

# ACE MEN ENGG WORKS LIMITED

Registered Office: 102, Milestone Commercial Complex  
Kashi Vishwanath Road, Nagnath Gate,  
Jamnagar- 361001  
CIN: L27109GJ1980PLC100420  
Website: [www.acumenengg.co.in](http://www.acumenengg.co.in)

Email id: [info@acumenengg.co.in](mailto:info@acumenengg.co.in)  
Website: [www.acumenengg.co.in](http://www.acumenengg.co.in)  
Phone No: 7044360562

To,  
The Department of Corporate Services,  
BSE Limited,  
Phiroze Jeejeebhoy Towers  
Dalal Street, Mumbai- 400001  
Scrip Code: 539661

Date: 07.09.2019

Sir/Madam,

**Scrip Code: 539661**

**REF: Regulation 30(6) of SEBI (Listing Obligation and Disclosure Requirements), Regulations, 2015**

**Subject: Submission of Notice of Annual General Meeting for the year 2018-19**

In compliance with Regulations 30(6) of SEBI (Listing Obligation and Disclosure Requirements), Regulations, 2015, we hereby submit the Notice of Annual General Meeting for the year 2018-19 which shall be held on 30<sup>th</sup> September, 2019 at the registered office of the Company.

You are requested to take the same on your records.

Thanking You

Yours Faithfully  
For Ace Men Engg Works Limited



Sharwan Kumar Sarraf  
Managing Director  
(DIN: 01759346)

Encl: As Above

## ACE MEN ENGG WORKS LIMITED

CIN: L27109GJ1980PLC100420

Regd. Office: 102, Milestone Commercial Complex, Kashi Vishwanath road, Nagnath Gate Jamnagar-361001

Ph: 7044360562, Email id: [info@acumenengg.co.in](mailto:info@acumenengg.co.in), Website: [www.acumenengg.co.in](http://www.acumenengg.co.in)

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Notice is hereby given that the 39th Annual General Meeting of the members of Ace Men Engg Works Limited will be held at registered office of the Company at 102, Milestone Commercial Complex, Kashi Vishwanath Road, Jamnagar- 361001 on Monday, September 30, 2019 at 4.00 P.M. to transact the following business:

### ORDINARY BUSINESS

1. To receive, consider and adopt –  
The Financial Statement of the Company for the year ended March 31, 2019, and the report of the Directors and Auditors thereon.
2. To appoint a director in place of Mrs. Priti Sharma (DIN: 06831065) who retires by rotation and being eligible, offers herself for re-appointment.
3. To appoint Auditors and fix their remuneration and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution

“RESOLVED THAT pursuant to the provisions of Section 149 and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), as recommended by the Board of Directors of the company, M/s. Doshi Maru & Associates, Chartered Accountants (FRN.:0112187W), Jamnagar be and are hereby appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (“AGM”) till the conclusion of the 44th Annual General Meeting of the Company to be held in the year 2024, at such remuneration, as may be mutually agreed between the Board of Directors of the Company and the Auditors.

“RESOLVED FURTHER THAT any of the Board of Directors, be and is, hereby empowered and authorized to take such steps, in relation to the above and to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution and to file necessary E forms with Registrar of Companies.”

### SPECIAL BUSINESS:

4. **Appointment of Mr. Monoj Das as an Independent Non Executive Director:**

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

“RESOLVED THAT pursuant to the provisions of Sections 149,152 and any other applicable provisions of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013, approval of the members of the company be and is hereby accorded to the appointment of Mr. Monoj Das (DIN: 02930479), who was appointed by the Board of Directors as

an Additional Non Executive Independent Director of the Company with effect from 13<sup>th</sup> February, 2019 pursuant to the provisions of section 161(1) of the Companies Act, 2013 and pursuant to the applicable Articles of Association of the company, and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 and who has submitted a declaration that he meets the criteria of the independent directorship as provided in section 149(6) of the Act and he is not debarred from holding the office of director by virtue of any SEBI order or any other such authority, who is eligible for appointment, on recommendation of the Nomination and Remuneration Committee, be and is hereby appointed as an Independent Non Executive Director of the Company, who shall hold office for a period of five consecutive years upto 12<sup>th</sup> February, 2024 and whose office shall not, henceforth, be liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors, be and are hereby authorized to file relevant e-forms with the ROC and to execute all such papers, deeds and things, as may be required in connection to the above all resolutions.”

5. **Appointment of Mrs. Shrena Shah Kalpesh as an Independent Non Executive Director:**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149,152 and any other applicable provisions of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013, approval of the members of the company be and is hereby accorded to the appointment of Mrs. Shrena Shah Kalpesh (DIN: 07176766), who was appointed by the Board of Directors as an Additional Non Executive Independent Director of the Company with effect from 18<sup>th</sup> July, 2019 pursuant to the provisions of section 161(1) of the Companies Act, 2013 and pursuant to the applicable Articles of Association of the company, and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 and who has submitted a declaration that she meets the criteria of the independent directorship as provided in section 149(6) of the Act and she is not debarred from holding the office of director by virtue of any SEBI order or any other such authority, who is eligible for appointment, on recommendation of the Nomination and Remuneration Committee, be and is hereby appointed as an Independent Non Executive Director of the Company, who shall hold office for a period of five consecutive years upto 17<sup>th</sup> July, 2024 and whose office shall not, henceforth, be liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors, be and are hereby authorized to file relevant e-forms with the ROC and to execute all such papers, deeds and things, as may be required in connection to the above all resolutions.”

6. **Appointment of Mr. Jaipal Singh Barsi Singh Parmar as Independent Non Executive Director:**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149,152 and any other applicable provisions of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the

Companies Act, 2013, approval of the members of the company be and is hereby accorded to the appointment of Mr. Jaipal Singh Barsi Singh Parmar (DIN: 03613609), who was appointed by the Board of Directors as an Additional Non Executive Independent Director of the Company with effect from 14<sup>th</sup> November, 2018 pursuant to the provisions of section 161(1) of the Companies Act, 2013 and pursuant to the applicable Articles of Association of the company, and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 and who has submitted a declaration that he meets the criteria of the independent directorship as provided in section 149(6) of the Act and he is not debarred from holding the office of director by virtue of any SEBI order or any other such authority, who is eligible for appointment, on recommendation of the Nomination and Remuneration Committee, be and is hereby appointed as an Independent Non Executive Director of the Company, who shall hold office for a period of five consecutive years upto 13<sup>th</sup> November, 2024 and whose office shall not, henceforth, be liable to retire by rotation.

**“RESOLVED FURTHER THAT** the Board of Directors, be and are hereby authorized to file relevant e-forms with the ROC and to execute all such papers, deeds and things, as may be required in connection to the above all resolutions.”

**7. Appointment of Sharwan Kumar Sarraf as Managing Director**

**RESOLVED THAT** Mr. Sharwan Kumar Saraf (Din 01759346) who was appointed as an Additional Director by the Board of Directors of the Company with effect from 14<sup>th</sup> August, 2019 on the recommendation of Nomination and Remuneration Committee and who as per the provisions of the Section 161(1) of the Companies Act, 2013 holds office upto the date of this Annual General Meeting be and is hereby appointed as a Director of the Company”.

**“RESOLVED FURTHER THAT** pursuant to the provisions of Section 196, 197 & 203 of the Companies Act 2013 read with Schedule V of the said Act (including any amendment, modification, variation or reenactment thereof), the approval of the members be and is hereby accorded to the appointment of Mr. Sharwan Kumar Sarraf (Din:01759346) as the Managing Director of the Company for a period of five years effective from 14<sup>th</sup> August, 2019 as per terms & conditions including remuneration as set out in the agreement to be executed between him and the Company.

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution.”

Place: Jamnagar  
Dated: 04/09/2019

**By Order of the Board of Directors**

**Sd/-Sharwan Kumar Sarraf**  
Managing Director  
(DIN: 01759346)

**NOTES:**

**A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT**

A PROXY TO ATTEND AND ON POLL, TO VOTE INSTEAD OF HIMSELF/HERSELF. THE PROXY SO APPOINTED NEED NOT TO BE MEMBER OF THE COMPANY. THE PROXY FORM DULY COMPLETED SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

Pursuant to the provisions of Section 105 of the Companies Act, 2013 and rules framed thereunder, a person can act as a proxy on behalf of a member or members not exceeding 50 (Fifty) and holding in aggregate not more than 10% of the total share capital of the company carrying voting rights. Also, a member holding more than 10% of the total share capital of the company carrying voting rights, may appoint a single person as a proxy provided that such a person shall not act as a proxy for any other member or person.

1. The Member /Proxies should bring the Attendance Slip Sent herewith duly filled for attending the Meeting.
2. Members holding shares in physical form are requested to inform the following additional information to the Registrar and Transfer Agents viz., **Purva Sharegistry (India) Pvt. Ltd.** at Unit No. 9 Shiv Shakti Ind. Estt., J. R. Boricha marg, Opp. Kasturba Hospital Lane Lower Parel (E) Mumbai 400 011
  - a. Email Id
  - b. PAN No
  - c. Unique Identification No.
  - d. Mother's Name
  - e. Occupation
  - f. In case of a minor (Guardian's Name and date of birth of the Member)
  - g. CIN (In case the member is a body corporate)
3. All the registers and relevant documents referred to in the accompanying explanatory statement are open to inspection at the Registered Office of the Company on all working days except holidays between 11.00AM – 1.00 P.M up to the date of Annual General Meeting.
4. The Register of Directors and Key Managerial Personnel (KMPs) and their shareholding maintained under Section 170 of Companies Act, 2013 and the Register of Contracts or arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the Members at the Annual General Meeting.
5. Members desirous of obtaining any relevant information with regard to the accounts of the Company at the Meeting are requested to send their requests to the Company at least 7 (seven) days before the date of the Meeting, so as to enable the Company to keep the information ready.

6. Electronic copy of the notice of the 39<sup>th</sup> Annual General Meeting (AGM) inter alia including the process and manner for e-voting along with proxy form and attendance slip will be send to the members whose email-id is registered with the Company/ Depository Participant for communication purposes. However, the members who have not registered their email address shall be furnished with physical copy of the same in the permitted mode.
7. Shareholders are requested to affix their signatures at the space provided on the Attendance Slip and DP ID for easy identification of attendance at the meeting.
8. Shareholders who hold shares in dematerialized form are requested to bring their client ID and DP ID for easy identification of attendance at the meeting.
9. Corporate shareholders intending to send their authorized representatives are requested to serve a duly certified copy of the Boards Resolution authorizing their representatives to attend and vote at the AGM.
10. Shareholders are requested to notify immediately any change in their address to the Company Registrar and Transfer Agents viz., **Purva Sharegistry (India) Pvt. Ltd.** at Unit No. 9 Shiv Shakti Ind. Estt., J. R. Boricha marg, Opp. Kasturba Hospital Lane Lower Parel (E) Mumbai 400 011 Contact No.: 022 23012518 E-Mail: busicomp@gmail.com
11. Pursuant to the provisions of Section 91 of the Companies Act, 2013 the Register of Members and Share Transfer Books of the Company shall remain closed from September 24, 2019 (Tuesday) to September 30, 2019 (Monday) (both days inclusive).
12. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to write to the Company's Registrar and Share Transfer Agents, **Purva Sharegistry (India) Pvt. Ltd.**, enclosing their Share Certificates to enable the Company to consolidate their holding into a single folio.
13. 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 the PAN details to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company's Registrar and Share Transfer Agents, **Purva Sharegistry (India) Pvt. Ltd.**
14. SEBI has issued a circular dated 8th June, 2018 that securities of listed companies can be transferred only in dematerialized form from 1st April, 2019. In view of the above and to avail various benefits of dematerialization, members are advised to dematerialize shares held by them in

physical form.

15. The Ministry of Corporate Affairs (MCA) has come out with Circular Nos. 17/2011 dated 21/04/2011 & 18/2011 dated 29/04/2011 propagating “Green Initiative” encouraging Corporates to serve documents through electronic mode. In view of the above, shareholders are requested to update their e-mail address with the RTA of the Company, if shares are held in physical form and with their Depository Participants (DP), if the shares are held in Dematerialized form.

16. Distribution of Gifts: In conformity with regulatory requirements, the Company will NOT be distributing any gift, gift coupons or cash in lieu of gifts at the AGM or in connection therewith.

17. **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 Reg. 44(1) of SEBI(LODR) Regulation 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 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 Central Depository Services (India) Limited (CDSL).

II. **Voting at the AGM:** The facility for voting through poll 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 poll paper. 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.

III. **The process and manner for remote e-voting are as under:**

- (i) (i) The remote e-voting period commences on September 27, 2019 (9:00 am) and ends on September 29, 2019 (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 23<sup>rd</sup> September, 2019, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period
- (iii) Click on “Shareholders” tab.

- (iv) Now Enter your User ID
- For CDSL: 16 digits beneficiary ID,
  - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - Members holding shares in Physical Form should enter Folio Number registered with the Company, excluding the special characters.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg.</li> </ul>
	<p>If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</p>
DOB	<p>Enter the Date of Birth as recorded in your demat account with the depository or in the company records for your folio in dd/mm/yyyy format</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> <li>Please enter the DOB or Dividend Bank Details in order to login.</li> <li>If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv)</li> </ul>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field.



Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant Company Name i.e. Ace Men Engg Works Limited on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Institutional Shareholders & Custodians :
  - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://www.evotingindia.com> and register themselves as Corporate.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create a compliance user which should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact them at 1800 2005533.
- (xx) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
18. Institutional Members / Bodies Corporate (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 through e-mail at [psassco@gmail.com](mailto:psassco@gmail.com) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) on or before 29<sup>th</sup> September, 2019 upto 5:00 pm without which the vote shall not be treated as valid.
19. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 23<sup>rd</sup> September, 2019.
20. The notice of Annual General Meeting will be sent to the members, whose names appear in the register of members / depositories as at closing hours of business, on 30<sup>th</sup> August, 2019.
21. The shareholders shall have one vote per equity share held by them as on the cut-off date of 23<sup>rd</sup> September, 2019. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
22. Since the Company is required to provide members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 23<sup>rd</sup> September, 2019 and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
23. Investors, who became members of the Company subsequent to the dispatch of the Notice / Email and hold the shares as on the cut-off date i.e. 23<sup>rd</sup> September, 2019 are requested to send the written / email communication to the Company Registrar and Transfer Agents viz., **Purva Sharegistry (India) Pvt. Ltd.** at [busicomp@gmail.com](mailto:busicomp@gmail.com) by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.
24. Mr. Praveen Sharma (Practicing Company Secretary) (Membership No.ACS – 30365) has been appointed as the Scrutinizer to scrutinize the remote e-voting process and voting at the AGM in a fair and transparent manner. The Scrutinizer will submit, not later than 2 days of conclusion of the AGM, a consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him in writing, which shall

countersign the same and declare the result of the voting forthwith.

25. The Resolution shall be deemed to be passed on the date of the AGM, subject to receipt of sufficient votes in favour of the resolutions through a compilation of remote e-voting results and voting held at the AGM.
26. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.acumenengg.co.in](http://www.acumenengg.co.in) and on the website of CDSL. The same will be communicated to BSE Limited.

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013:**

### **Item No.: 4**

Mr. Monoj Das (DIN NO. 02930479) was appointed as an additional director by the board of directors of the Company w-e-f 13.02.2019. Pursuant to the provisions of Section 161 of the Companies Act, 2013 Mr. Monoj Das will hold office upto the date of ensuing AGM.

The Company has received from Mr. Monoj Das (i) consent in writing to act as a director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) Intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules 2014, to the effect that he is not disqualified under sub section (2) of Section 164 of the Companies Act, 2013 and (iii) a declaration to the effect that she meets the criteria of independence as provided in sub section 6 of Section 149 of the Companies Act, 2013.

The resolution seeks the approval of members for the appointment of Mr. Monoj Das as an Independent Director of the Company upto 12th February, 2024 pursuant to section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. He is not liable to retire by rotation.

The Directors recommend the approval of the ordinary resolution.

None of the Directors and the Key Managerial Personnel of the Company and their relatives except Mr. Monoj Das is concerned or interested, financial or otherwise, in the resolution set out at Item No. 4.

### **Item No.: 5**

Ms. Shrena Shah Kalpesh (DIN NO. 07176766) was appointed as an additional director by the board of directors of the Company w-e-f 18.07.2019. Pursuant to the provisions of Section 161 of the Companies Act, 2013 Ms. Shrena Shah Kalpesh will hold office upto the date of ensuing AGM.

The Company has received from Ms. Shrena Shah Kalpesh (i) consent in writing to act as a director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) Intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules 2014, to the effect that she is not disqualified under sub section (2) of Section 164 of the Companies Act, 2013 and (iii) a declaration to the effect that she meets the criteria of independence as provided in sub section 6 of Section 149 of the Companies Act, 2013.

The resolution seeks the approval of members for the appointment of Ms. Shrena Shah Kalpesh as an Independent Director of the Company upto 17th July, 2024 pursuant to section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. She is not liable to retire by rotation.

The Directors recommend the approval of the ordinary resolution.

None of the Directors and the Key Managerial Personnel of the Company and their relatives except Ms. Shrena Shah Kalpesh is concerned or interested, financial or otherwise, in the resolution set out at Item No. 5.

### **Item No. 6**

Mr. Jaipal SinghBarsi Singh Parmar (DIN NO. 03613609) was appointed as an additional director by the board of directors of the Company w-e-f 14.11.2018. Pursuant to the provisions of Section 161 of the Companies Act, 2013 Mr. Jaipal SinghBarsi Singh Parmar will hold office upto the date of ensuing AGM.

The Company has received from Mr. Jaipal SinghBarsi Singh Parmar (i) consent in writing to act as a director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) Intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules 2014, to the effect that he is not disqualified under sub section (2) of Section 164 of the Companies Act, 2013 and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub section 6 of Section 149 of the Companies Act, 2013.

The resolution seeks the approval of members for the appointment of Mr. Jaipal SinghBarsi Singh Parmar as an Independent Director of the Company upto 13th November, 2024 pursuant to section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. He is not liable to retire by rotation.

The Directors recommend the approval of the ordinary resolution.

None of the Directors and the Key Managerial Personnel of the Company and their relatives except Mr. Jaipal SinghBarsi Singh Parmar is concerned or interested, financial or otherwise, in the resolution set out at Item No. 6.

#### **Item No. 7.**

The Board of Director of the Company at its meeting held on 14th August, 2019 had discussed the appointment of Mr. Sharwan Kumar Sarraf as Managing Director of the Company for a period of 5 years w.e.f 14th August, 2019 as per terms & conditions including remuneration as set out in the agreement to be executed between him and the Company, and subject to such limits as mentioned in Section 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V of Companies Act, 2013.

He is having experience of about 10 years in the field of Business Management & Administration. In terms of the provisions of the Companies Act, 2013 consent of the shareholders is required for appointment of Mr. Sharwan Kumar Sarraf as Managing Director of the Company.

Remuneration: The terms for payment of remuneration has been approved by the Nomination & Remuneration Committee in its meeting held on 14th August, 2019 & subsequently by the Board of Directors in its Board Meeting held on the same date that the remuneration will be paid on the basis of profits earned by the Company, subject to a maximum of Rs. 50,000/- per month to Mr. Sharwan Kumar Sarraf and which is already well within limits laid down in Section II of Part II of Schedule V of Companies Act, 2013, and as may be agree to by the Board of Directors and Mr. Sharwan Kumar Sarraf.

#### **Duties and Powers:**

- a. The Managing Director shall devote his whole time and attention to the business of the Company and perform such duties as may be entrusted to him by the Board from time to time and

separately communicated to him and exercise such powers as may be assigned to him, subject to superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company and the business of any one or more of its associated companies and/or subsidiaries, including performing duties as assigned to the Managing Director by the Board from time to time by serving on the boards of such associated companies and/or subsidiaries or any other executive body or any committee of such a company.

- b. The Managing Director shall not exceed the powers so delegated by the Board.
- c. The Managing Director undertakes to employ the best of his skill and ability and to make his utmost endeavors to promote the interests and welfare of the Company and to conform to and comply with the policies and regulations of the Company and all such orders and directions as may be given to him from time to time by the Board.

Other Terms and conditions:

1. The Managing Director shall not be liable to retire by rotation.
2. The Company may terminate this Agreement forthwith by notice in writing to Mr. Sharwan Kumar Sarraf if he shall become bankrupt or make any composition or arrangement with his creditors or if he shall cease to be a Director or shall commit a breach of any of the terms, conditions and stipulations herein contained and on his part to be observed and performed.
3. Mr. Sharwan Kumar Sarraf shall during his term, abide by the provisions of the Ace Men Engg Works Ltd Code of Conduct and the core policies in spirit and in letter and commit to assure its implementation.

The Board recommends the resolution for approval of the members as an ordinary resolution. A copy of Board Resolution and the appointment letter issued to Mr. Sharwan Kumar Sarraf, Managing Director will be available inspection at the Registered Office of the Company on all working days except holidays between 11.00AM – 1.00 P.M up to the date of Annual General Meeting.

None of the Directors and the Key Managerial Personnel of the Company and their relatives except Mr. Sharwan Kumar Sarraf is concerned or interested, financial or otherwise, in the resolution set out at Item No. 7.

## Annexure I

Details of Directors seeking appointment at 39th Annual General Meeting  
[Pursuance of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

<b>Name of Director</b>	Mrs. Priti Sharma	Mr. Monoj Das	Mrs. Shrena Shah Kalpesh	Mr. Jaipal Singh Barsi Singh Parmar	Mr. Sharwan Kumar Sarraf
Director Identification Number (DIN)	06831065	02930479	07176766	03613609	01759346
Date of Birth	06/05/1978	20/02/1973	15/10/1977	01/06/1954	01/07/1964
Nationality	Indian	Indian	Indian	Indian	Indian
Date of Appointment on Board	29th September, 2000	13th February, 2019	18th July, 2019	14th November, 2018	14th August, 2019
Qualification	Graduate	Graduate	Graduate	Graduate	Graduate
Expertise in specific functional area	Capital Market & Financing Activities	Trading Activities & Business Strategy	Finance, Administration & Business Management	Trading Activities & Business Strategy	Business Management & Administration
Shareholding in Ace Men Engg Works Limited Limited	79,000 equity shares (2.55%)	Nil	Nil	Nil	Nil
List of Directorships held in other Listed Companies (excluding foreign, private and Section 8 Companies)	None	None	-Balgopal Commercial Ltd -Web Element Solutions Ltd	-Goyal Associates Ltd -Modern Converters Ltd	None
Memberships /Chairmanships of Audit and Stakeholders' Relationship Committees of other Public companies	None	None	Member of Audit & Stakeholders Relationship Committee of Balgopal Commercial Ltd	Chairman of Audit & Member of Stakeholders Relationship Committee of Goyal Associates Ltd	None
Relationships between the Directors inter-se	-	-	-	-	None

**ACE MEN ENGG WORKS LIMITED**

Regd. Office: 102, Milestone Commercial Complex, Kashi Vishwanath road, Nagnath Gate  
Jamnagar- 361001  
Ph: 7044360562

Email id: [info@acumenengg.co.in](mailto:info@acumenengg.co.in), Website: [www.acumenengg.co.in](http://www.acumenengg.co.in) CIN:

L27109GJ1980PLC100420

<b>ATTENDANCE SLIP</b>  I/We hereby record my/our presence at the 39 <sup>th</sup> Annual General Meeting of the Company to be held on Monday, 30 <sup>th</sup> September, 2019 at 4.00 P.M at its registered office at 102, Milestone Commercial Complex, Kashi Vishwanath road, Nagnath Gate, Jamnagar- 361001, Gujarat	<b>Folio/DP ID &amp; Client ID No.:</b>
	<b>Name :</b>
	<b>Address :</b>
	<b>Joint holders Name :</b>
	<b>Shares</b>

.....

Name of Proxy (in BLOCK LETTERS)

Signature of Shareholder/Proxy Present

**Notes:** Members/Proxy holders who wish to attend the Annual General Meeting (AGM) must bring their Admission Slips to the AGM and hand over the same duly signed at the entrance. Duplicate Admission Slips will not be issued at the venue.

**ELECTRONIC VOTING PARTICULARS**

<b>EVSN</b>  (E-voting Sequence Number)	<b>USER ID</b>	<b>PERMANENT ACCOUNT NUMBER (PAN)</b>
<b>190907030</b>		

**Please read instructions given in the Notice of the Annual General Meeting carefully before voting electronically.**

**The e-Voting facility will be available during the following voting period:** Commencement of e-voting: From <Friday, 27.09.2019 & 9.00 AM >

End of e-Voting: Up to <Sunday, 29.09.2019 & 5.00 PM >



**ACE MEN ENGG WORKS LIMITED**

Regd. Office: 102, Milestone Commercial Complex, Kashi Vishwanath road, Nagnath Gate

Jamnagar- 361001: Ph: 033-6502 0275

Email id: [info@acumenengg.co.in](mailto:info@acumenengg.co.in), Website: www.acumenengg.co.in

CIN: L27109GJ1980PLC100420

**PROXY FORM MGT-11**

(Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Name of the shareholder:

Registered address:

E-mail ID:

Folio No. / Client ID:

DP ID:

I / we, being the shareholder(s) of .....shares of the above named company, hereby appoint

Name \_\_\_\_\_ Address \_\_\_\_\_

Email Id \_\_\_\_\_ Signature \_\_\_\_\_ r failing him

Name \_\_\_\_\_ Address \_\_\_\_\_

Email Id \_\_\_\_\_ Signature \_\_\_\_\_ or failing him

Name \_\_\_\_\_ Address \_\_\_\_\_

Emailid \_\_\_\_\_ Signature \_\_\_\_\_

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 39<sup>th</sup> Annual General Meeting of the Company, to be held on Monday, 30th September, 2019 at 4.00 P.M at its registered office at 102, Milestone Commercial Complex, Kashi Vishwanath road, Nagnath Gate Jamnagar- 361001 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions	Optional	
		For	Against
1	Adoption of The Financial Statement of the Company for the year ended March 31, 2019, and the report of the Directors and Auditors thereon.		
2	To appoint a Director in place of Mrs. Priti Sharma (DIN: 06831065) who retires by rotation and being eligible, offers herself for re-appointment.		
3	To appoint M/s. Doshi Maru & Associates, Chartered Accountants, as Statutory Auditors of the Company.		
4	Regularization of Appointment of Mr. Monoj Das as an Independent Non-Executive Director		
5	Regularization of Appointment of Ms. Shrena Shah Kalpesh as an Independent Non-Executive Director		
6	Regularization of Appointment of Mr. Jailpal Singh Barsi Singh Parmar an Independent Non-Executive Director		
7	Appointment of Sharwan Kumar Sarraf as Managing Director		

Signed this .....day of .....2019

Member's Folio /DP ID & Client ID No.....

Signature of Shareholder(s).....

Signature of Proxy holder (s).....

Affix Revenue
------------------

**Note:** This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting. If you wish to vote for a Resolution, place a tick in the corresponding box under the column marked "For". If you wish to vote against a Resolution, place a tick in the corresponding box under the column marked "Against". If no direction is given, your Proxy may vote or abstain as he/she thinks fit.

