's capital management, equity includes equity share capital and all other equity reserves attributable to the equity holders of the company. The company manages its capital to optimize returns to the shareholders and makes adjustments to it in light of changes in economic conditions or it's business requirements. The company's objectives are to safeguard continuity, maintain a strong credit rating and healthy capital ratios in order to support its business and provide adequate return to shareholders through continuing growth and maximize the shareholders value. The company funds its operation through internal accruals. The management and Board of Directors monitor the return on capital as well as the level of dividends to shareholders.

NOTE: 31

Disclosure as required by Ind AS 101 first time adoption of Indian Accounting Standards

Transition to Ind AS

These are the Company's first Financial Statements prepared in accordance with Ind AS.

The accounting standards notified u/s 133 of the Companies Act, 2013 and the Accounting policies set out in note 1.2 have been applied in preparing the financial statements for the year ended March 31, 2018, the comparative information presented in these financial statements for the year ended March 31, 2017 and in **the** preparation of an opening Ind AS balance sheet at April 1, 2016 (The Company's date of transition). In preparing its opening Ind AS balance sheet, the Company has adjusted the amounts reported previously in financial statements prepared in accordance with the accounting standards notified under Companies (Accounting Standards) Rules, 2006 (as amended) and other relevant provisions of the Act (previous GAAP or Indian GAAP).

An explanation of how the transition from previous GAAP to Ind AS has affected the Company's financial position, financial performance and cash flows is set out in **the** following tables and notes.

A. Exemptions and exceptions availed

Set out below are the applicable Ind AS 101 optional exemptions and mandatory exceptions applied by the Company in the transition from previous GAAP to Ind AS.

A.1 Ind AS optional exemptions

Ind AS 101 permits a first time adopter to elect to continue with the carrying value for all of its Property, Plant and Equipment (PPE) as recognized in the **financial** statements as at the date of transition to Ind AS, measured as per the previous GAAP and use that as its deemed cost as at the date of transition after making necessary adjustments for decommissioning liabilities(if any,). This exemption can also be used for intangible assets covered by Ind AS 38 Intangible Assets.

Accordingly, the Company as elected to measure all of its PPE and Intangible assets at their previous GAAP carrying value.

A.1 Designation of previously recognised financial instruments

Ind AS 101 allows an entity to designate investments in equity instruments at Fair Value through Other Comprehensive Income (FVOCI) on the basis of the facts and circumstances at the date of transition to Ind AS. The Company has elected to apply this exemption for investments in equity Instruments

B. Ind AS Mandatory Exceptions

B.1 Estimates

An entity's estimates in accordance with Ind ASs at the date of transition to Ind AS shall be consistent with estimates made for the same date in accordance with previous GAAP (after adjustments to reflect any difference in accounting policies), unless there is objective evidence that those estimates were in error. Ind AS estimates at April 1, 2016 are consistent with the estimates as at the same date made in conformity with previous GAAP. The Company made estimates for following items accordance with Ind AS at the date of transition as these were not required under previous GAAP:

- Investment in equity instruments carried at FVOCI; and

B.2 Classification and measurement of financial assets

Ind AS 101 requires an entity to assess classification and measurement of financial assets on the basis of the facts and circumstances that exist at the date of Ind AS.

C. Reconciliations between previous GAAP and Ind AS

The following tables represent the reconciliations of Balance Sheet, Total Equity, Total Comprehensive Income, and Cash Flows from previous GAAP to Ind AS.

1 Reconciliation of Balance Sheet as previously reported under IGAAP to Ind AS as at April 1, 2016

[Figures in lakhs]

Particulars	Notes to First time adoption	Amount as per IGAAP*	Effects of transition to Ind AS	Amount as per Ind AS
ASSETS				
NON-CURRENT ASSETS				
Property, Plant and Equipment		371.04	-	371.04
Investment Property		67.53	-	67.53
Other Intangible assets		24.11	-	24.11
Investments	1	537.25	76.66	613.91
Others (to be specified)		11.42	-	11.42
Deferred tax assets		24.06	-	24.06
Other non-current assets		355.00	-	355.00
Total Non current Assets		**1,390.40**	**76.66**	**1,467.07**
CURRENT ASSETS				
Inventories		68.70	-	68.70
Financial Assets		-	-	-
Investments	1	58.86	0.11	58.97
Cash and cash balance		60.09	-	60.09
Loans		140.21	-	140.21
Current tax asset		12.88	-	12.88
Other current assets		39.28	-	39.28
Total current assets		**380.02**	**0.11**	**380.12**
Total Assets		**1,770.42**	**76.77**	**1,847.19**
EQUITY AND LIABILITIES				
EQUITY				
Equity share capital		468.00	-	468.00
Other Equity	2	1,205.75	76.77	1,282.52
Total Equity		**1,673.75**	**76.77**	**1,750.52**
LIABILITIES				
Current liabilities				
Financial liabilities				
Borrowings		4.84	-	4.84
Trade payables		38.92	-	38.92
Other financial liabilities		19.70	-	19.70
Other current liabilities		27.78	-	27.78
Current tax liability		5.43	-	5.43
		96.66	**-**	**96.66**
Total Equity and Liabilities		**1,770.42**	**76.77**	**1,847.19**

* The previous GAAP figures have been reclassified to conform to the Ind AS presentation requirements for the purpose of this note.

2 Reconciliation of Balance Sheet as previously reported under IGAAP to Ind AS as at March 31, 2017

Particulars	Notes to First time adoption	Amount as per IGAAP*	Effects of transition to Ind AS	Amount as per Ind AS
ASSETS				
NON-CURRENT ASSETS				
Property, Plant and Equipment		358.52	-	358.52
Investment Property		68.28	-	68.28
Other Intangible assets		22.87	-	22.87
Investments	1	599.14	133.46	732.60
Others (to be specified)		11.42	-	11.42
Deferred tax assets		18.06	-	18.06
Other non-current assets		308.40	-	308.40
Total Non current Assets		**1,386.68**	**133.46**	**1,520.15**
CURRENT ASSETS				
Inventories		56.00	-	56.00
Financial Assets				
Investments	1	188.69	0.09	188.78
Cash and cash balance		67.19	-	67.19
Loans		120.25	-	120.25
Current tax asset		15.96	-	15.96
Other current assets		30.39	-	30.39
Total current assets		**478.49**	**0.09**	**478.57**
Total Assets		**1,865.17**	**133.55**	**1,998.72**
EQUITY AND LIABILITIES				
EQUITY				
Equity share capital		468.00	-	468.00
Other Equity	2	1,305.94	133.55	1,439.49
Total Equity		**1,773.94**	**133.55**	**1,907.49**
LIABILITIES				
Current liabilities				
Financial liabilities				
Trade payables		40.66	-	40.66
Other financial liabilities		19.70	-	19.70
Other current liabilities		30.87	-	30.87
		91.23	**-**	**91.23**
Total Equity and Liabilities		**1,865.17**	**133.55**	**1,998.72**

* The previous GAAP figures have been reclassified to conform to the Ind AS presentation requirements for the purpose of this note.

3 Reconciliation of Total Compreshensive Income for the year ended March 31, 2017

[Figures in lakhs]

Particulars	Notes to First time adoption	Amount as per IGAAP*	Effects of transition to Ind AS	Amount as per Ind AS
INCOME				
Revenue from operations		843.14	-	843.14
Other income		70.64	-	70.64
Total Income		**913.78**	**-**	**913.78**
EXPENSE				
Changes in inventories of finished goods		12.71	-	12.71
Employee benefits expense	4	247.92	(2.78)	245.14
Finance costs		1.17	-	1.17
Depreciation and amortization expense		30.98	-	30.98
Other expenses		500.70	-	500.70
Total Expenses		**793.48**	**(2.78)**	**790.70**
Profit/(loss) before tax		**120.30**	**2.78**	**123.08**
Tax expenses				
Current tax		14.11	-	14.11
Deferred tax		6.00	-	6.00
		20.11	-	20.11
Profit/(loss) for the period		**100.18**	**2.78**	**102.97**
Other Comprehensive Income				
Items that will not be reclassified to profit or loss				
Changes in fair value of FVOCI equity Instruments		-	56.78	56.78
Remeasurement of Defined benefit Plans		-	(2.78)	(2.78)
Total other comprehensive income		**-**	**54.00**	**54.00**
Total comprehensive income		**100.18**	**56.78**	**156.97**

* The previous GAAP figures have been reclassified to conform to the Ind AS presentation requirements for the purpose of this note.

4 Reconciliation of Equity as on March 31, 2017 and April 01,2016

Net worth as per Previous GAAP	Notes to First time adoption	31-Mar-17	01-Apr-16
Networth as per previous GAAP		1,773.94	1,673.75
Changes in fair value of FVOCI equity Instruments		133.55	76.77
Net worth as per Ind AS		1,907.49	1,750.52

5 The Company does not have any significant impact on the cash flow statement as on 31st, March, 2017.

NOTES TO FIRST TIME ADOPTION OF IND AS

1. Fair valuation of investments

Under the previous GAAP, investments in equity instruments and mutual funds were classified as long-term investments or current investments based on the intended holding period and readability. Long-term investments were carried at cost less provision for other than temporary decline in the value of such investments. Current investments were carried at lower of cost and fair value. Under Ind AS, these investments are required to be measured at fair value. Fair value changes with respect to investments in equity instruments designated as at FVOCI have been recognized in FVOCI - Equity investments reserve as at the date of transition and subsequently in the other comprehensive income for the year ended March 31, 2017 This increased other reserves by Rs. 56.78 lakhs as at March 31, 2017 and there is increase in other reserve by Rs. 76.77 lakhs as at April 1, 2016.

2. Retained Earnings

Retained earnings as at April 1, 2016 has been adjusted consequent to the above Ind AS adjustments.

3. Deferred tax

Deferred tax has been recognized on the adjustments made on transition to Ind AS.

4. Remeasurements of post-employment benefit obligations

Under Ind AS, remeasurements i.e, actuarial gains and losses and the return on plan assets, excluding amounts included in the net interest expense on the net defined benefit liability are recognized in other comprehensive income instead of profit and loss. Under the previous GAAP, these remeasurements were forming part of the profit and loss for the year. As a result of this change, the profit for the year ended March 31, 2017 increased by ' 2.78 lakhs. There is no impact on the total equity as at March 31, 2017.

5. Other Comprehensive Income

Under Ind AS, all items of income and expense recognized in a period should be included in Statement of Profit and Loss for the period, unless a standard requires **or** permits otherwise. Items of income and expenses that are not recognized in Statement of Profit and Loss but are shown in the Statement of Profit and Loss as **"Other** Comprehensive Income", includes remeasurement of Employee Benefit obligation and fair valuation of Equity Instruments through OCI and Income tax relating to **these** items. The concept did not exist under the previous GAAP.

32 The Standalone financial statement were authorized for issue in accordance with a resolution passed by the Directors on 30th May, 2018. The financial statements as approved by the Board of Directors are subject to final approved by its Shareholders.

33 The figures as on the transition date and previous yeay have been re-arranged and regrouped wherever necessary to make them comparable with those of the current year,

See accompanying Statement on Significant accounting policies & Notes to Accounts

AS PER OUR REPORT OF EVEN DATE

For, H. B. Kalaria & Associates
CHARTERED ACCOUNTANTS
[Firm's Registration No.104571W]

Hasmukh B. Kalaria
PARTNER
Membership No. 042002

RAJKOT, Dated 30h May, 2018

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS,

VIKRAM B. SANGHANI
JT.MANAGING DIRECTOR
DIN : 00183818

SANJAY H. DHAMSANIA
JT.MANAGING DIRECTOR
DIN : 00013892

JAYRAM K. VACHHANI
COMPANY SECRETARY

JYOTIN B. VASAVADA
CHIEF FINANCIAL OFFICER

RAJKOT, Dated 30th May, 2018

INDEPENDENT AUDITOR'S REPORT

To,
The Members,
ACE SOFTWARE EXPORTS LIMITED

Report on the Financial Statements

We have audited the accompanying consolidated Ind AS financial statements of **ACE SOFTWARE EXPORTS LIMITED** ("the Company"), which comprises the Balance Sheet as at 31st March, 2018, the Statement of Profit and Loss (including other comprehensive income), Cash Flow Statement and the Statement of Changes in Equity for the year ended on that date, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Ind AS Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these consolidated Ind AS financial statements that give a true and fair view of the financial position, financial performance (including other comprehensive income), cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified under Section 133 of the Act, read with the Companies (Indian Accounting Standard) Rules, 2015.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of consolidated Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated Ind AS financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated Ind AS financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated Ind AS financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated Ind AS financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the consolidated Ind AS financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the consolidated Ind AS financial statements

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the consolidated Ind AS financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the consolidated Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including Ind AS:

(a) in the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2018;
(b) in the case of the Statement of Profit and Loss (including other comprehensive income), of the profit for the year ended on that date;
(c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date; and
(d) in the case of the Statement of changes in equity, of the changes in equity for the year ended on that date.

Other Matters

The comparative financial information of the company for the year ended March 31, 2017 prepared in accordance with Indian Accounting Standards, included in these Consolidated Financial Statement, have been audited by the predecessor auditor. The report of the predecessor auditor on the comparative financial information dated May 29, 2017 expressed an unmodified opinion.

We did not audit the financial statements and other financial information, in respect of 7 subsidiaries whose financial statements include total assets of INR 458.67 lakhs as at March 31,2018, total revenues of INR 0.20 lakhs and net cash out flow of INR 8.94 lakhs for the year ended on that date. These financial statements and other financial information have been audited by other auditors, whose financial statements, other financial information and auditor's reports have been furnished to us by the management. Our opinion on the Consolidated Financial Statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, joint ventures and associates, and our report in term of sub sections (3) of section 143 of the Act, in so far it relates to the aforesaid subsidiaries, joint ventures and associates, is based solely on the reports of such other auditors.

Our opinion on the Consolidated Financial Statements, and our report on Other Legal and Regulatory Requirements above, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements and other financial information certified by the Management.

Report on Other Legal and Regulatory Requirements

1. As required by section 143(3) of the Act, we further report that:
   - A. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
   - B. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
   - C. The Balance Sheet, the Statement of Profit and Loss (including Other Comprehensive Income), Cash Flow Statement and the Statement of Changes in Equity dealt with by this Report are in agreement with the books of accounts;
   - D. In our opinion, the aforesaid consolidated Ind AS financial statements comply with the Indian Accounting Standards referred to in Section 133 of the Act, read with Rule 7 of the Companies (Indian Accounting Standards) Rules, 2015.
   - E. On the basis of written representations received from the directors as on 31st March, 2018, and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2018, from being appointed as a director under sub-section (2) of Section 164 of the Act.
   - F. With respect to the adequacy of the internal financial controls over financial reporting of the company and the operating effectiveness of such controls, refer to our separate report in "Annexure A"
   - G. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
     - I. The Company does not have any pending litigations which would impact its financial position.
     - II. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
     - III. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For H. B. Kalaria & Associates,
Chartered Accountants
(Firm Registration No. 104571W)

Hasmukh B. Kalaria
Partner
(Membership No. 042002)

Rajkot, 30th May, 2018

"Annexure A" to the Independent Auditor's Report

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **ACE SOFTWARE EXPORTS LIMITED** ("the Company") as of March 31, 2018 in conjunction with our audit of the consolidated Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Control over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We have conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2018, criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Control over Financial Reporting issued by the Institute of Chartered Accountants of India.

For H. B. Kalaria & Associates,
Chartered Accountants
(Firm Registration No. 104571W)

Hasmukh B. Kalaria
Partner
(Membership No. 042002)

Rajkot, 30th May, 2018

SIGNIFICANT ACCOUNTING POLICIES ON CONSOLIDATED FINANCIAL STATEMENTS

A. Group Information:

Ace Software Exports Limited (ASEL or Company) was incorporated on August 17, 1994 under the provisions of the Companies Act, 1956. ASEL's shares are listed on Bombay Stock Exchange Ltd., Mumbai. ASEL is mainly engaged in the business of creation of Database.

B. The Company, its subsidiaries, controlled entities and its Associate (jointly referred to as the 'Group' herein under) considered in these consolidated financial statements are:

a) Subsidiary

The subsidiaries considered in these consolidated financial statements are as under:

Name of Subsidiary	Country of Incorporation	Percentage of Ownership Interest	
		As at 31.03.18	As at 31.03.17
Rajkot Computer Education LLP	India	100.00%	100.00%
Jubilant Exim LLP	India	100.00%	100.00%
Speedwell Engineers LLP	India	100.00%	100.00%
Cosmos Services LLP	India	100.00%	100.00%
Citizen Solutions LLP *	India	Nil	100.00%
Aspire Exim LLP *	India	Nil	100.00%
Ace Infoworld Pvt. Ltd.	India	98.62%	98.62%

* Ceased to be subsidiary w.e.f May 26, 2018

The financial statements of the Holding Company and its subsidiaries are combined on a line by line basis by adding together like items of assets, liabilities, equity, incomes, expenses and cash flow, after fully eliminating intra-group balances and intra-group transaction.

Profits or losses resulting from intra-group transactions that are recognized in assets, such as inventory and property, plant and equipment, are eliminated in full.

The consolidated financial statements have been prepared using uniform accounting policies for like transactions and other events in similar circumstances.

The carrying amount of the parent's investment in each subsidiary is offset (eliminated) against the parent's portion of equity in each subsidiary.

The difference between the proceeds from disposal of investment in subsidiaries and the carrying amount of is assets less liabilities as on the date of disposal is recognized in the Consolidated Statement of Profit and Loss being the profit or loss on disposal of investment in subsidiary.

Non-Controlling Interest's share of profit/loss of consolidated subsidiaries for the year is identified and adjusted against the income of the Group in order to arrive at the net income attributable to shareholders of the company.

Non-Controlling Interest's share of net assets of consolidated subsidiaries is identified and presented in the consolidated Balance Sheet.

b) Disclosures mandated by Schedule III of Companies Act 2013, by way of additional information

	Net Assets i.e. total Assets minus total liabilities		Share in profit/(loss)	
	As a % of consolidated net assets	Amount	As a % of consolidated net Profit	Amount
Parent				
Ace Software Export Limited	89.85%	2010.60	111.19%	114.76
Subsidiary				
Aspire Exim LLP	—	—	0.02%	0.02
Citizen Solutions LLP	—	—	0.03%	0.03
Cosmos Services LLP	1.06%	23.64	0.72%	0.75
Jubilant Exim LLP	0.50%	11.09	0.31%	0.32
Speedwell Engineers LLP	0.20%	4.51	0.09%	0.09
Rajkot Computer Education LLP	0.20%	10.78	0.34%	0.35
Ace Infoworld Pvt. Ltd.	18.20%	407.19	3.38%	3.49
Subtotal	110.28%	2467.80	116.09%	119.81
Intercompany Elimination	10.28%	230.05	16.09%	16.60
Grand Total	100%	2237.75	100%	103.21
Minority Interest in Subsidiary	—	5.55	—	0.05

1.2 BASIS OF PREPARATION

I. Compliance with Ind AS

The financial statements comply in all material aspects with Indian Accounting Standards ("Ind AS") notified under section 133 of the Companies Act, 2013 ("the Act"), Companies (Indian Accounting Standards) Rules, 2015 as amended by Companies (Indian Accounting Standards) (Amendment) Rules, 2016 and other relevant provisions of the Act as applicable.

The financial statements up to year ended March 31, 2017 were prepared in accordance with the Accounting Standards notified under section 133 of the Act read together with paragraph 7 of the Companies (Accounts) Rules, 2014 ("Indian GAAP") and other relevant provisions of the Act as applicable.

These financial statements are the Group's first Ind AS financial statements and are covered by Ind AS 101- First time Adoption of Indian Accounting Standards. The transition to Ind AS has been carried out from the accounting principles generally accepted in India ("Indian GAAP") which is considered as the 'Previous GAAP' for purposes of Ind AS 101. An explanation of how the transition to Ind AS has affected the Group's financial position, financial performance and cash flows is provided in Note 35(c) of the financial statement.

II. Historical cost convention

The financial statements have been prepared on a historical cost basis, except following:

(i) Certain financial assets and liabilities that are measured at fair value;

(ii) Defined benefit plans - plan assets measured at fair value.

III. Functional and presentation currency

These financial statements are presented in Indian Rupees, which is Group's functional currency, and all values are rounded to the nearest lakhs except otherwise indicated.

1.3 SIGNIFICANT ACCOUNTING POLICIES

A. Property, Plant and Equipment:

I. Recognition and measurement

Freehold land is carried at cost and not depreciated. All other items of property, plant and equipment are measured at cost less accumulated depreciation any accumulated impairment losses. Cost includes expenditure that is directly attributable to the acquisition of the items.

Income and expenses related to the incidental operations, not necessary to the item to the location and condition necessary for it to be capable of operating in the manner intended by management, are recognized in the Statement Profit and Loss.

If significant parts of an item of property, plant and equipment have different useful life, then they are accounted and depreciated for as separate items (major components) of property, plant and equipment.

An Item of Property, Plant and Equipment is derecognized upon disposal when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss on disposal of an item of property, plant equipment is recognized in the Statement of Profit and Loss.

On transition to Ind AS, the group has elected to continue with the carrying value of all of its property, plant and equipment recognized as at April 2016, measured as per the Previous GAAP and use that carrying value as the deemed cost of the property, plant and equipment.

II. Subsequent Expenditure

Subsequent expenditure is capitalized only if it is probable that the future economic benefits associated with the expenditure will flow to the Group.

III. Capital Work-in-Progress

Plant and properties in the course of construction for production, supply or administrative purposes are carried at cost, less any recognized impairment loss. Cost includes professional fees and, for qualifying asset, borrowing costs capitalized in accordance with the Groups' accounting policies. Such plant and Properties are classified and capitalized to the appropriate categories of Property, Plant and Equipment when completed when ready for intended use. Depreciation of these assets, on the same basis as other property assets, commences when the asset are ready for their intended use.

IV. Depreciation

Depreciation is recognised so as to write off the cost of the assets (other than freehold land and Capital work in progress) less their residual values over their useful lives, using the written down value method as per the useful life prescribed in schedule II to the Companies Act, 2013. The Estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in the estimated accounted for on a prospective basis.

B. Intangible Assets:

I. Recognition and measurement

Intangible Assets are stated at cost of acquisition less accumulated amortization and accumulated impairment, if any. Amortization is done over their estimated useful life on written down value basis from the date that they are available intended use, subjected to impairment test.

II. Amortization

Software, which is not an integral part of the related hardware is classified as an intangible asset and is amortized over the useful life of 3 years.

C. Impairment:

I. Non - financial assets

At each balance sheet date, the Group assesses whether there is indication that any property, plant and equipment and intangible assets finite life may be impaired. If any such impairment exists, the recoverable amount of an asset is estimated to determine the extent of impairment, if any. Where it is not possible to estimate the recoverable amount of an individual asset, the group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

Recoverable amount is the higher of fair value less costs of disposal and value in use. If the recoverable amount of the asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised in statement of Profit and Loss.

D. Inventories:

Inventories are valued only for final products at the rates contained in customer's pro-forma invoice, as the sale is assured under a contract

E. Investments and Other Financial Assets:

Classification:

Group classifies its financial assets in the following measurement categories

(i) Those to be measured subsequently at fair value (either through other comprehensive income, or through Statement of Profit and Loss), and

(ii) Those measured at amortized cost.

The classification depends on the Group's business model for managing the financial assets and the contractual terms of the cash flows. For assets measured at fair value, gains and losses will either be recorded in Statement of Profit and loss or other comprehensive income. For investments in debt instruments, this will depend on the business model in which the investment is held. For investments in equity instruments, this will depend on whether the Group made an irrevocable election at the time of initial recognition to account for equity investment at fair value through other comprehensive income.

The Group reclassifies debt or equity investments when and only when its business model for managing those assets changes.

Measurement

At initial recognition, in case of a financial asset not at fair value through profit and loss, the Group measures a financial asset at its fair value plus, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through Statement of Profit and Loss are expensed in Statement of Profit and Loss.

a) Amortized cost: Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortized cost.

b) Fair Value through Other Comprehensive Income (FVOCI): Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets cash flows represent solely payments of principal and interest, are measured at FVOCI. Movements in the carrying amount are taken through Other Comprehensive Income (OCI), except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognized in Statement of Profit and Loss. When the financial asset is derecognized, the cumulative gain or loss previously recognized in OCI is reclassified from equity to profit and loss and recognized in other gains/ losses. Interest income from these financial assets is included in other income using the effective interest rate method.

c) Fair value through profit and loss: Assets that do not meet the criteria for amortized cost or FVOCI are measured at fair value through Statement of Profit and Loss. Interest income from these financial assets is included in other income.

Equity Instruments

The Group measures all equity investments at fair value. Where the group has elected to present fair value gains and losses on equity investments in OCI, there is no subsequent reclassification of fair value gains and losses to Statement of Profit and Loss. Dividends from such investments are recognized in Statement of Profit and Loss as other income when the group's right to receive payment is established.

Changes in the fair value of financial assets at fair value through profit and loss are recognized in other gain/losses in the Statement of Profit and Loss. Impairment losses (and reversal of impairment losses) on equity investments measured at FVOCI are not reported separately from other changes in fair value.

Derecognition

A financial asset is derecognized only when

(i) The Group has transferred the rights to receive cash flows from the financial asset or

(ii) Retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

F. Cash and Cash Equivalents:

Cash and cash equivalents in the balance sheet comprise cash at banks and on hand and highly liquid investments with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

G. Financial Liabilities:

Measurement

All financial liabilities are recognized initially at fair value and in the case of loans, borrowings and payables recognized net of directly attributable transaction costs.

The groups' financial liabilities include trade and other payables, loans and borrowings.

Derecognition

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. Gains and losses are recognized in Statement of Profit and Loss when the liabilities are derecognized as well as through the Effective Interest rate (EIR) amortization process.

H. Foreign Currency Translation:

Items included in the financial statements of the Group are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The Indian Rupee (INR) is the functional and presentation currency of the Group.

Foreign currency transactions are recorded on initial recognition in the functional currency, using the exchange rate at the date of the transaction. At each balance sheet date, foreign currency monetary items are reported using the closing exchange rate. Exchange differences that arise on settlement of monetary items or on reporting at each balance sheet date of the Group's monetary items at the closing rate are recognized as income and expenses in the Statement of Profit and Loss, in the period in which they arise.

I. Revenue recognition:

Revenue is recognized to the extent that it is possible that the economic benefits will flow to the Group and the revenue can be reliably measured. Revenue is measured at the fair value of the consideration received or receivable, taking into the account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government.

I. Revenue from the sale of software is recognized when the rendering of services under a contract is completed.

II. Dividend income

Dividend income from investments is recognized when the Group's right to receive dividend is established provided it is probable that the economic benefits associated with the dividend will flow to the Group.

III. Interest income

Interest income from the financial assets is recognized on a time basis, by reference to the principle outstanding using the effective interest method provided it is probable that the economic benefits associated with the interest will flow to the Group and the amount of interest can be measured reliably. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of that financial asset.

IV. Other Income:

(i) Other income is accounted for on accrual basis except where the receipt of income is uncertain in which case it is accounted for on receipt basis.

(ii) Claims/Insurance Claim etc, are accounted for when no significant uncertainties are attached to their eventual receipts.

J. Employee benefits:

Short-term obligations:

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employee's services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

Provident Fund:

Contribution towards provident fund for employees is made to the regulatory authorities, where the Group has no further obligations. Such benefits are classified as Defined Contribution Schemes as the Group does not carry any further obligations, apart from the contributions made on a monthly basis.

Gratuity

Incremental expenditure on gratuity for each year is arrived at as per actuarial valuation and is recognised and charged to the statement of profit and loss in the year in which employee has rendered services.

K. Borrowing costs:

Borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalization.

Other borrowing costs are expensed in the period in which they are incurred.

L. Income tax:

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate adjusted by changes in deferred tax assets and liabilities attributable to temporary differences.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period in India. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the standalone financial statements. Deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit nor loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or tire deferred income tax liability is settled.

Deferred tax assets are recognised for all deductible temporary differences only if it is probable that future taxable amounts will be available to utilise those temporary differences.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously Current and deferred tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

M. Provisions and Contingencies:

(i) Provisions

Provisions for legal claims and make good obligations are recognised when the Group has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognised for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Long-term provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money. Short term provisions are carried at their redemption value and are not offset against receivables from reimbursements.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre--tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

(ii) Contingent Liabilities

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made.

N. Earnings per Share:

(i) Basic earnings per share

Basic earnings per share is calculated by dividing:

- the profit attributable to owners of the Group, excluding any costs of servicing equity other than ordinary shares.
- by the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year.

(ii) Diluted earnings per share

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

- the after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and
- the weighted average number of additional ordinary shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

O. Exceptional items:

Certain occasions, the size, type or incidence of an item of income or expense, pertaining to the ordinary activities of the Group is such that its disclosure improves the understanding of the performance of the Group, such income or expense is classified as an exceptional item and accordingly, disclosed in the notes accompanying to the financial statements.

NOTE: 1.4 USE OF JUDGEMENTS, ESTIMATES AND ASSUMPTIONS

While preparing financial statements in conformity with Ind AS, the management has made certain estimates and assumptions that require subjective and complex judgments. These judgments affect the application of accounting policies and the reported amount of assets, liabilities, income and expenses, disclosure of contingent liabilities at the statement of financial position date and the reported amount of income and expenses for the reporting period. Financial reporting results rely on the management estimate of the effect of certain matters that are inherently uncertain. Future events rarely develop exactly as forecasted and the best estimates require adjustments, as actual results may differ from these estimates under different assumptions or conditions. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized prospectively.

Judgment, estimates and assumptions are required in particular for:

a) Recognition and measurement of defined benefit obligations

The obligation arising from defined benefit plan is determined on the basis of actuarial assumptions. Key actuarial assumptions include discount rate, trends in salary escalation, actuarial rates and life expectancy. The discount rate is determined by reference to market yields at the end of the reporting period on government bonds. The period to maturity of the underlying bonds correspond to the probable maturity of the post-employment benefit obligations. Due to complexities involved in the valuation and its long term nature, defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting period.

b) Recognition of deferred tax liabilities

Deferred tax assets and liabilities are recognized for the future tax consequences of temporary differences between the carrying values of assets and liabilities and their respective tax bases, and unutilized business loss and depreciation carry-forwards and tax credits. Deferred tax assets are recognized to the extent that it is probable that future taxable income will be available against which the deductible temporary differences, unused tax losses, depreciation carry-forwards and unused tax credits could be utilized.

c) Discounting of financial assets / liabilities

All financial assets / liabilities are required to be measured at fair value on initial recognition. In case of financial assets / liabilities which are required to be subsequently measured at amortized cost, interest is accrued using the effective interest method.

d) Provisions

Significant estimates are involved in the determination of provisions. The Group records a provision for onerous sales contracts when current estimates of total contract costs exceed expected contract revenue. The provision for expenses is based on the best estimate required to settle the present obligation at the end of the reporting period.

Legal proceedings often involve complex legal issues and are subject to substantial uncertainties. Accordingly, considerable judgment is part of determining whether it is probable that there is a present obligation as a result of a past event at the end of the reporting period, whether it is probable that such a Legal Proceeding will result in an outflow of resources and whether the amount of the obligation can e reliably estimated. Internal and external counsels are generally part of the determination process.

FORM AOC-I

SALIENT FEATURE OF SUBSIDIARIES PURSUANT TO FIRST PROVISION TO SUB SECTION (3) OF SECTION 129 READ WITH RULE 5 OF COMPANIES (ACCOUNTS) RULES,2014

Reporting Period 1st April, 2017 to 31st March, 2018

Sr. No.	Name of Subsidiary Company	Reporting currency	Share Capital	Reserve and surplus	Total Assets	Total Liabilities	Invest-ments	Turn-over	Profit/(Loss) before taxation	Provision for taxation	Profit/(Loss) after Taxation	% Share-holding
			As at March 31, 2018					**Year Ended March 31, 2018**				
1	Ace Infoworld Private Limited	INR	6,405,250	34,314,558	40,760,108	11,800	1,013,577	19,600	384,861	35,581	349,280	98.62%
2	Rajkot Computer Education LLP	INR	150,085	301,070	500,085	48,929	480,002	-	8,905	-	8,905	100%
3	Jubilant Exim LLP	INR	317,508	791,471	1,126,806	17,825	-	-	48,037	15,546	32,491	100%
4	Speedwell Engineers LLP	INR	609,731	1,754,044	2,395,112	31,338	-	-	111,161	36,531	74,630	100%
5	Cosmos Services LLP	INR	337,648	740,133	1,084,861	7,080	1,063,789	-	34,705	-	34,705	100%
6	Citizen Solutions LLP	INR	-	-	-	-	-	-	5,103	1,861	3,242	0.00%
7	Aspire Exim LLP	INR	-	-	-	-	-	-	3,928	1,514	2,414	0.00%

Note 1 Name of Subsidiaries which are yet to commence operations-

Sr.No.	**Name of the Subsidiary**
1	Rajkot Computer Education LLP
2	Jubilant Exim LLP
3	Speedwell Engineers LLP
4	Cosmos Services LLP

Note 2 There is no proposed dividend in any subsidiaries as on March 31, 2018

Note 3 Citizen Solution LLP and Aspire Exim LLP have been struck off on May, 26 2018

Note 4 Profit and provision shown for Citizen Solution LLP and Aspire Exim LLP is up to the date of application to ROC for strike off.

Silent features of Associate Companies and Joint Ventures pursuant to first proviso to sub section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014

Sr. No.	Name of Associates Joint venture	Latest audited Balance Sheet Date	Share of associate/Joint venture held by the Comapny on the year ended			Description of how there is significant influence	Net worth attributable to Shareholding as per latest audited Balance Sheet	Profit / (loss) for the year considered in consolidation
			No. of Shares	Amount of Investment	Holding %			
1 2 3	**Not Applicable**							

AS PER OUR REPORT OF EVEN DATE

For, H. B. Kalaria & Associates
CHARTERED ACCOUNTANTS
[Firm's Registration No.104571W]

Hasmukh B. Kalaria
PARTNER
Membership No. 042002

RAJKOT, Dated 30h May, 2018

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS,

VIKRAM B. SANGHANI
JT.MANAGING DIRECTOR
DIN : 00183818

SANJAY H. DHAMSANIA
JT.MANAGING DIRECTOR
DIN : 00013892

JAYRAM K. VACHHANI
COMPANY SECRETARY

JYOTIN B. VASAVADA
CHIEF FINANCIAL OFFICER

RAJKOT, Dated 30th May, 2018

CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH,2018

[Figures in lakhs]

Particulars	Note No.	As at 31.03.2018	As at 31.03.2017	As at 01.04.2016
ASSETS				
NON-CURRENT ASSETS				
Property, Plant and Equipment	2	342.03	361.97	381.09
Investment Property	3	69.03	68.28	67.53
Other Intangible assets	2	19.19	22.87	24.11
Investments	4	580.74	585.55	441.17
Others (to be specified)	5	54.86	11.62	11.62
Deferred tax assets		21.79	23.73	28.92
Other non-current assets	6	466.33	516.33	562.93
Total Non current Assets		**1,553.98**	**1,590.36**	**1,517.36**
CURRENT ASSETS				
Inventories		60.80	56.00	68.70
Financial Assets		-	-	-
Investments	7	287.48	203.09	71.28
Trade receivables	8	6.14	-	-
Cash and cash balance	9	30.37	71.51	83.14
Bank Balance other than Cash and Cash equivalents		-	3.11	0.99
Loans	10	376.92	274.23	306.44
Current tax asset		17.54	21.12	17.94
Other current assets	11	72.37	30.39	39.31
Total current assets		**851.63**	**659.44**	**587.79**
Total Assets		**2,405.61**	**2,249.79**	**2,105.15**
EQUITY AND LIABILITIES				
EQUITY	12			-
Equity share capital		468.00	468.00	468.00
Other Equity		1,769.75	1,683.57	1,524.05
Non-controlling interests		5.55	5.51	5.48
Total Equity		**2,243.30**	**2,157.08**	**1,997.53**
LIABILITIES				
Non - current liabilities				
Financial liabilities				
Deferred tax liability		0.39	0.39	0.39
		0.39	**0.39**	**0.39**
Current liabilities				
Financial liabilities				
Borrowings	13	-	-	4.84
Trade payables	14	57.32	40.66	38.92
Other financial liabilities	15	19.70	19.70	28.63
Other current liabilities	16	84.25	31.42	28.30
Current tax liability	17	0.65	0.53	6.54
		161.91	**92.31**	**107.23**
Total Equity and Liabilities		**2,405.61**	**2,249.79**	**2,105.15**

See accompanying Statement on Significant accounting policies & Notes to Accounts

AS PER OUR REPORT OF EVEN DATE

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS,

For, H. B. Kalaria & Associates
CHARTERED ACCOUNTANTS
[Firm's Registration No.104571W]

VIKRAM B. SANGHANI
JT.MANAGING DIRECTOR
DIN : 00183818

SANJAY H. DHAMSANIA
JT.MANAGING DIRECTOR
DIN : 00013892

Hasmukh B. Kalaria
PARTNER
Membership No. 042002

JAYRAM K. VACHHANI
COMPANY SECRETARY

JYOTIN B. VASAVADA
CHIEF FINANCIAL OFFICER

RAJKOT, Dated 30h May, 2018

RAJKOT, Dated 30th May, 2018

CONSOLIDATED STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2018

[Figures in lakhs]

Particulars	Note No.	Year Ended 31.03.2018	Year Ended 31.03.2017
INCOME			
Revenue from operations	18	871.28	843.31
Other income	19	102.78	82.71
Total Income		**974.06**	**926.03**
EXPENSE			
Changes in inventories of finished goods		(4.80)	12.71
Employee benefits expense	20	275.13	245.14
Finance costs	21	1.45	1.17
Depreciation and amortization expense	2	31.65	37.58
Other expenses	22	557.74	505.47
Total Expenses		**861.17**	**802.07**
Profit/(loss) before tax		**112.89**	**123.96**
Tax expenses			
Current tax		7.30	14.95
Deferred tax		2.27	5.18
		9.58	20.14
Profit/(loss) for the period		**103.31**	**103.82**
Other Comprehensive Income			
Items that will not be reclassified to profit or loss			
Changes in fair value of FVOCI equity Instruments		(12.96)	58.53
Remeasurement of Defined benefit Plans		(4.14)	(2.79)
Total other comprehensive income		**(17.10)**	**55.74**
Total comprehensive income		**86.22**	**159.56**
Profit for the year attributable to			
Owners of the Company		103.27	103.81
Non-controlling Interest		0.05	0.01
other Comprehensive income for the year attributable to			
Owners of the Company		(17.09)	55.72
Non-controlling Interest		(0.01)	0.02
Total Comprehensive income for the year attributable to			
Owners of the Company		86.18	159.52
Non-controlling Interest		0.04	0.03
Earning per equity share [Face Value Rs. 10 Per Share]			
Basic & Diluted		2.21	2.22

See accompanying Statement on Significant accounting policies & Notes to Accounts

AS PER OUR REPORT OF EVEN DATE

For, H. B. Kalaria & Associates
CHARTERED ACCOUNTANTS
[Firm's Registration No.104571W]

Hasmukh B. Kalaria
PARTNER
Membership No. 042002

RAJKOT, Dated 30h May, 2018

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS,

VIKRAM B. SANGHANI
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JYOTIN B. VASAVADA
CHIEF FINANCIAL OFFICER

RAJKOT, Dated 30th May, 2018

CONSOLIDATED CASHFLOW STATEMENT FOR THE YEAR ENDED 31.03.2018

[Figures in lakhs]

Particulars	For the year ended on 31.03.2018	For the year ended on 31.03.2017
A. Cash flow from Operating Activities		
Net profit before tax and extraordinary items	**112.89**	**123.96**
Adjustments for :		
Depreciation & other non cash charges	31.65	37.58
Dividend Income	(73.84)	(51.06)
Remeasurement of Defined benefit Plans	(4.14)	(2.79)
Profit on Sale of Investment	(0.36)	(2.80)
Interest Income	(22.57)	(21.76)
Interest Expenses	0.99	1.17
Operating Profit before working capital changes	**44.63**	**84.30**
Adjustments for :		
Increase/(decrease) in current & non current liabilities	69.49	(4.06)
(Increase)/decrease in current & non current assets	(195.74)	54.08
Cash generated from Operations	**(81.62)**	**134.31**
Direct taxes paid (net of refunds)	(3.96)	(23.61)
Cash flow before extra-ordinary items	(85.58)	110.70
Net cash generated/(used) in operating activities	**(85.58)**	**110.70**
B. Cash flow from investing activities		
Purchase of Fixed Assets and Advances given for Capital Asset	41.21	26.49
Sale/Purchase of Investments (Net)	(92.18)	(215.62)
Interest Received	22.57	21.76
Dividend Income	73.84	51.06
Net cash generated/used in investing activities	**45.44**	**(116.32)**
C. Cash flow from financing activities		
Short term Borrowings	-	(4.84)
Interest paid	(0.99)	(1.17)
Net cash generated/used in financing activities	**(0.99)**	**(6.01)**
Net increase in cash and cash equivalent	**(41.13)**	**(11.63)**
Cash and cash equivalent as at 31.3.2017	**71.51**	**83.14**
Cash and cash equivalent as at 31.3.2018	**30.38**	**71.51**

Note: The above Cash Flow Statement has been prepared under the 'Indirect Method' as set it out in Indian Accounting Standard 7 - Statement of Cash Flow.

AS PER OUR REPORT OF EVEN DATE

For, H. B. Kalaria & Associates
CHARTERED ACCOUNTANTS
[Firm's Registration No.104571W]

Hasmukh B. Kalaria
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RAJKOT, Dated 30h May, 2018

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CHIEF FINANCIAL OFFICER

RAJKOT, Dated 30th May, 2018

ACE

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH, 2018

A EQUITY SHARE CAPITAL

[Figures in lakhs]

As at 1st April, 2016	Movement During the year	As at 31st March, 2017	Movement During the year	As at 31st March, 2018
468.00	-	468.00	-	468.00

B OTHER EQUTIY

Particulars	Reserves and surplus					Other Reserve	Total Equity
	Capital Reserve	Capital Redemption Reserve	General Reserve	Capital Reserve on Consolidation	Retained Earnings	FVOCI-Equity Instruments	
Balances as at 1st April, 2016	**6.75**	**102.00**	**31.81**	**209.72**	**1,096.56**	**77.21**	**1,524.05**
Profit for the year	-	-	-	-	103.81	-	103.81
Other Comprehensive Income for the year, net of Income Tax	-	-	-	-	(2.79)	58.50	55.72
Balances as at 31st March, 2017	**6.75**	**102.00**	**31.81**	**209.72**	**1,197.58**	**135.71**	**1,683.57**
Profit for the year	-	-	-	-	103.27	-	103.27
Other Comprehensive Income for the year, net of Income Tax	-	-	-	-	(4.14)	(12.95)	(17.09)
Balances as at 31st March, 2018	**6.75**	**102.00**	**31.81**	**209.72**	**1,296.71**	**122.76**	**1,769.75**

See accompanying Statement on Significant accounting policies & Notes to Accounts

AS PER OUR REPORT OF EVEN DATE

For, H. B. Kalaria & Associates
CHARTERED ACCOUNTANTS
[Firm's Registration No.104571W]

Hasmukh B. Kalaria
PARTNER
Membership No. 042002

RAJKOT, Dated 30h May, 2018

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS,

VIKRAM B. SANGHANI
JT.MANAGING DIRECTOR
DIN : 00183818

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COMPANY SECRETARY

JYOTIN B. VASAVADA
CHIEF FINANCIAL OFFICER

RAJKOT, Dated 30th May, 2018

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

2 . Tangible and Intangible assets

[Figures in lakhs]

Particulars	Tangible Assets						Intangible Assets	
	Buildings	Computers	Furniture and Fixtures	Office Equipments	Vehicles	Total Tangible Assets	Computer Software	Total Intangible Assets
I Deemed Cost as at 1st April, 2016								
Balance as at 1st April, 2016	**364.71**	**354.07**	**84.36**	**110.89**	**115.40**	**1,029.43**	**54.02**	**54.02**
Additions during the year	0.68	2.29	0.39	7.13	7.04	**17.53**	2.21	**2.21**
Deductions/Adjustments during the year	-	(0.10)	-	(7.99)	-	**(8.09)**	-	-
Other Adjustments during the year	-	-	-	-	-	-	-	-
Balance as at 31st March, 2017	**365.39**	**356.26**	**84.75**	**110.03**	**122.44**	**1,038.87**	**56.22**	**56.22**
Additions during the year	-	7.39	-	0.65	-	**8.04**	-	-
Deductions/Adjustments during the year	-	-	-	-	-	-	-	-
Other Adjustments during the year	-	-	-	-	-	-	-	-
Balance as at 31st March, 2018	**365.39**	**363.66**	**84.75**	**110.67**	**122.44**	**1,046.92**	**56.22**	**56.22**
II Accumulated Depreciation								
Balance as at 1st April, 2016	**34.92**	**323.14**	**52.86**	**74.32**	**92.10**	**577.34**	**29.91**	**29.91**
Depreciation expenses for the year	8.85	9.02	1.05	4.48	10.73	**34.13**	3.45	**3.45**
Deductions/Adjustments during the year	-	(0.10)	-	(5.47)	-	**(5.57)**	-	-
Balance as at 31st March, 2017	**43.77**	**332.06**	**53.92**	**73.33**	**102.82**	**605.90**	**33.35**	**33.35**
Depreciation expenses for the year	8.86	6.74	0.93	4.05	7.40	**27.98**	3.68	**3.68**
Deductions/Adjustments during the year	-	-	-	-	-	-	-	-
Balance as at 31st March, 2018	**52.63**	**338.80**	**54.85**	**77.38**	**110.22**	**633.88**	**37.03**	**37.03**
III Impairment								
Balance as at 31st March, 2018	-	17.00	26.50	27.50	-	**71.00**	-	-
Balance as at 31st March, 2017	-	17.00	26.50	27.50	-	**71.00**	-	-
Balance as at 1st April, 2016	-	17.00	26.50	27.50	-	**71.00**	-	-
IV Net Carrying amount								
Balance as at 31st March, 2018	312.76	7.86	3.40	5.79	12.22	**342.03**	19.19	**19.19**
Balance as at 31st March, 2017	321.62	7.21	4.33	9.20	19.62	**361.97**	22.87	**22.87**
Balance as at 1st April, 2016	329.79	13.94	5.00	9.07	23.31	**381.09**	24.11	**24.11**

Note:

The group has elected to continue with the carrying value for all of its property,plant and equipment as recognized in the financial statements as at the date of transition to Ind AS i.e. April 1, 2016, measured as per the previous GAAP and use that as its deemed cost as at the date of transition.

[Figures in lakhs]

3. Investment Properties

Particulars	Freehold Land	Total
I **Deemed Cost as at 1st April, 2016**		
Balance as at 1st April, 2016	67.53	**67.53**
Additions during the year	0.75	**0.75**
Deductions/Adjustments during the year	-	-
Other Adjustments during the year	-	-
Balance as at 31st March, 2017	68.28	**68.28**
Additions during the year	0.75	**0.75**
Deductions/Adjustments during the year	-	-
Other Adjustments during the year	-	-
Balance as at 31st March, 2018	69.03	**69.03**
II **Accumulated Depreciation**		
Balance as at 1st April, 2016	-	-
Depreciation expenses for the year	-	-
Deductions/Adjustments during the year	-	-
Balance as at 31st March, 2017	-	-
Depreciation expenses for the year	-	-
Deductions/Adjustments during the year	-	-
Balance as at 31st March, 2018	-	-
III **Net Carrying amount**		
Balance as at 31st March, 2018	69.03	**69.03**
Balance as at 31st March, 2017	68.28	**68.28**
Balance as at 1st April, 2016	67.53	**67.53**
IV **Other Information**		
Useful Life of the Asset	Not Applicable	Not Applicable
Method of Depreciation	Not Applicable	Not Applicable
Rental Income from Investment Property	-	-
Direct Operating Expenses	-	-
Profit from Investment Properties before depreciation	-	-
Depreciation	-	-
Profit from Investment Properties	-	-
Fair Value of Properties	261.88	261.88

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

4. Non-Current Investments

[Figures in lakhs]

Particulars	31.03.2018 Units	31.03.2018 Amount	31.03.2017 Units	31.03.2017 Amount	01.04.2016 Units	01.04.2016 Amount
Investments in Equity Instruments						
Unquoted (all fully paid unless otherwise specified)						
(B) Carried at Fair Value Through Other Comprehensive Income		-		-		-
(i) In Equity Shares of Other Entity		-		-		-
Sanjay Oilcake Industries Private Limited	10	0.00	10	0.00	10	0.00
Rajkot Oilcake Private Limited	20	0.00	20	0.00	20	0.00
		-		-		-
Quoted - Investment in Mutual Funds		-		-		-
(A) Carried at Fair Value Through Other Comprehensive Income		-		-		-
Franklin India - Prima (Dividend Reinvestment Plan)	294,694	178.99	237,715	157.16	210,363	115.85
Franklin India - Bluechip Fund (Dividend Reinvestment Plan)	456,187	175.98	402,377	160.21	353,353	129.43
Franklin India - Flexi Cap (Dividend Reinvestment Plan)	684,439	110.42	583,347	96.03	460,404	77.38
DSP Black Rock Equity Fund - Regular Plan-Growth	94,324	34.51	77,796	25.30	57,084	14.65
HDFC Equity Fund - Growth	11,952	70.71	11,952	64.99	11,952	49.81
HDFC Cash Management Fund -TAP	1,682	0.17	710,199	72.72	461,545	47.07
HDFC Equity Fund	9,692	4.84	8,731	4.46	7,936	3.56
ICICI Prudential Dynamic Plan	22,640	5.12	19,956	4.67	18,057	3.41
Total [Aggregate Book Value of Investments]		**580.74**		**585.55**		**441.17**
Aggregate book value of quoted investments :		460.09		449.96		363.98
Aggregate market value of quoted investments :		580.74		585.55		441.17
Aggregate book value of unquoted investments :		0.00		0.00		0.00

Category-Wise Investment Non-Current	**31.03.2018**	**31.03.2017**	**01.04.2016**
Financial Assets measured at Cost	-	-	-
Financial Assets measured at FVOCI	580.74	585.55	441.17
Total Investment Non-Current	**580.74**	**585.55**	**441.17**

ACE

[Figures in lakhs]

5 **Other Financial Assets**

Particulars	As at 31.03.2018	As at 31.03.2017	As at 01.04.2016
(Unsecured, considered good)			
Security Deposits	11.63	11.62	11.62
Bank Deposit with Original maturity of more than 12 Months	43.23	-	-
Total	**54.86**	**11.62**	**11.62**

6 **Other non-current assets**

Particulars	As at 31.03.2018	As at 31.03.2017	As at 01.04.2016
(Unsecured, considered good)			
Capital Advances	466.33	516.33	562.93
Total	**466.33**	**516.33**	**562.93**

6.1 **Capital advances include amounts due from:**

Particulars	As at 31.03.2018	As at 31.03.2017	As at 01.04.2016
Concern in which any director is a partner/ Director			
Ace Riverside Private Limited	197.93	237.93	80.00
ARPL Bunglows	-	10.00	-

7 . **Current Investments**

Particulars	31.03.2018 Units	31.03.2018 Amount	31.03.2017 Units	31.03.2017 Amount	01.04.2016 Units	01.04.2016 Amount
Investments in Equity Instruments						
Quoted (all fully paid unless otherwise specified)						
(A) Carried at Fair Value Through Other Comprehensive Income						
(i) In Equity Shares of						
Indian Metals & Ferro Alloys Ltd.	100	0.43	100	0.77	100	0.11
B L Kashyap Ltd	5,000	2.15	5,000	1.06	5,000	0.67
(i) In Units of Mutual Fund of						
HDFC Cash Mgt.Fund (Treasury Adv. Plan)	27,93,938	284.91	19,83,341	201.26	7,03,641	70.49
Total [Aggregate Book Value of Investments]		**287.48**		**203.09**		**71.28**
Aggregate book value of quoted investments :		284.32	-	202.95	-	71.25
Aggregate market value of quoted investments :		287.48		203.09		71.28
Aggregate book value of unquoted investments :		-		-		-

Category-Wise Investment -Current	31.03.2018	31.03.2017	01.04.2016
Financial Assets measured at Cost	-	-	-
Financial Assets measured at FVOCI	287.48	203.09	71.28
Total Investment Current	**287.48**	**203.09**	**71.28**

8 **Trade Receivables**

Particulars	As at 31.03.2018	As at 31.03.2017	As at 01.04.2016
Unscecured, Considered Good	6.14	-	-
Total	**6.14**	**-**	**-**

9 **Cash & Cash Equivalents**

Particulars	As at 31.03.2018	As at 31.03.2017	As at 01.04.2016
Cash on hand	1.66	2.06	5.73
Balances with Banks:			
In Current Accounts	12.88	7.72	19.69
Balances with Banks in Term Deposit Accounts	15.84	61.73	57.72
Total	**30.37**	**71.51**	**83.14**

10 **Loans**

Particulars	As at 31.03.2018	As at 31.03.2017	As at 01.04.2016
[Unsecured, considered good]			
Loans and Advances to employees	1.88	4.64	5.70
Other Short Term Loans & Advances	375.04	269.59	300.74
Total	**376.92**	**274.23**	**306.44**

All the above loans and advances have been given for business purposes
Loans and Advances are repayable on demand

[Figures in lakhs]

11 Other Current Assets

Particulars	As at 31.03.2018	As at 31.03.2017	As at 01.04.2016
[Unsecured, considered Good]			
Balances with Statutory Authorities	75.66	68.76	80.65
Interest accrued on Deposits	-	-	0.03
Prepaid Expenses	1.87	0.81	0.63
Total	**77.53**	**69.57**	**81.31**

12 Share Capital

12.1 Details relating to Authorised, Issued, Subscribed & Paid up Share Capital

Particulars	As at 31.03.2018	As at 31.03.2017	As at 01.04.2016
Authorised Share Capital:			
60,00,000 Equity Shares of Rs 10/- each with voting rights	**600.00**	**600.00**	**600.00**
Issued, Subscribed & Paid-up Share Capital:			
46,80,000 Equity Shares of Rs 10/- each with voting rights	468.00	468.00	468.00
	468.00	**468.00**	**468.00**

12.2 Reconciliation of the No. of Shares Outstanding as on Balance Sheet Date

Particulars	As at 31.03.2018, 31.03.2017 & 01.04.2016	
	No. of shares	Rs.
Shares outstanding as at the beginning of the year	46.80	468.00
Shares issued during the year	-	-
Shares bought-back during the year	-	-
Shares outstanding as at the end of the year	**46.80**	**468.00**

12.3 Company has only one class of Equity share of face value of Rs. 10/- each carrying one voting right for each equity share held.

12.4 Details of shareholders holding more than 5% ordinary equity shares as on Balance Sheet date

Name of the shareholders	As at 31.03.2018, 31.03.2017 & 01.042016	
	No. of shares	% to total
Sanjay Harilal Dhamsania & Madhavi Sanjay Dhamsania	5.81	12.41%
Vikram B. Sanghani	5.44	11.62%
Jay Bhupat Sanghani, Vikram B Sanghani & Bhupat C Sanghani	3.18	6.80%
Jamkunverben Harilal Dhamsania	4.06	8.67%
	18.49	**39.50%**
Total no. of shares of the company	**46.80**	**100.00%**

12.5 Other Equity

Particulars	As at 31.03.2018	As at 31.03.2017	As at 01.04.2016
Capital Redemption Reserve	102.00	102.00	102.00
Capital Reserve	6.75	6.75	6.75
General Reserve	31.81	31.81	31.81
Retained Earnings	1,296.71	1,197.58	1,096.56
Capital Reserve on Consolidation	209.72	209.72	209.72
Equity Instrument through Other Comprehensive Income	122.76	135.71	77.21
Total	**1,769.75**	**1,683.57**	**1,524.05**

13 Borrowings

Particulars	As at 31.03.2018	As at 31.03.2017	As at 01.04.2016
Loans repayable on demand (Secured):			
Overdraft from Bank of Baroda	-	-	4.84
Total	**-**	**-**	**4.84**

14 Trade payables

Particulars	As at 31.03.2018	As at 31.03.2017	As at 01.04.2016
Trade payable - Micro and small enterprise	-	-	-
Trade payable - Other than Micro and small enterprise	57.32	40.66	38.92
Total	**57.32**	**40.66**	**38.92**

* The company has requested the suppliers to give information about their status as Micro, Small and Medium Enterprises as defined under the MSMED Act, 2006. In the absence of this information, company is unable to provide the details regarding the over dues to such Enterprises.

15 Other Financial Liabilities

Particulars	As at 31.03.2018	As at 31.03.2017	As at 01.04.2016
Payable for Fixed Assets	19.70	19.70	28.63
Total	**19.70**	**19.70**	**28.63**

[Figures in lakhs]

16 **Other Current Liabilities**

Particulars	As at 31.03.2018	As at 31.03.2017	As at 01.04.2016
Advances Received from Customers	49.03	-	-
Expenses Payables	6.40	8.89	5.73
Statutory Remittances	2.34	2.24	2.58
Employee Benefits	17.88	15.97	19.96
Excess of Gratuity benefit obligation over Fair Value of Plan Asset	8.65	4.32	0.03
Total	**84.30**	**31.42**	**28.30**

17 **Current Tax Liabilites**

Particulars	As at 31.03.2018	As at 31.03.2017	As at 01.04.2016
Current Tax	0.65	0.53	6.54
Total	**0.65**	**0.53**	**6.54**

18. **Revenue from Operations**

Particulars	For the year ended on 31.03.2018	For the year ended on 31.03.2017
Revenue from sale of software	871.28	843.31
Total	**871.28**	**843.31**

19. **Other Income**

Particulars	For the year ended on 31.03.2018	For the year ended on 31.03.2017
Interest Income		
Interest from Banks on Deposits	4.40	21.76
Interest on Loans and Advances	18.18	-
Dividend Income		
from Current Investments	13.54	51.06
from Long Term Investments	60.31	-
Rental Income	6.00	6.00
Profit on Sale of Investment	0.36	2.80
Miscellaneous Income	-	0.06
Provisions no longer required written back	-	1.04
Total	**102.78**	**82.71**

20. **Employee benefit expenses**

Particulars	For the year ended on 31.03.2018	For the year ended on 31.03.2017
Salaries & wages	265.20	236.95
Contribution to provident and other funds	8.01	8.37
Staff welfare expense	1.93	2.61
Total	**275.13**	**247.93**

21. **Finance Costs**

Particulars	For the year ended on 31.03.2018	For the year ended on 31.03.2017
Interest Expenses on Borrowings		
Borrowings		
Interest paid on Overdraft	0.07	0.08
Interest paid on Unsecured Loan	0.93	0.65
Interest on delayed payment of Tax Deducted at source	0.01	0.03
Other Borrowing Costs		
Bank Charges	0.45	0.40
Total	**1.45**	**1.17**

22. **Operating & Other Expenses**

Particulars	For the year ended on 31.03.2018	For the year ended on 31.03.2017
Operating Expenses		
Software Sourcing Charges	444.48	412.96
Other Expenses		
Advertisement	22.87	9.65
Power And Fuel	17.62	14.06
Rent	13.13	13.48
Repairs & Maintenance	11.84	9.53
Insurance	1.69	1.78
Rates & Taxes	2.82	2.06
Travelling & Conveyance	4.67	4.27
Printing & Stationery	1.96	2.64
Legal & Professional Fees	10.08	10.59
Payments To Auditors	-	-
Statutory Audit	0.87	1.13
Taxation Matters	-	0.12
Donation	10.02	8.19
Sitting Fees to Directors	0.60	0.60
Office Expenses	3.55	2.34
Security Expenses	1.86	2.24
Internet Charges	4.51	5.40
Miscellaneous Expenses	5.18	4.43
Total	**557.74**	**505.47**

23. **Earning per Share (EPS)**

Particulars	Year ended 31.03.2018	Year ended 31.03.2017
Basic and Diluted Earning per Share (EPS)		
Profit available for Equity Shareholder	103.31	103.82
Weighted Average Number of Equity Shares outstanding at the end of respective year	46.80	46.80
Basic and Diluted Earning per Share (EPS)	**2.21**	**2.22**
Face value of Share	**10.00**	**10.00**

24 Disclosure Pursuant To Ind AS 19 - Employee Benefits

24. Defined Contribution Plan

The company makes contributions towards Provident Fund and Superannuation fund to defined contribution retirement benefit plan for the qualifying employees. The provident fund contributions are made to the Government administered Employees Provident Fund. Both the employees and the company make monthly contributions to the provident fund plan equal to a specified percentage of covered employee's salary. The supperannuation fund is administered by the Life Insurance Corporation of India. Under the plan, the company is required to contribute a specified percentage of the covered employee's salary to the retirement benefit plan to fund the benifits.

The Company has recognized ' 3.60 Lakhs in the Statement of Profit & Loss for the year ended 31st March, 2018 under Defined Contribution Plan.

24.2 Defined Benefit Plan

The Company's plan assets in respect of gratuity are partly funded through the Group Scheme of Life Insurance Corporation of India. The scheme provides for the payment to vested employees as under:

ii) On death in service **:** As per the provisions of Payment of Gratuity Act, 1972 without any vesting period.

The following table sets out the status of Gratuity and the amounts recognised in the company's financial statements as at March 31, 2018

[Figures in Lakhs]

Particulars	As At 31st March, 2018
Change in Present Value of Defined Benefit Obligations:	
Present Value of Benefit Obligation at beginning of the period	15.61
Current Service Cost	2.97
Interest Cost	1.20
Actuarial (Gains)/Losses arising from change in financial assumption	(0.89)
Actuarial (Gains)/Losses arising from experience adjustments	4.55
Present Value of Benefit Obligation at the end of the period	**23.44**
Change in Fair Value of Plan Asset:	
Fair Value of plan asset at beginning of the period	11.21
Expected Return on plan Asset	0.97
Company Contributions	2.79
Benefits Paid	-
Actuarial Losses / (gains)	(0.47)
Present Value of Benefit Obligation at the end of the period	**14.50**
Amount Recognized in Balance Sheet:	
Present Value of Benefit Obligation at the end of the period	23.44
Fair Value of Planed Assets at the end of the period	14.50
Net Liability/(Asset) recognized in Balance Sheet	**8.95**
Expenses Recognized in Profit and Loss Statement:	
Current Service Cost	2.97
Net Interest on net Defined Liability/(Asset)	0.23
Expenses recognized in Statement of Profit and Loss	**3.20**
Expenses Recognized in Other Comprehensive Income Remeasurements:	
Actuarial (Gains)/Losses on Liability	3.67
Return on plan assets excluding amount included in 'Net interest on net Defined liability / (Asset)'	0.47
Total	**4.14**
Assumption used in accounting for Gratuity Plan:	
Discount Rate	0.08
Salary Escalation	0.07
Retirement Age	58 Years
Attrition - Withdrawal Rates	5% to 1%

Note 1 : Discount rate is determined by reference to market yields at the balance sheet date on Government bonds, where the currency and terms of the Government bonds are consistence with the currency and estimated terms for the benefit obligation.

Note 2: The estimate of future salary increases taken into account inflation, seniority, promotion, and other relevant factors such as supply and demand in the employment market.

Sensitivity Analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumption, holding other assumptions constant, would have affected the defined benefit obligation by the amount shown below.

Particulars	As At 31st March, 2018
Discounte Rate - 1% Increase	20.80
Discounte Rate - 1% Decrease	26.61
Salary Escalation Rate - 1% Increase	26.60
Salary Escalation Rate - 1% Decrease	20.76
Withdrawal Rate - 1% Increase	23.54
Withdrawal Rate - 1% Decrease	23.34

Although the analysis does not take account of the full distribution of cash flows expected under the plan, it does provide an approximation of the sensitivity of the assumption shown.

Based on the actuarial valuation obtained in this respect, the following table sets out the status of the gratuity plan and the amounts recognized in the company's financial statement at the balance sheet date:

Particulars	As At 31st March, 2018
Total Employee Benefit Liability	
Current Liability	0.68
Non - Current Liability	22.77
Total	**23.44**

25 Related Party Disclosure:

1. List of related parties and relationships

No.	Related Party	Nature of Relationship
1	Ace Software Exports	Enterprise over which KMP are able to exercise significant influence
2	Ace InfoWay Pvt. Ltd.	Enterprise over which KMP are able to exercise significant influence
3	Ace Riverside Pvt Ltd	Enterprise over which KMP are able to exercise significant influence
4	ARPL Bunglows	Enterprise over which KMP are able to exercise significant influence
5	Sanjay Dhamsania	Key Management Personnel (KMP)
6	Vikram Sanghani	Key Management Personnel (KMP)
7	Sohel Vikram Sanghani	Relative of Key Management Personnel (KMP)
8	Jaybhai Sanghani	Relative of Key Management Personnel (KMP)
9	Bhupatbhai Sanghani	Relative of Key Management Personnel (KMP)
10	Jamkunverben Dhamsania	Relative of Key Management Personnel (KMP)
11	Dharamsibhai Ramjibhai Vadalia	Independent Directors
12	Vimal Laljibhai Kalaria	Independent Directors
13	Pratikkumar Chandulal Dadhania	Independent Directors
14	Dhara Sureshchandra Shah	Independent Directors

2. Transactions with Related Parties [Figures in lakhs]

Particulars	KMP	Relative of KMP	Enterprise over which KMP are able to exercise significant influence
Receipt Capital Advances given previously	-	-	40.00
	-	-	*40.00*
Lease Rent Income	-	-	6.00
	-	-	*6.00*
Interest Income			1.71
			2.75
Loans taken	8.00	-	-
	8.00	-	-
Repayment of Loan taken	8.00	-	-
	8.00	-	-
Interest Paid	0.93	-	-
	0.65	-	-
Directors' Remuneration	50.16	-	-
	45.60	-	-
Directors' sitting fees	0.60	-	-
	0.60	-	-
Salary	-	6.00	-
	-	*8.40*	-
Year End Balances			
Capital Advances	-	-	228.75
	-	-	*303.84*
Payable for Capital Asset	-	-	19.70
	-	-	*19.70*
Advance Salary	-	-	-
	-	*0.01*	-

Particulars	Year ended March 31, 2018	Year ended March 31, 2017
Short term employee benefits	56.16	54.00
Director's Sitting Fees	0.60	0.60
Total Compensation paid to KMP	56.76	54.60

26 Contingent Liability: **Nil**

27 Segment Reporting

The Company's operations fall under single segment namely Computer Software and Services Exports, hence Segment wise information is not furnished.

[Figures in lakhs]

28 . FAIR VALUE MEASUREMENTS
Financial Instruments by category

Particulars	31.03.2018 FVOCI	31.03.2018 Amortized Cost	31.03.2017 FVOCI	31.03.2017 Amortized Cost	01.04.2016 FVOCI	01.04.2016 Amortized Cost
Financial Assets						
Non Current Investments	580.74	—	585.55	—	441.17	—
Security Deposit	—	11.63	—	11.62	—	11.62
Bank Deposit with Original maturity of more than 12 Months	—	43.23	—	—	—	—
Current Investments	287.48	—	203.09	—	71.28	—
Trade receivables	—	6.14	—	—	—	—
Cash and cash balance	—	30.37	—	71.51	—	83.14
Loans	—	376.92	—	274.23	—	306.44
Financial Liabilities						
Borrowings	—	—	—	—	—	4.84
Trade Payables	—	57.32	—	40.66	—	38.92
Other Financial Liabilities	—	19.70	—	19.70	—	28.63

Financial instruments by category

(i) Fair value hierarchy

This section explains the judgments and estimates made in determining the fair value of the financial instruments that are (a) recognized and measured at fair value and (b) measured at amortized cost and for which fair values are disclosed in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the Group has classified its financial instruments into the three levels prescribed under the accounting standard. An explanation of level follows are as under.

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments and mutual funds that have quoted price. The fair value of all equity instruments which are traded in the stock exchanges is valued using the closing price as at the reporting period. The equity instruments and mutual funds are valued using the closing NAV.

Level 2: The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximize the use of observable market data and rely as little as possible on entity specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

(ii) Valuation technique used to determine fair value

Specific valuation techniques used to value financial instruments include:

- The use of quoted market prices or quotes for similar instruments

29 FINANCIAL RISK MANAGEMENT

The Company's Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework.

The Group's risk management policies are established to identify and analyze the risks faced by the Group, to set appropriate risk limits and controls and to monitor risks.

Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Group's activities.

(A) Credit risk.

Credit risk is the risk of incurring a loss that may arise from a borrower or debtor failing to make required payments. Credit risk arises mainly from outstanding receivables from free market dealers, cash and cash equivalents, employee advances and security deposits. The Group manages and analyses the credit risk for each of its new clients before standard payment and delivery terms and conditions are offered.

(i) Credit risk management

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The demographics of the customer and including the default risk of the industry, also has an influence on credit risk assessment. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which Group grants credit terms in the normal course of business.

The Group considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis through each reporting period. To assess whether there is a significant increase in credit risk the Group compares the risk of default occurring on asset as at the reporting date with the risk of default as at the date of initial recognition. It considers reasonable and supportive forwarding-looking information such as

i) Actual or expected significant adverse change in business;

ii) Actual or expected significant changes in the operating results of the counterparty;

iii) Financial or economic conditions that are expected to cause a significant change to the counterparty's ability to meet its obligation;

iv) Significant increase in credit risk on other financial instruments of the same counterparty;

v) Significant changes in the value of the collateral supporting the obligation or in the quality of the third-party guarantees or credit enhancements.

Financial assets are written off when there are no reasonable expectations of recovery, such as a debtor failing to engage in a repayment plan with the Group. Where loans or receivables have been written off, the Group continues to engage in enforcement activity to attempt to recover the receivable due. Where recoveries are made, these are recognized as income in the statement of profit and loss.

For trade receivables, the Group applies the simplified approach permitted by Ins AS-109 Financial Instruments, which requires expected lifetime losses to be recognized from initial recognition of the receivable. When determining whether the credit risk of the financial asset has increased significantly since initial recognition and when estimating expected credit losses, the Group considers reasonable and relevant information that is available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Group's historical experience and informed credit assessment and including forward looking information.

(B) Liquidity risk

Liquidity risk is the risk that the Group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The responsibility for liquidity risk management rests with the board of directors, which has established an appropriate liquidity risk management framework for the management of the Group's short-term and long-term funding and liquidity management requirements. The Group manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

(i) Maturities of financial liabilities

All Financial liabilities disclosed in balance sheet are contractual undiscounted cash outflow due within 12 months.

(C) Market risk

(i) Price Risk

The Group is mainly exposed to the price risk due to its investments in equity instrument and equity mutual funds. The price risk arises due to uncertainties about the future market values of these investments. The above instruments risks are arise due to uncertainties about the future market values of these investments.

(ii) Currency Risk

The Group has not significant exposure for export's revenue and import of raw material and property, plant and equipment so the Group is not subject to risk that changes in foreign currency value impact.

(iii) Foreign Currency Risk

Foreign currency risk is the risk that the fair value of future cash flows of an exposure will fluctuate because of changes in foreign currency rates. Exposures can arise on account of the assets which are denominated in currency other than Indian Rupee. The Group has negligible foreign currency exposure in US Dollar.

30 CAPITAL MANAGEMENT

Risk Management

For the purpose of the Group's capital management, equity includes equity share capital and all other equity reserves attributable to the equity holders of the company. The Group manages its capital to optimize returns to the shareholders and makes adjustments to it in light of changes in economic conditions or it's business requirements. The Group's objectives are to safeguard continuity, maintain a strong credit rating and healthy capital ratios in order to support its business and provide adequate return to shareholders through continuing growth and maximize the shareholders value. The Group funds its operation through internal accruals. The management and Board of Directors monitor the return on capital as well as the level of dividends to shareholders.

NOTE: 31

Disclosure as required by Ind AS 101 first time adoption of Indian Accounting Standards

Transition to Ind AS

These are the Group's first Financial Statements prepared in accordance with Ind AS.

The accounting standards notified u/s 133 of the Companies Act, 2013 and the Accounting policies set out in note 1.2 have been applied in preparing the financial statements for the year ended March 31, 2018, the comparative information presented in these financial statements for the year ended March 31, 2017 and in **the** preparation of an opening Ind AS balance sheet at April 1, 2016 (The Group's date of transition). In preparing its opening Ind AS balance sheet, the Group has adjusted the amounts reported previously in financial statements prepared in accordance with the accounting standards notified under Companies (Accounting Standards) Rules, 2006 (as amended) and other relevant provisions of the Act (previous GAAP or Indian GAAP).

An explanation of how the transition from previous GAAP to Ind AS has affected the Company's financial position, financial performance and cash flows is set out in **the** following tables and notes.

A. Exemptions and exceptions availed

Set out below are the applicable Ind AS 101 optional exemptions and mandatory exceptions applied by the Group in the transition from previous GAAP to Ind AS.

A.1 Ind AS optional exemptions

Ind AS 101 permits a first time adopter to elect to continue with the carrying value for all of its Property, Plant and Equipment (PPE) as recognized in the **financial** statements as at the date of transition to Ind AS, measured as per the previous GAAP and use that as its deemed cost as at the date of transition after making necessary adjustments for decommissioning liabilities(if any,). This exemption can also be used for intangible assets covered by Ind AS 38 Intangible Assets.

Accordingly, the Group has elected to measure all of its PPE and Intangible assets at their previous GAAP carrying value.

A.1 Designation of previously recognised financial instruments

Ind AS 101 allows an entity to designate investments in equity instruments at Fair Value through Other Comprehensive Income (FVOCI) on the basis of the facts and circumstances at the date of transition to Ind AS. The Company has elected to apply this exemption for investments in equity Instruments

B. Ind AS Mandatory Exceptions

B.1 Estimates

An entity's estimates in accordance with Ind ASs at the date of transition to Ind AS shall be consistent with estimates made for the same date in accordance with previous GAAP (after adjustments to reflect any difference in accounting policies), unless there is objective evidence that those estimates were in error. Ind AS estimates at April 1, 2016 are consistent with the estimates as at the same date made in conformity with previous GAAP. The Company made estimates for following items accordance with Ind AS at the date of transition as these were not required under previous GAAP:

- Investment in equity instruments carried at FVOCI; and

B.2 Classification and measurement of financial assets

Ind AS 101 requires an entity to assess classification and measurement of financial assets on the basis of the facts and circumstances that exist at the date of Ind AS.

C. Reconciliations between previous GAAP and Ind AS

The following tables represent the reconciliations of Balance Sheet, Total Equity, Total Comprehensive Income, and Cash Flows from previous GAAP to Ind AS.

1 Reconciliation of Consolidated Balance Sheet as previously reported under IGAAP to Ind AS as at April 1, 2016

[Figures in lakhs]

Particulars	Notes to First time adoption	Amount as per IGAAP*	Effects of transition to Ind AS	Amount as per Ind AS
ASSETS				
NON-CURRENT ASSETS				
Property, Plant and Equipment		381.09	-	381.09
Investment Property		67.53	-	67.53
Other Intangible assets		24.11	-	24.11
Investments	1	364.00	77.17	441.17
Others (to be specified)		11.62	-	11.62
Deferred tax assets		28.92	-	28.92
Other non-current assets		562.93	-	562.93
Total Non current Assets		**1,440.19**	**77.17**	**1,517.36**
CURRENT ASSETS				
Inventories		68.70	-	68.70
Financial Assets				
Investments	1	71.24	0.04	71.28
Cash and cash balance		83.14	-	83.14
Bank Balance other than Cash and Cash equivalents		0.99	-	0.99
Loans		306.44	-	306.44
Current tax asset		17.94	-	17.94
Other current assets		39.31	-	39.31
Total current assets		**587.75**	**0.04**	**587.79**
Total Assets		**2,027.94**	**77.21**	**2,105.15**
EQUITY AND LIABILITIES				
EQUITY				
Equity share capital		468.00	-	468.00
Other Equity	2	1,446.84	77.21	1,524.05
Non-controlling interests		5.48		5.48
Total Equity		**1,920.32**	**77.21**	**1,997.53**
LIABILITIES				
Non - current liabilities				
Deferred tax liability		0.39	-	0.39
		0.39	**-**	**0.39**
Current liabilities				
Financial liabilities				
Borrowings		4.84	-	4.84
Trade payables		38.92	-	38.92
Other financial liabilities		28.63	-	28.63
Other current liabilities		28.30	-	28.30
Current tax liability		6.54	-	6.54
		107.23	**-**	**107.23**
Total Equity and Liabilities		**2,027.94**	**77.21**	**2,105.15**

* The previous GAAP figures have been reclassified to conform to the Ind AS presentation requirements for the purpose of this note.

2 Reconciliation of Consolidated Balance Sheet as previously reported under IGAAP to Ind AS as at March 31,2017

Particulars	Notes to First time adoption	Amount as per IGAAP*	Effects of transition to Ind AS	Amount as per Ind AS
ASSETS				
NON-CURRENT ASSETS				
Property, Plant and Equipment		361.97	-	361.97
Investment Property		68.28	-	68.28
Other Intangible assets		22.87	-	22.87
Investments	1	449.98	135.57	585.55
Others (to be specified)		11.62	-	11.62
Deferred tax assets		23.73	-	23.73
Other non-current assets		516.33	-	516.33
Total Non current Assets		**1,454.79**	**135.57**	**1,590.36**
CURRENT ASSETS				
Inventories		56.00	-	56.00
Financial Assets				
Investments	1	202.95	0.14	203.09
Cash and cash balance		71.51	-	71.51
Bank Balance other than Cash and Cash equivalents		3.11	-	3.11
Loans		274.23	-	274.23
Current tax asset		21.12	-	21.12
Other current assets		30.39	-	30.39
Total current assets		**659.30**	**0.14**	**659.44**
Total Assets		**2,114.08**	**135.71**	**2,249.79**
EQUITY AND LIABILITIES				
EQUITY				
Equity share capital	2	468.00	-	468.00
Other Equity		1,547.86	135.71	1,683.57
Non-controlling interests		5.51	-	5.51
Total Equity		**2,021.37**	**135.71**	**2,157.08**
LIABILITIES				
Non - current liabilities				
Deferred tax liability		0.39	-	0.39
		0.39	**-**	**0.39**
Current liabilities				
Financial liabilities				
Trade payables		40.66	-	40.66
Other financial liabilities		19.70	-	19.70
Other current liabilities		31.42	-	31.42
Current tax liability		0.53	-	0.53
		92.31	**-**	**92.31**
Total Equity and Liabilities		**2,114.08**	**135.71**	**2,249.79**

* The previous GAAP figures have been reclassified to conform to the Ind AS presentation requirements for the purpose of this note.

3 **Reconciliation of Consolidated Total Comprehensive Income for thr year ended March 31, 2017**

[Figures in lakhs]

Particulars	Notes to First time adoption	Amount as per IGAAP*	Effects of transition to Ind AS	Amount as per Ind AS
INCOME				
Revenue from operations		843.31	-	843.31
Other income		82.71	-	82.71
Total Income		**926.03**	**-**	**926.03**
EXPENSE				
Changes in inventories of finished goods		12.71	-	12.71
Employee benefits expense	4	247.93	(2.79)	245.14
Finance costs		1.17	-	1.17
Depreciation and amortization expense		37.58	-	37.58
Other expenses		505.47	-	505.47
Total Expenses		**804.86**	**(2.79)**	**802.07**
Profit/(loss) before tax		**121.17**	**2.79**	**123.96**
Tax expenses				
Current tax		14.95	-	14.95
Deferred tax		5.18	-	5.18
		20.14	-	20.14
Profit/(loss) for the period		**101.03**	**2.79**	**103.82**
Other Comprehensive Income				
Items that will not be reclassified to profit or loss				
Changes in fair value of FVOCI equity Instruments		-	58.53	58.53
Remeasurement of Defined benefit Plans		-	(2.79)	(2.79)
Total other comprehensive income		**-**	**55.74**	**55.74**
Total comprehensive income		**101.03**	**58.53**	**159.56**
Profit for the year attributable to				
Owners of the Company		103.81	-	103.81
Non-controlling Interest		0.01	-	0.01
other Comprehensive income for the year attributable to				
Owners of the Company		55.72	-	55.72
Non-controlling Interest		0.02	-	0.02
Total Comprehensive income for the year attributable to				
Owners of the Company		159.52	-	159.52
Non-controlling Interest		0.03	-	0.03

* The previous GAAP figures have been reclassified to conform to the Ind AS presentation requirements for the purpose of this note.

4 **Reconciliation of Equity as on March 31, 2017 and April 01,2016**

Net worth as per Previous GAAP	Notes to First time adoption	31-Mar-17	01-Apr-16
Networth as per previous GAAP		2,021.37	1,920.32
Changes in fair value of FVOCI equity Instruments	1	135.71	77.21
Net worth as per Ind AS		2,157.08	1,997.53

5 The Company does not have any significant impact on the cash flow statement as on 31st, March, 2017.

NOTES TO FIRST TIME ADOPTION OF IND AS

1. Fair valuation of investments

Under the previous GAAP, investments in equity instruments and mutual funds were classified as long-term investments or current investments based on the intended holding period and readability. Long-term investments were carried at cost less provision for other than temporary decline in the value of such investments. Current investments were carried at lower of cost and fair value. Under Ind AS, these investments are required to be measured at fair value.

Fair value changes with respect to investments in equity instruments designated as at FVOCI have been recognized in FVOCI - Equity investments reserve as at the date of transition and subsequently in the other comprehensive income for the year ended March 31, 2017 This increased other reserves by Rs. 58.50 lakhs as at March 31, 2017 and there is increase in other reserve by Rs. 77.21 lakhs as at April 1, 2016.

2. Retained Earnings

Retained earnings as at April 1, 2016 has been adjusted consequent to the above Ind AS adjustments.

3. Deferred tax

Deferred tax has been recognized on the adjustments made on transition to Ind AS.

4. Remeasurements of post-employment benefit obligations

Under Ind AS, remeasurements i.e, actuarial gains and losses and the return on plan assets, excluding amounts included in the net interest expense on the net defined benefit liability are recognized in other comprehensive income instead of profit and loss. Under the previous GAAP, these remeasurements were forming part of the profit and loss for the year. As a result of this change, the profit for the year ended March 31, 2017 increased by ‘ 2.79 lakhs. There is no impact on the total equity as at March 31, 2017.

5. Other Comprehensive Income

Under Ind AS, all items of income and expense recognized in a period should be included in Statement of Profit and Loss for the period, unless a standard requires **or** permits otherwise. Items of income and expenses that are not recognized in Statement of Profit and Loss but are shown in the Statement of Profit and Loss as **“Other** Comprehensive Income”, includes remeasurement of Employee Benefit obligation and fair valuation of Equity Instruments through OCI and Income tax relating to **these** items. The concept did not exist under the previous GAAP.

32 The Consolidated financial statement were authorized for issue in accordance with a resolution passed by the Directors on 30th May, 2018. The financial statements as approved by the Boared of Directors are subject to final approved by its Shareholders.

33 The figures as on the transition date and previous yeay have been re-arranged and regrouped wherever necessary to make them comparable with those of the current year,

See accompanying Statement on Significant accounting policies & Notes to Accounts

AS PER OUR REPORT OF EVEN DATE

For, H. B. Kalaria & Associates
CHARTERED ACCOUNTANTS
[Firm’s Registration No.104571W]

Hasmukh B. Kalaria
PARTNER
Membership No. 042002

RAJKOT, Dated 30h May, 2018

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS,

VIKRAM B. SANGHANI
JT.MANAGING DIRECTOR
DIN : 00183818

SANJAY H. DHAMSANIA
JT.MANAGING DIRECTOR
DIN : 00013892

JAYRAM K. VACHHANI
COMPANY SECRETARY

JYOTIN B. VASAVADA
CHIEF FINANCIAL OFFICER

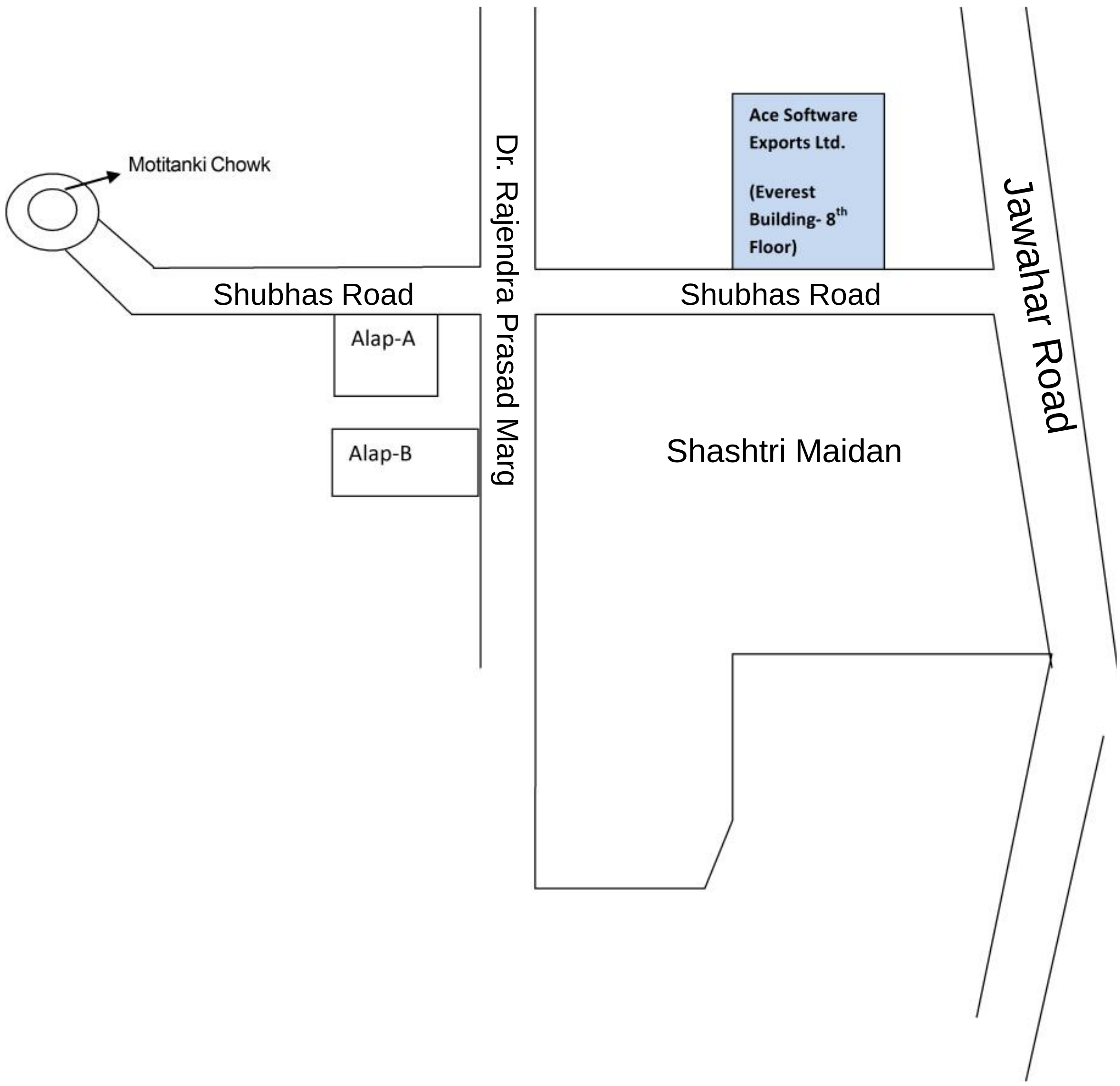
RAJKOT, Dated 30th May, 2018

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
CIN: L72200GJ1994PLC022781,
Website: www.acesoftex.com

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CIN: L72200GJ1994PLC022781, Website: 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.

3. Name: ________________________________ E-mail Id:_________________________________

Address:____

Signature_______________________

as my/our proxy to attend and vote, in case of a poll, for me/us and on my/our behalf at the 24th Annual General Meeting of the Company, to be held on the 11th day of August, 2018 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*
1	Adoption of Financial Statements and Reports thereon for the financial year ended 31st March, 2018		
2	Re-appointment of Mr. Vikram B. Sanghani		
3	Re-appointment of Mr. Sanjay H. Dhamsania		
Special Business			
4.	Approval of Investment made in ACE NATURE CURE LLP		
5.	Advance loan to, or give guarantee or provide any security in connection with any loan taken by, ACE NATURE CURE LLP (LLPIN : AAM-8450), being subsidiary / controlled entity.		
6	Advance loan to, or give guarantee or provide any security in connectgion with any loan taken by, Ace Riverside Private Limited.		
7.	Approval of agreements to be executed by ACE NATURE CURE LLP (LLPIN : AAM-8450) with Related party		
8.	Development Agreemetn, Purchase of / investment in or take on lease, the land and/or building proposed to be constructed on land owned by Ace Technologies (Firm), being related party		

Signed this ____________ day of ________2018.

Affix Revenue Stamp

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

ACE SOFTWARE EXPORTS LIMITED

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

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 **24th ANNUAL GENERAL MEETING** of the Company held on Saturday, August 11, 2018 at 11.00 a.m.at **801, "Everest", Opp. Shashtri Maidan, Rajkot-360001 (Gujarat)**.

*Applicable for investors holding shares in electronic form.

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Signature of Shareholder / Proxy

ACE