

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

Postal Ballot Notice

(Pursuant to Section 110 of the Companies Act, 2013)

Dear Shareholders:

NOTICE is hereby given pursuant to Section 110 of the Companies Act, 2013 ("the Act"), read with the Companies (Management and Administration) Rules, 2014 ("Relevant Rules"), to transact the special businesses mentioned in the resolutions appended below to be passed by way of Postal Ballot/E-Voting.

The proposed Special Business(es), along with explanatory statement pursuant to section 102 of the Companies Act, 2013, a postal ballot form ("**Form**") along with a self-addressed, postage pre-paid envelope are enclosed for your consideration and voting.

The Board of Directors of the Company ("**Board**") have appointed Mr. Rajan Bhimani, Practicing Chartered Accountant as scrutinizer ("**Scrutinizer**") who will be responsible for the fair and transparent conduct of the vote through postal ballot.

Member(s) are requested to carefully read the instructions printed in the Notes of this Notice and Postal Ballot Form and return the Form duly completed in the attached self-addressed, prepaid postage envelope, so as to reach the Scrutinizer on or before the close of Business hours on Thursday 24th September, 2015.

The company is pleased to offer e-voting facility to its members enabling them to cast their vote electronically, instead of physical Postal Ballot Form. E-voting is optional.

Please read the instructions carefully before exercising your vote.

The company has signed an agreement with the National Security Depository Limited (NSDL) for facilitating e-voting to enable the shareholders to cast their votes electronically pursuant to Clause 35B of the Listing Agreement and Section 108 of the Act read with relevant rules.

The Scrutinizer will submit his report to the Company after completion of the scrutiny of the Postal Ballot Forms and after verifying the voting as per data received from the e-voting portal. The result of the Postal Ballot shall be announced in accordance with the provisions of Section 110 of the Act, read with relevant rules, at 5.00 P.M. at the registered office of the Company situated at "801-Everest Commercial Complex, Opp. Shashtri Maidan, Rajkot-360001" on Monday, 28th September, 2015 by the Chairman or in his absence by any other person authorized by the Chairman. The result of the postal ballot will be intimated to BSE Limited (BSE).

Subsequently, the result of the postal ballot will also be displayed at website of the Company www.acesoftex.com. The resolutions, if approved, will be taken as passed effectively on the date of declaration of results i.e., Monday, 28th September, 2015

Item No. 1

Loan, investments, Security and Corporate Guarantee limit of the Company u/s 186 of the Companies Act, 2013 to any person or in other bodies corporate as the case may be.

To consider and, if thought fit, to pass the following resolution as a Special Resolution:-

"RESOLVED that pursuant to Section 186 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder, as amended from time to time, consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to give loan to any person or other body corporate or invest/acquire the securities of any body corporate by way of subscription/purchase or otherwise, and/or give guarantee or provide any security in connection with loan made by any other person or to any other person by other body corporate upto a sum of **Rs. 30 crore (Rupees Thirty crore)**, notwithstanding that the aggregate of the investments so far made or to be made exceeds the limits/will exceed the limits laid down by the Act."

"RESOLVED FURTHER that the Board be and is hereby authorized to take from time to time all decisions and steps necessary, expedient or proper, in respect of the above mentioned "transactions" including the timing, the amount and other terms and conditions of such transactions and also to take all other decisions including varying any of them, through transfer or sale, divestment or otherwise, either in part or in full, as it may, in its absolute discretion, deem appropriate, subject to the specified limits for effecting the aforesaid transaction."

Item No. 2

Borrowing limits of the Company under section 180(1)(c) of the Companies Act, 2013

To consider and, if thought fit, to pass the following resolution as a Special Resolution:-

"RESOLVED that, pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) for borrowing from time to time any sum or sums of money, together with the money already borrowed by the Company (apart from temporary Loans obtained or to be obtained from the Company's Bankers in the ordinary course of business) **upto Rs. 30 crore (Rupees Thirty crore).**"

"RESOLVED FURTHER that the Board be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

Item No. 3

Creation of charges under section 180(1) (a) of the Companies Act, 2013

To consider and, if thought fit, to pass the following resolution as a Special Resolution:-

"RESOLVED that pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder as amended from time to time, consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to create such charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company, on such movable and immovable properties, both present and future, and in such manner as the Board may deem fit, together with the power to take over the management and concern of the Company in certain events, to or 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 said Loans, shall not at any time exceed the limit of **Rs. 30 crore (Rupees Thirty crore).**

"RESOLVED FURTHER that the Board be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

By Order of the Board of Directors

Jayram K. Vachhani

Company Secretary & Compliance Officer

August 14, 2015

Reg. Off. 801, " Everest", Opp. Shashtri Maidan, Rajkot-360001 (Gujarat)

Phone: 0281- 2226097, Fax: 02812232918,

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NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 read with Section 110 of the Companies Act, 2013 in respect of proposed special business(es) along with the Postal Ballot form setting out material facts are appended herein below.
2. Only a member who is entitled to vote is entitled to exercise his/her vote through postal ballot. The Notice is being sent to all the Members, whose names would appear in the Register of Members/ list of Beneficial Owners, received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited as on Friday, 14th August, 2015.
3. The voting rights of Members shall be in proportion to their shares of the Paid up Equity Share Capital of the Company as on **14th August, 2015.**



4. In compliance with the provisions of Sections 108, 110 and other applicable provisions of the Act, read with the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement entered into with the Stock Exchanges, the Company is offering e-voting facility to all the Members of the Company. The Company has entered into an agreement with NSDL for facilitating e-voting to enable the members to cast their votes electronically.
5. As per Section 110 of the Act, read with Rule 22 of the Companies (Management and Administration) Rules, 2014, Notice of Postal Ballot may be served on the Members through electronic means. Members who have registered their e-mail IDs with depositories or with the Company are being sent this Notice of Postal Ballot by e-mail and the Members who have not registered their e-mail IDs will receive Notice of Postal Ballot along with physical Form through speed/registered post/ courier.
6. Members can opt for only one mode of voting i.e. either by ballot or through e-voting. In case you are option for voting by Ballot, then please do not cast your vote by e-voting and vice versa. In case Members cast their votes both by Ballot and e-voting, the votes cast through e-voting shall prevail and the votes cast through ballot shall be considered invalid.
7. Members who have not registered their e-mail ID are requested to register the same with the Company's Registrars and Transfer Agents / Depositories in order to receive the Company's Annual Report and other communications electronically.
8. Resolutions passed by the Members through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
9. A Member cannot exercise his vote by proxy on postal ballot.
10. All the material documents referred to in the explanatory statement will be available for inspection at the registered office of the Company during office hours on all working days from the date of dispatch of the Notice till September 24, 2015.
11. In case of Shareholders receiving Postal Ballot Form by post and desires to cast vote electronically, may please use the User ID and initial password as provided in the Postal Ballot Form. Please follow the steps from Sl. No. (2) to (10) above, to cast vote.
12. If you are already registered with the NSDL for e-voting, then you can use your existing User ID and password for Login.
13. In case of queries, you may refer to the Frequently Asked Questions' (FAQs) for Shareholders and e-voting user manual for Shareholders available under the Downloads Section of NSDL's e-voting website www.evoting.nsdl.com or call NSDL on 022-24994600 for any further clarifications. You can also send your queries relating to e-voting to the e-mail ID investorinfo@acesoftex.com.
14. The e-voting shall be open from, **Wednesday, 26th August, 2015 (9 a.m.) to Thursday, 24th September, 2015 (5 p.m.)**. E-voting shall be disabled by the NSDL at **24th September, 2015 (5 p.m.)**

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 Nos.1 to 3 of the accompanying Notice.

Item No. 1

As per Section 186 of the Act read with the Rules framed thereunder, No company shall directly or indirectly (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is more. Where such giving of any loan or guarantee or providing any security or the acquisition exceeds the limits specified, under Section 186 of the Companies Act, 2013 prior approval by means of a special resolution passed at a general meeting is necessary. For future business transactions related to give loan, guarantee and provide securities in connection with the loan or acquire, purchase or otherwise subscribe securities of any other body corporate **upto Rs. 30 crores (Rupees Thirty Crores only)**. Your Directors commends approval of members by way of special resolution.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested in the passing of the Resolution at Item No. 1 of the accompanying Notice.

Item No. 2 and 3

The Company is required to take shareholder approval for creation of mortgage, charge, hypothecation, lien and other encumbrances, if any, on the assets of the Company, both present and future, for securing the sum or sums of moneys aggregating to **Rs. 30 crores (Rupees Thirty Crores only)**.

With the enactment of Companies Act, 2013 and rules framed thereunder and as per provisions of the Sections 180(1)(a) and Section 180(1)(C) of the Companies Act, 2013 (corresponding to Section 293(1)(a) and (c) of the Companies Act, 1956) with respect to creation of mortgage, charge, hypothecation, lien and other encumbrances, if any, or disposal of assets of the Company in any manner by the Company and borrow money, where the money to be borrowed, together with the money already borrowed by the Company will exceed aggregate of its paid-up share capital and free reserves, apart from temporary loans obtained from the company's bankers in the ordinary course of business, approval of the shareholders need to be obtained by way of Special Resolution.

Accordingly, the approval of the members by way of Special Resolutions is sought under Section 180(1)(a) and Section 180(1)(c) of the Companies Act, 2013 to enable the Board of Directors to secure the sum or sums of moneys borrowed to the extent of **Rs.30 crores (Rupees Thirty Crores only)**.

Your Directors recommend the resolutions as set out under Item Nos. 2 & 3 in this Notice for your approval by way of special resolution.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the Resolutions at Item Nos.2 & 3 of the accompanying Notice.

By Order of the Board of Directors

Jayram K. Vachhani

Company Secretary & Compliance Officer

August 14, 2015

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PROCESS FOR SHAREHOLDERS OPTING FOR VOTING BY E-VOTING

1. Open the attached PDF file "ASEL e-voting.pdf" giving your Client ID (in case you are holding shares in demat mode) OR Folio No. (in case you are holding shares in physical mode) as password, which contains your "User ID" and "Password for e-voting". Please note that the password is an initial password.
2. Launch internet browser by typing the URL <https://www.evoting.nsdl.com>
3. Click on "Shareholder - Login".
4. Put your User ID and password as initial password noted in step (1) and Click Login
5. Password Change Menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof.
6. Home page of "e-voting" opens. Click on e-voting: Active Voting Cycles.
7. Select "EVEN" of (Ace Software Exports Limited). Members can cast their vote online from **Wednesday, 26th August, 2015 (9 a.m.) to Thursday, 24th September, 2015 (5 p.m.)**.
Note: e-Voting shall not be allowed beyond said time.
8. Now you are ready for e-voting as Cast Vote page opens.
9. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm", when prompted.
10. Institutional Shareholders (i.e., other than Individuals, HUF, NRI etc.) are also required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority Letter etc. together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer rajan_bhimani@yahoo.co.in with a copy marked to evoting@nsdl.co.in

Please note that: Login to e-voting website will be disabled upon five unsuccessful attempts to key-in the correct password. In such an event, you will need to go through "Forgot Password" option available on the site to reset the same.

Your login ID and password can be used by you exclusively for e-voting on the resolutions placed by the companies in which you are a shareholder. It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.

Please note that if you have opened 3-in-1 account with ICICI Group i.e. bank account and demat account with ICICI Bank Limited and trading account with ICICI Securities Limited, you can access e-voting website of NSDL through their website viz. www.icicidirect.com for the purpose of casting your votes electronically by using your existing User ID and password used for accessing the website www.icicidirect.com.

Please note that in case you are not able to login through the ICICI Direct website, you can also access the e-voting system of NSDL by using your existing User ID and password for the e-voting system of NSDL.



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POSTAL BALLOT FORM**Sr. No.****Sequence No.**

Particulars Name (in block letters & Registered Address of the sole/ first member. Name(s) of the joint member(s) Folio No. / DP ID No. & Client ID No. * (Applicable to investors holding shares in dematerialized Form) Number of Share held	
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I/We hereby exercise my/our vote in respect of the Special Resolution to be passed through postal ballot for the business stated in the Notice of the Company by conveying my/our assent or dissent to the said resolution by placing a tick (✓) mark in the appropriate box below.

Item no	Resolution Summary	No. of Shares held by me	I/we assent to the Resolution (FOR) Please tick (✓)	I/we dissent to the Resolution (AGAINST) Please tick (✓)
1.	Loan, investments, Security and Corporate Gaurantee limit of the Company u/s 186 of the Companies Act, 2013 to any person or in other bodies corporate as the case may be.			
2.	Borrowing limits of the Company under section 180(1)(c) of the Companies Act, 2013			
3	Creation of charges under section 180(1) (a) of the Companies Act, 2013.			

INSTRUCTIONS

- A Member desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form (no other form or photocopy thereof is permitted) and send it to the Scrutinizer, CA Rajan Bhimani, a Practicing Chartered Accountant, Rajkot in the enclosed self-addressed business reply envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballot Form(s), if deposited in person or if sent by courier or registered/speed post at the expense of the Member will also be accepted.
- The self-addressed business reply envelope bears the name of the Scrutinizer appointed by the Board and postal address is 202, Heera- Paana Complex, Dr. Yagnik Road, Rajkot-360001
- This form should be completed and signed by the member/ beneficial owner. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the company) by the first named member/beneficial owner and in his absence, by the next named member/ beneficial owner. There will be one Postal Ballot Form for every Folio/Client ID irrespective of the number of joint holders.
- Duly completed Postal Ballot Form should reach the Scrutinizer not later than close of working hours i.e. **5.00 p.m. on Thursday, 24th September, 2015**. All Postal Ballot Forms received after this date will be treated as if reply from such Member(s) has not been received.
- There will be only one Postal Ballot Form for every Folio/Client ID irrespective of the number of Joint Member(s).
- In case of shares held by companies, trusts, societies, etc. the duly completed Postal Ballot Form should be accompanied by a certified true copy of the Board Resolution/Authority Letter.
- A Member may request for a duplicate Postal Ballot Form, if so required. However, the duly completed duplicate Postal Ballot Form should reach the Scrutinizer not later than the last date of receipt of Postal Ballot Form, i.e. **5.00 p.m. on Thursday, 24th September, 2015**.
- Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Members as on cut-off date i.e. **Friday, 14th August, 2015**
- Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self – addressed business reply envelope, as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
- The Scrutinizer's decision on the validity of a Postal Ballot will be final and binding.
- Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected.
- The result of the Postal Ballot will be displayed on the website of the Company www.acesoftex.com
- The Company is pleased to offer e-voting facility as an alternate, for all the Members of the Company to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional. The detailed procedure is enumerated in the Notes to the Postal Ballot Notice.
- Assent or dissent to the proposed resolution may be recorded by placing a tick mark ("") in the appropriate column. The assent or dissent received in any other Form shall not be considered valid.
- Postal Ballot form received by fax will be rejected as if reply from the shareholder has not been received unless the original postal ballot form is received within prescribed time period.
- Members are requested to fill in the postal ballot form in indelible ink and not in any erasable writing mode.