



Scrutinizer's Report

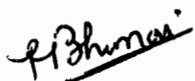
[Pursuant to rule section 108 of the Companies Act, 2013 and rule 20(xi) of the Companies (Management and Administration) Rules, 2014]

To
The Chairman
20th Annual General Meeting of the Equity Shareholders
of Ace Software Exports Limited, to be held on 9th day of August, 2014 at 11:00 a.m.
at 801, Everest Commercial Complex Opp. Shastri Maidan, Rajkot 360001

Dear Sir,

I, Rajan Bhimani, Proprietor of R.H.Bhimani & Associates, a Chartered Accountant Firm having its office at 202, Heera Panna complex, Dr. Yagnik Road, Rajkot, have been appointed as a Scrutinizer of Ace Software Exports Limited ("the company") for the purpose of scrutinizing the e-voting process in a fair and transparent manner and ascertaining the requisite majority on e-voting carried out as per the provisions of the companies Act,2013 and Rule 20 of the Companies (Management and Administration) Rules,2014 on the below mentioned resolution (s),at the 20th Annual General Meeting of the Equity Shareholders of Ace Software Exports Limited, to held on 9th day of August,2014 at 11:00 a.m. at 801, Everest Commercial Complex Opp. Shastri Maidan, Rajkot 360001.We submit our report as under:

1. The e-voting period remained open from 4th August, 2014 (9:00a.m.) to 5th August, 2014(6:00p.m.).
2. The shareholders holding shares as on the "cut off" date i.e. 4th July, 2014 were entitled to vote on the proposed resolutions (item no.1 to 11 as set out in the notice of the 20th AGM of Ace Software Exports Limited).
3. The votes were unblocked on 5th August ,2014 around 6.04.p.m. in the presence of two witness, Mr. Pratik Bhimani (20 Bhojrajpara, Opp. Jain Upashraya, Gondal) and Meet Mehta (Nr. Prahlad Talkies, Rajkot) who are not in the employment of the company .They have signed below in confirmation of the votes being unblocked in their presence.



Pratik Bhimani



Meet Mehta



4. Thereafter, the details containing, inter -alia, list of equity shareholders, who voted "For" and "Against", were download from the e-voting of National Securities Depository Limited (<http://www.evoting.nsdl.com/>). -Annexure-A

5. The result of the e-voting is as under: ~

Resolution 1 - To receive, consider and adopt the financial statements of the Company for the year ended March 31, 2014, including the audited Balance Sheet as at March 31, 2014, the Statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors (the Board) and Auditors thereon.

(i) Voted **in favour** of the resolution:

Number of members voted through electronic voting system	Numbers of votes cast in favour of resolution	% of total number of valid votes cast
32	29,25,445	100%

(ii) Voted **against** the resolution:

Number of members voted through electronic voting system	Numbers of votes cast in favour of resolution	% of total number valid votes cast
-	-	0%

(iii) Invalid votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
N.A	N.A

Resolution 2- To appoint a director in place of Vikram B. Sanghani (DIN: 00183818), who retires by rotation and, being eligible, seeks re-appointment

(i) Voted **in favour** of the resolution:

Number of members voted through electronic voting system	Numbers of votes cast in favour of resolution	% of total number valid votes cast
24	16,48,540	100%

(ii) Voted **against** the resolution:

Numbers of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
0	0	0%

(iii) Invalid votes:

Total numbers of votes cast by them	Total number of members whose votes were declared invalid
N.A	N.A



Resolution 3-) To appoint a director in place of Sanjay H. Dhamsania (DIN:00013892), who retires by rotation and, being eligible, seeks re-appointment

(i) Voted in favour of the resolution

Number of members voted through electronic voting system	Numbers of votes cast in favour of resolution	% of total number of valid votes cast
22	17,12,817	100%

(ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
0	0	0%

(iii) Invalid votes:

Total numbers of votes cast by them	Total number of members whose votes were declared invalid
N.A	N.A

Resolution 4-) To re-appoint auditors of the Company to hold office from the conclusion of this AGM until the conclusion of the next AGM and to fix their remuneration and to pass the following resolution thereof

(i) Voted in favour of the resolution

Number of members voted through electronic voting system	Numbers of votes cast in favour of resolution	% of total number of valid votes cast
32	29,25,445	100%

(ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
0	0	0%

(iii) Invalid votes:

Total numbers of votes cast by them	Total number of members whose votes were declared invalid
N.A	N.A



Resolution 5-) To re-appoint Shri Vikram B. Sanghani (DIN: 0183818), as Joint Managing Director as well as revision of remuneration

(i) Voted **in favour** of the resolution

Number of members voted through electronic voting system	Numbers of votes cast in favour of resolution	% of total number of valid votes cast
24	16,48,540	100%

(ii) Voted **against** the resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
0	0	0%

(iii) Invalid votes:

Total numbers of votes cast by them	Total number of members whose votes were declared invalid
N.A	N.A

Resolution 6-) To re-appoint Shri Sanjay H. Dhamsania DIN:00013892) as a Joint Managing Director as well as revisions of remuneration

(i) Voted **in favour** of the resolution

Number of members voted through electronic voting system	Numbers of votes cast in favour of resolution	% of total number of valid votes cast
22	17,12,817	100%

(ii) Voted **against** the resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
0	0	0%

(iii) Invalid votes:

Total numbers of votes cast by them	Total number of members whose votes were declared invalid
N.A	N.A



Resolution 7-) Contract to sell, lease, transfer, assign or otherwise dispose of the whole or part of the office no. 301,302 & 303 situated at Rajlaxmi Complex, Rajkot.

(i) Voted **in favour** of the resolution

Number of members voted through electronic voting system	Numbers of votes cast in favour of resolution	% of total number of valid votes cast
32	29,25,445	100%

(ii) Voted **against** the resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
0	0	0%

(iii) Invalid votes:

Total numbers of votes cast by them	Total number of members whose votes were declared invalid
N.A	N.A

Resolution 8-) Contract to lease / leave and licence the offices no. 801, 802, 803, 810, 811 & 812 situated at Alap -B Complex-Rajkot to Ace Infoway Pvt. Ltd., Rajkot.

(i) Voted **in favour** of the resolution

Number of members voted through electronic voting system	Numbers of votes cast in favour of resolution	% of total number of valid votes cast
22	14,07,286	100%

(ii) Voted **against** the resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
0	0	0%

(iii) Invalid votes:

Total numbers of votes cast by them	Total number of members whose votes were declared invalid
N.A	N.A



Resolution 9-) Appointment of Shri Dharamsibhai Ramjibhai Vadalia (DIN 00015165) as an Independent Director.

(i) Voted **in favour** of the resolution

Number of members voted through electronic voting system	Numbers of votes cast in favour of resolution	% of total number of valid votes cast
32	29,25,445	100%

(ii) Voted **against** the resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
0	0	0%

(iii) Invalid votes:

Total numbers of votes cast by them	Total number of members whose votes were declared invalid
N.A	N.A

Resolution 10-) Appointment of Shri Vimal Laljibhai Kalaria (DIN 00029395) as an Independent Director.

(i) Voted **in favour** of the resolution

Number of members voted through electronic voting system	Numbers of votes cast in favour of resolution	% of total number of valid votes cast
32	29,25,445	100%

(ii) Voted **against** the resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
0	0	0%

(iii) Invalid votes:

Total numbers of votes cast by them	Total number of members whose votes were declared invalid
N.A	N.A



Resolution 11-) Appointment of Shri Pratikkumar Chandulal Dadhania (DIN 02931106) as an Independent Director.

(i) Voted **in favour** of the resolution

Number of members voted through electronic voting system	Numbers of votes cast in favour of resolution	% of total number of valid votes cast
32	29,25,445	100%

(ii) Voted **against** the resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
0	0	0%

(iii) Invalid votes:

Total numbers of votes cast by them	Total number of members whose votes were declared invalid
N.A	N.A

6. The Register, all other papers and relevant records relating to electronic voting shall remain our safe custody until the chairman considers, approves and signs the minutes of the aforesaid Annual General Meeting and the same are handed over to the Company secretary for safe keeping.

Date : 06-08-2014

Place : Rajkot



For, R.H.Bhimani & Associates
Chartered Accountants
Firm Reg No. : 130618W

Rajon H Bhimani
Proprietor
M.no.134409



R.H.BHIMANI & ASSOCIATES

CHARTERED ACCOUNTANTS

202, Heera-Panna Complex, Dr. Yagnik Road, Rajkot-360001 M: 9913995250

**FORM No. MGT-13
Report of Scrutinizer(s)**

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies
(Management and Administration) Rules, 2014]

To,
The Chairman
20TH Annual General Meeting of the Equity Shareholders
of ACE SOFTWARE EXPORTS LIMITED
at 801, Everest Commercial Complex Opp. Shastri Maidan, Rajkot 360001

Dear Sir,

I, Rajan Bhimani, Proprietor of R.H.Bhimani & Associates, a Chartered Accountant Firm having its office at 202, Heera Panna complex, Dr. Yagnik Road, Rajkot, have been appointed as a Scrutinizer of Ace Software Exports Limited ("the company") for the purpose of scrutinizing the poll taken on the below mentioned resolution(s), at the 20th Annual General Meeting of the Equity Shareholders of Ace Software Exports Limited, to held on 9th day of August, 2014 at 11:00 a.m. at 801, Everest Commercial Complex Opp. Shastri Maidan, Rajkot 360001. We submit our report as under:

1. After the time fixed for closing of the poll by the Chairman, a ballot box kept for polling were locked in our presence with due identification marks placed by us.
2. The locked ballot boxes were subsequently opened in our presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/Registrar and Transfer Agents of the Company and authorizations/proxies lodged with the Company.
3. I/We did not find any poll papers invalid.
4. The number of members present and voting as mentioned below does not include members who has already exercised e-voting right and who were present at the Annual General meeting.
5. The result of the Poll is as under:
 - 1) To receive, consider and adopt the financial statements of the Company for the year ended March 31, 2014, including the audited Balance Sheet as at March 31, 2014, the Statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors (the Board) and Auditors thereon.



a) Voted in favour of the resolution :

Number of members present and voting	No. of votes cast by them	% of Total number of valid votes cast
2	1,49,308	100%

b) Voted against the resolution:

Number of members present and voting	No. of votes cast by them	% of Total number of valid votes cast
--	--	0%

2) To appoint a director in place of Vikram B. Sanghani (DIN: 00183818), who retires by rotation and, being eligible, seeks re-appointment

a) Voted in favour of the resolution :

Number of members present and voting	No. of votes cast by them	% of Total number of valid votes cast
2	1,49,308	100%

b) Voted against the resolution:

Number of members present and voting	No. of votes cast by them	% of Total number of valid votes cast
--	--	0%

3) To appoint a director in place of Sanjay H. Dhamsania (DIN: 00013892), who retires by rotation and, being eligible, seeks re-appointment.

a) Voted in favour of the resolution :

Number of members present and voting	No. of votes cast by them	% of Total number of valid votes cast
2	1,49,308	100%

b) Voted against the resolution:

Number of members present and voting	No. of votes cast by them	% of Total number of valid votes cast
--	--	0%



4) To re-appoint auditors of the Company to hold office from the conclusion of this AGM until the conclusion of the next AGM and to fix their remuneration and to pass the following resolution thereof.

a) Voted in favour of the resolution :

Number of members present and voting	No. of votes cast by them	% of Total number of valid votes cast
2	1,49,308	100%

b) Voted against the resolution:

Number of members present and voting	No. of votes cast by them	% of Total number of valid votes cast
--	--	0%

5) To re-appoint Shri Vikram B. Sanghani (DIN: 0183818), as Joint Managing Director as well as revision of remuneration.

a) Voted in favour of the resolution :

Number of members present and voting	No. of votes cast by them	% of Total number of valid votes cast
2	1,49,308	100%

b) Voted against the resolution:

Number of members present and voting	No. of votes cast by them	% of Total number of valid votes cast
--	--	0%

6) To re-appoint Shri Sanjay H. Dhamsania DIN: 00013892) as a Joint Managing Director as well as revisions of remuneration.

a) Voted in favour of the resolution :

Number of members present and voting	No. of votes cast by them	% of Total number of valid votes cast
2	1,49,308	100%

b) Voted against the resolution:

Number of members present and voting	No. of votes cast by them	% of Total number of valid votes cast
--	--	0%



7) Contract to sell, lease, transfer, assign or otherwise dispose of the whole or part of the office no. 301,302 & 303 situated at Rajlaxmi Complex, Rajkot.

a) Voted in favour of the resolution :

Number of members present and voting	No. of votes cast by them	% of Total number of valid votes cast
2	1,49,308	100%

b) Voted against the resolution:

Number of members present and voting	No. of votes cast by them	% of Total number of valid votes cast
--	--	0%

8) Contract to lease / leave and licence the offices no. 801, 802, 803, 810, 811 & 812 situated at Alap -B Complex-Rajkot to Ace Infoway Pvt. Ltd., Rajkot.

a) Voted in favour of the resolution :

Number of members present and voting	No. of votes cast by them	% of Total number of valid votes cast
2	1,49,308	100%

b) Voted against the resolution:

Number of members present and voting	No. of votes cast by them	% of Total number of valid votes cast
--	--	0%

9) Appointment of Shri Dharamsibhai Ramjibhai Vadalia (DIN 00015165) as an Independent Director.

a) Voted in favour of the resolution :

Number of members present and voting	No. of votes cast by them	% of Total number of valid votes cast
2	1,49,308	100%

b) Voted against the resolution:

Number of members present and voting	No. of votes cast by them	% of Total number of valid votes cast
--	--	0%



10) Appointment of Shri Vimal Laljibhai Kalaria (DIN 00029395) as an Independent Director.

a) Voted in favour of the resolution :

Number of members present and voting	No. of votes cast by them	% of Total number of valid votes cast
2	1,49,308	100%

b) Voted against the resolution:

Number of members present and voting	No. of votes cast by them	% of Total number of valid votes cast
--	--	0%

11) Appointment of Shri Pratikkumar Chandulal Dadhania (DIN 02931106) as an Independent Director.

a) Voted in favour of the resolution :

Number of members present and voting	No. of votes cast by them	% of Total number of valid votes cast
2	1,49,308	100%

b) Voted against the resolution:

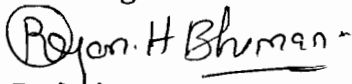
Number of members present and voting	No. of votes cast by them	% of Total number of valid votes cast
--	--	0%

6. The Register, all other papers and relevant records relating to poll voting shall remain our safe custody until the chairman considers, approves and signs the minutes of the aforesaid Annual General Meeting and the same are handed over to the Company secretary for safe keeping.

Date : 09-08-2014

Place : Rajkot



For, R.H.Bhimani & Associates
Chartered Accountants
Firm Reg No. : 130618W

Proprietor
M.no.134409