



(FORMELY KNOWN AS PREM SOMANI FINANCIAL SERVICES LIMITED)  
CIN: -L72100RJ1991PLC006220  
(Incorporated under the Companies Act, 1956)  
Contact No. 9322666532, Email Id: [aceengitechlimited@gmail.com](mailto:aceengitechlimited@gmail.com)  
Website: <https://www.aceengitech.com>

**Date: September 04, 2024**

**To,  
BSE Limited,  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai – 400 001 (Maharashtra)**

**Ref: ACE ENGITECH LIMITED (Erstwhile Prem Somani Financial Services Limited), Scrip Code: 530669**

Sub.: Notice of 33<sup>rd</sup> Annual General Meeting (AGM) of the company.

Dear Sir / Ma'am,

With reference to the captioned subject, this is to inform you that the 33<sup>rd</sup> Annual General Meeting of the Company for the FY 2023-24 is scheduled to be held on Saturday, September 28, 2024 at 11:30 a.m. through Video Conferencing/Other Audio-visual Means ("VC/OAVM") facility.

Pursuant to Regulation 30 of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, please find enclosed herewith Notice of the 33<sup>rd</sup> Annual General Meeting of the Company.

Please take the same on your records and suitably disseminate to all concerns.

Thanking you,

Yours Faithfully,

**For Ace Engitech Limited  
(Erstwhile Prem Somani Financial Services Limited)**

**Ankita Agarwal  
Company Secretary & Compliance Officer  
M. No. A33873  
Email Id: [aceengitechlimited@gmail.com](mailto:aceengitechlimited@gmail.com)**



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### **NOTICE OF AGM**

Notice is hereby given that the 33<sup>rd</sup> Annual General Meeting (hereinafter referred "AGM") of the members of **Ace Engitech Limited (Erstwhile Prem Somani Financial Services Limited)** will be held on **Saturday, September 28, 2024 at 11:30 A.M.** through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM") to transact the following business:

#### **ORDINARY BUSINESS:**

- 1. Adoption of Audited Financial Statements together with the reports of the Board of Directors and the Auditors thereon and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:**

To consider and adopt the Audited Financial Statements of the Company for the financial year ended on March 31, 2024 together with the reports of the Board of Directors and Auditors thereon.

**"RESOLVED THAT** the Audited Financial Statements of the Company for the financial year ended March 31, 2024 and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."

- 2. Appointment of director liable to retire by rotation:**

To appoint a director in place of Mr. Dinesh Bohra (DIN:02352022) who retires by rotation and, being eligible, seeks re-appointment and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

**"RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Dinesh Bohra (DIN:02352022), who retires by rotation at this meeting, be and is hereby appointed as a Director of the Company."

#### **SPECIAL BUSINESS**

- 3. Regularisation and Appointment of Mr. Abhishek Bohra (DIN:10673261) as Managing Director of the Company and Approval for Payment of Remuneration to Mr. Abhishek Bohra as Managing Director**

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

**"RESOLVED THAT** pursuant to provisions of Section 149, 152 read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company, Mr. Abhishek Bohra (DIN:10673261), who was appointed as an Additional Director designated as Managing Director of the Company by the Board of Directors in their meeting held on July 22, 2024 and who holds office until the date of the Annual General Meeting in terms of Section 161(1) of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, proposing his

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candidature for the office of Director, be and is hereby appointed as a director of the Company not liable to retire by rotation.

**RESOLVED FURTHER THAT** pursuant to the provisions of section 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force) and as per relevant provisions of Articles of Association of the Company and all other applicable rules, laws and acts (if any), and subject to all other requisite approvals, permissions and sanctions and subject to such conditions as may be prescribed by any of the concerned authorities while granting such approvals as may be applicable and pursuant to the recommendation of the Nomination and Remuneration Committee and Board of Directors, approval of the members of the company be and is hereby accorded for the appointment of **Mr. Abhishek Bohra (DIN:10673261)** as Managing Director of the Company for a period of 3 years w.e.f July 22, 2024 on the terms and conditions including remuneration, as set out below, with liberty to the Board of Directors, on recommendation of the Nomination and Remuneration Committee, to alter and vary the terms and conditions of appointment and/or remuneration, subject to the same not exceeding the limits as mentioned in this resolution and as specified under Schedule V of the Companies Act, 2013 and/or any statutory modification(s) or re-enactment(s) thereof:-

- A. Remuneration: Upto Rs. 50,00,000/- (Rupees Fifty Lakhs only) per annum starting from September 29, 2024.
- B. Perquisites: Nil
- C. **REIMBURSEMENT OF EXPENSES:** Apart from the remuneration as aforesaid Mr. Abhishek Bohra shall also be entitled to reimbursement of such expenses as are actually incurred in discharge of his duties efficiently in connection with the business of the Company.
- D. Sitting Fee Etc : No sitting fees shall be paid to Mr. Abhishek Bohra for attending the meetings of Board of Directors or any committee thereof of the Company.

### Other Terms & Conditions:

1. Mr. Abhishek Bohra will perform the duties and exercise the powers, which may be assigned to or vested in him by the Board of Directors of the Company from time to time.
2. Either party i.e. the Company and Mr. Abhishek Bohra, may terminate the agreement by giving the other party three-months prior notice in writing to that effect.

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3. If, at any time, Mr. Abhishek Bohra ceases to be Director of the Company for any reason whatsoever, he shall also cease to be the Managing Director of the Company
4. The terms & conditions as above including remuneration, may be altered / varied from time to time by the Board of Directors as it may, in its absolute discretion, deem fit within the maximum amount payable to the appointee in accordance with Schedule V annexed to the Act, as may be amended from time to time or any other relevant Statutory enactment(s) thereof in this regard, subject to the same not exceeding limits as specified in the said resolution.
5. He shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** in the event of any statutory amendment, modification or relaxation by Central Government to Schedule V of the Act or any other relevant Statutory enactment(s) thereof in this regard, the Board of Directors of the Company be and is hereby authorized to vary or increase the remuneration including salary, commission, perquisites, allowances, etc. within such prescribed limit subject to that the same does not exceed the ceiling limit as provided in the said resolution and the said terms of appointment of Mr. Abhishek Bohra, as Managing Director of the company, be suitably amended to give effect to such modification, relaxation or variation without any further reference to the members of the Company for their approval in the general meeting.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds, matters, things etc. And take all such steps as may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution.”

**4. Regularisation and Appointment of Mr. Ganesh Bhanudas Bhayde (DIN: 10052851) as an Independent Director of the company.**

To consider and, if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and as per relevant provisions of Articles of Association and the recommendations of the Nomination and remuneration committee and the Board of Directors, Mr. Ganesh Bhanudas Bhayde (DIN: 10052851) who was appointed as an Additional (Independent) Director of the Company by the Board of Directors in its meeting held on July 22, 2024 and whose term of office expires at this Annual General Meeting (‘AGM’) and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and regulation 16(1)(b) of the Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) years from July 22, 2024 up to July 21, 2029 and whose office shall not be liable to retire by rotation.

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**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters, things etc. and take all such steps as may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution.”

### 5. **To approve Related Party Transactions**

To consider, and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 read with related rules, if any, including any statutory modification or re-enactment thereof for the time being in force and the Rules framed thereunder, as amended from time to time (“the Act”), applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“the SEBI Listing Regulations”), and the Company’s Policy on Related Party Transaction(s), the approval of the Members 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 constituted/empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to enter into, contract(s)/ arrangement(s)/ transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) as mentioned in the explanatory statement with commonly controlled entities of the promoters/directors of Ace Engitech Limited ( Erstwhile Prem Somani Financial Services Limited ) (“Company”), hereinafter referred as (“related party”) and accordingly a related party under Regulation 2(1) (zb) of the SEBI Listing Regulations, on such terms and conditions as may be agreed between the Company and related party for an aggregate value as stated against the name of each related party, to be entered during period of one year from the conclusion of this Annual General Meeting, subject to such contract(s)/arrangement(s)/transaction(s) being carried out at arm’s length and in the ordinary course of business of the Company.

**RESOLVED FURTHER THAT** the Board, be and is hereby authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution;

**RESOLVED FURTHER THAT** the Board, be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director(s) or Company Secretary or any other Officer(s)/Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s);



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**RESOLVED FURTHER THAT** all actions taken by the Board or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects.”

**Date: August 29, 2024**  
**Place: Jaipur**

**By Order of the Board of Director**  
**for Ace Engitech Limited**  
(Erstwhile Prem Somani Financial Services Limited)

**SD/-**  
**Abhishek Bohra**  
**Additional Director designated as a Managing Director**  
**DIN: 10673261**

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### **Notes:**

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 (“the Act”), which sets out details relating to Special Business to be transacted at the meeting, is annexed hereto.
2. The Company believes that Annual General Meeting (“AGM”) is a forum which provides the shareholders an opportunity to interact with the Board of Directors and its Senior Management team. Pursuant to the Circular No. 20/2020 dated May 5, 2020 read with subsequent circulars in this regards and latest being Circular no. 09/2023 dated September 25, 2023 (collectively referred to as “MCA Circulars”) issued by the Ministry of Corporate Affairs (‘MCA’) and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 , read with subsequent circulars in this regards and latest being SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 (collectively referred to as “SEBI Circulars”) issued by the Securities and Exchange Board of India (SEBI), permitted the holding of the Annual General Meeting (“AGM”) through VC / OAVM, without the physical presence of the members at a common venue. In compliance with the provisions of the Companies Act, 2013 (the “Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Listing Regulations”) and MCA Circulars, the Company has decided to hold its 33<sup>rd</sup> AGM through video conferencing (“VC”) or other audio visual means (“OAVM”) (hereinafter referred to as “electronic means”) i.e. without the physical presence of the Members. For this purpose, the Company has availed services from Central Depository Services (India) Limited (“CDSL”) for conducting AGM through electronic means, as an authorized agency. The facility of casting votes by a member using remote e-voting system as well as online voting during the AGM will be provided by the Central Depository Services (India) Limited (“CDSL”).
3. Deemed Venue for the AGM will be the Registered Office of the Company situated at Flat No. 408, Second Floor, Anand Chamber, Baba Harishchandra Marg, Raisar Plaza, Indira Bazar, Jaipur-302001, Rajasthan

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4. In compliance with the MCA Circulars the facility for appointment of proxies by the members will not be available for the AGM and hence the proxy form and attendance slip are not annexed hereto.
5. The physical attendance of members has been dispensed with and members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Act.
6. Corporate members/HUFs intending their authorized representatives to attend the Meeting pursuant to Section 113 of the Act are requested to send to the Company a certified copy of the Board Resolution or Power of Authority authorising their representatives to attend and vote on their behalf during 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. The Register of Members & Share Transfer Book of the company will remain closed from **Saturday, September 21, 2024 to Saturday, September 28, 2024 (both days inclusive)** for the purpose of AGM.
9. The Register of Directors and Key Managerial Personnel (KMP) and their shareholding and Register of Contracts or Arrangements in which Directors are interested maintained under Sections 170 and 189 of the Companies Act, 2013 respectively will be available for inspection without any fee by members from the date of circulation of the notice till the date of AGM i.e., **September 28, 2024** Members seeking to inspect such documents can send an email to [aceengitechlimited@gmail.com](mailto:aceengitechlimited@gmail.com).
10. In compliance with the MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report 2023-24 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members are therefore requested to kindly update their email addresses with the Company/Depositories/RTA.

In line with the MCA Circulars, the Notice calling the AGM has been uploaded on the website of the Company at <https://www.aceengitech.com>. The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com). The AGM Notice is also disseminated on the website of CDSL agency for providing the Remote e-Voting facility and e-voting system during the AGM i.e. [www.evotingindia.com](http://www.evotingindia.com).

11. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed Companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; subdivision/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is

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available on the Company's website at <https://www.aceengitech.com> and on the website of the Company's Registrar and Transfer Agents, "Alankit Assignments Limited". It may be noted that any service request can be processed only after the folio is KYC Compliant.

12. As per the provisions of Section 72 of the Act and SEBI Circular, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company's website <https://www.aceengitech.com>. Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to Registrar and Share Transfer Agent in case the shares are held in physical form.
13. Members are requested to intimate changes, if any, pertaining to their name, PAN, postal address, email address, telephone/ mobile numbers, bank details along with KYC documents to their DPs in case the shares are held by them in electronic form and "Alankit Assignments Limited" if shares held in physical form.
14. SEBI has mandated the submission of PAN, KYC details and nomination by holders of physical securities by March 31, 2024, and linking PAN with Aadhaar by March 31, 2024 vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 and SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/687 dated November 3, 2021 and (subsequently amended by circulars dated December 14, 2021, March 16, 2023, November 17, 2023 and June 10, 2024) respectively. Shareholders are requested to submit their PAN, KYC and nomination details to the Company's Registrar and Transfer agent "Alankit Assignments Limited". Members seeking further information or clarifications on the Annual report or accounts are requested to send in their written queries to the company at least 7 days before the date of the meeting to enable the company to compile the information and provide replies at the meeting.
15. Members are requested to inform the Company about the changes, if any, to the RTA in their registered address along with the Pin Code, quoting their Folio Number.
16. As per Regulation 40 of the SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact either the Company or the Company's RTA for any assistance in this regard.
17. Pursuant to the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI Listing Regulations (as amended), and MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited

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(CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

18. The Members can join the 33<sup>rd</sup> AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Committees, Auditors, Scrutinizers etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
19. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
20. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM.
21. The voting rights of shareholders shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date i.e., **September 21, 2024**.
22. The facility for voting through online mode shall also be made available during the AGM and the members who have not cast their vote by remote e-voting shall be able to exercise their right during the meeting.
23. 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.
24. The instructions for shareholders for remote e-voting are as under:
  - Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
  - Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.
    - (i) The remote e-voting period will commence on **Wednesday, September 25, 2024 at 09:00 A.M. and conclude on Friday, September 27, 2024 at 5:00 P.M.** During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date **i.e., Saturday, September 21, 2024** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
    - (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote during meeting.

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- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of SEBI Listing Regulations listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b>	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon & New System Myeasi Tab.  2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links

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provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.

- 3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website [www.cdslindia.com](http://www.cdslindia.com) and click on login & New System Myeasi Tab and then click on registration option.
- 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on [www.cdslindia.com](http://www.cdslindia.com) home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.



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<p>Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b></p>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a>. Select “Register Online for IDeAS Portal or click at <a href="https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nSDL.com/">https://www.evoting.nSDL.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b></p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

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**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000 and 022 - 2499 7000

**Step 2 :** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (v) Login method for e-Voting and joining virtual meeting for shareholders other than individual shareholders holding in Demat form & physical shareholders.
- i. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - ii. Click on “Shareholders” module.
  - iii. Now enter your User ID
    - a) For CDSL: 16 digits beneficiary ID,
    - b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    - c) Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
  - iv. Next enter the Image Verification as displayed and Click on Login.
  - v. 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 e-voting of any company, then your existing password is to be used.

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vi. If you are a first-time user follow the steps given below:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details  <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul>

(vi) After entering these details appropriately, click on “SUBMIT” tab.

(vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.

(viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(ix) Click on the EVSN for the Company, Ace Engitech Limited (Formally known as Prem Somani Financial Services limited) on which you choose to vote.

(x) 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.

(xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

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- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Facility for Non – Individual Shareholders and Custodians –Remote Voting only**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - 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 a Compliance User 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 linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
  - It is Mandatory that, 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.
  - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [aceengitechlimited@gmail.com](mailto:aceengitechlimited@gmail.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.



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### **INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **7 days prior to meeting i.e., September 21, 2024** mentioning their name, demat account number/folio number, email id, mobile number at [aceengitechlimited@gmail.com](mailto:aceengitechlimited@gmail.com) . The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 days prior to meeting, i.e., September 21, 2024** mentioning their name, demat account number/folio number, email id, mobile number at [aceengitechlimited@gmail.com](mailto:aceengitechlimited@gmail.com). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

### **PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA Email ID**.

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2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.  
If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 21 09911.  
  
All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 21 09911.
25. The notice of Annual General Meeting will be sent to the members, whose names appear in the register of members as at **Friday, August 30, 2024** and who have registered their email addresses with the Company and/ or with the Depositories.
26. 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., **Friday, August 30, 2024** are requested to send the written / email communication to the Company at [aceengitechlimited@gmail.com](mailto:aceengitechlimited@gmail.com) by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting. However, if the person is already registered with CDSL for remote e-voting then the existing user ID & password can be used for casting vote.
27. **CS Manoj Maheshwari**, Practicing Company Secretary (FCS 3355) and failing him, CS Sunita Manish Agarwal, Practicing Company Secretary (FCS 11024) have been appointed as the Scrutinizer and alternate scrutinizer, to scrutinize the remote e-voting process and Online voting at the AGM in a fair and transparent manner.
28. The final voting results including the remote E-voting and Online voting results of the AGM shall be declared within two working days from the conclusion of the AGM. The final results along with the scrutinizer's report shall be placed on the Company's website <https://www.aceengitech.com> immediately after the result is declared by the Chairman and also on the CDSL's website at [www.evotingindia.com](http://www.evotingindia.com) and shall be communicated simultaneously to the concerned stock exchange.
29. Details of Director retiring by rotation and seeking re-appointment and those proposed to be appointed at this AGM as required under Regulation 36(3) of SEBI Listing Regulations and Secretarial Standards-2 (SS-2) are provided under **Annexure- A** of Notice of AGM.

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30. Members who have not registered their email ids so far, are requested to register their email ids for receiving all communications including Annual report Notices, etc. from the Company electronically in order to promote “Green Initiative” in the Corporate Governance” by Ministry of Corporate Affairs.

**Date: August 29, 2024**  
**Place: Jaipur**

**By Order of the Board of Director**  
**for Ace Engitech Limited**  
(Erstwhile Prem Somani Financial Services Limited)

**SD/-**  
**Abhishek Bohra**  
**Additional Director designated as a Managing Director**  
**DIN: 10673261**

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### **EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.**

#### **Item No. 3:**

Mr. Abhishek Bohra (DIN:10673261) was appointed as an Additional Director designated as a Managing Director of the Company with effect from July 22, 2024. The Board has, based on the recommendation of the Nomination and Remuneration Committee, and subject to the approval of the Members, approved the appointment of Mr. Mr. Abhishek Bohra (DIN:10673261) Managing Director for a period of 3 years, up to July 21, 2027.

The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature for Mr. Abhishek Bohra as Director of the company and also the company has received a letter that he is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

Mr. Abhishek Bohra is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent in writing to act as a Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Disqualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of (Appointment & Disqualification 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) Notices of interest in form MBP-1 pursuant to sub-section (1) of Section 184 of the Companies Act, 2013.

Mr. Abhishek Bohra has also given declaration pursuant to SEBI Circular having re. No. LIST/COMP/14/2018-19 dated June 20, 2018 confirming that he is not debarred / restrained from accessing the capital markets and / or holding the office of director in a company pursuant to any SEBI order or any other such authority.

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Further, pursuant to Section II of Part II of Schedule V to the Companies Act, 2013, Mr. Abhishek Bohra will be paid, as stated below:

### **Remuneration proposed:**

The Nomination and Remuneration Committee recommended and the Board of Directors approved the same in its meeting held on August 29, 2024 that the remuneration proposed to be payable to Mr. Abhishek Bohra for a period effective from, September 29, 2024 to July 21, 2027 is Rs. 50, 00, 000/- P.A. (Rupees Fifty Lakh only) and his term is same as if approved by the Members of the Company in its Annual General Meeting held on dated September 28, 2024.

Additional information in respect of Mr. Abhishek Bohra (DIN: 10673261) including nature of his expertise as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘the Listing Regulations’) and as per the relevant provisions of the Secretarial Standard on General Meeting are given in the ‘Annexure-A’ to this Notice.

The statement as required of the Schedule V of the Companies Act, 2013 with reference to Special Resolution at Item No. 3 is annexed hereto as ‘Annexure-B’.

Mr. Abhishek Bohra is not liable to retire by rotation and shall not be paid any sitting fees for attending the Meeting of Board or committee hereof.

Except Mr. Abhishek Bohra (DIN:10673261) being appointee, none of the Directors, Key Managerial Personnel of the Company and/or their relatives are in any way concerned or interested, financially or otherwise in the said Resolution.

The Board recommends the Resolutions set out at Item no. 3 of the Notice for approval of the Members by means of Special Resolution.

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

Mr. Ganesh Bhanudas Bhayde (DIN: 10052851) was appointed as an Additional (Independent) director on the board of the company pursuant to the provisions of Section 161(1), 149 of the Companies Act, 2013 (‘Act’) read with rules made thereunder in the meeting of Board of Directors held on July 22, 2024 to hold office up to the date of ensuing Annual general Meeting.

Considering his performance on the board and based on the recommendation of the Nomination and Remuneration Committee after taking into account his performance evaluation, the Board of Directors at their meeting held on July 22, 2024 approved the appointment of Mr. Ganesh Bhanudas Bhayde (DIN: 10052851) as an Independent Director of the Company, subject to the approval of members of the Company in general meeting, pursuant to the provisions of Section 149 read with Section 152 of the Act, to hold office for a term of 5 (five) consecutive years commencing from July 22, 2024 and not liable to retire by rotation.

The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature for Mr. Ganesh Bhanudas Bhayde, as the Independent Director of the Company.

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Further, the company has also received declaration by Mr. Ganesh Bhanudas Bhayde (DIN: 10052851) to the effect that he meets the criteria of independence as provided under Section 149(6) of the Act and regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Mr. Ganesh Bhanudas Bhayde has also provided his (i) consent in writing to act as a Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Disqualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of (Appointment & Disqualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (1) or (2) of Section 164 of the Act, and (iii) Notices of interest in form MBP-1 pursuant to sub-section (1) of Section 184 of the Companies Act, 2013 and he has successfully registered himself in the Independent Directors databank maintained by Indian Institute of Corporate Affairs. Also, the company has received a letter from him that he is not debarred from holding the office of director by virtue of any Securities and Exchange Board of India (SEBI) order or of any other authority pursuant to SEBI circular LIST/COMP/14/2018-19 dated June 20, 2018. .

In the opinion of the Board, Mr. Ganesh Bhanudas Bhayde (DIN: 10052851) is independent of the management and fulfills the conditions specified in the Act and rules made thereunder and possesses skills, experience and knowledge; inter alia, in the field of Finance. Brief resume and other details of Mr. Ganesh Bhanudas Bhayde (DIN: 10052851), as stipulated under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as per the relevant provisions of SS-2 are provided in the "Annexure A" to the notice of the Annual general Meeting. Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that Mr. Ganesh Bhanudas Bhayde (DIN: 10052851) is appointed as the Independent Directors. Copy of the draft letter for appointment Mr. Ganesh Bhanudas Bhayde (DIN: 10052851) as an Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company.

Save and except Mr. Ganesh Bhanudas Bhayde (DIN: 10052851) being appointee, None of the Directors, Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested, financially or otherwise in the resolution set out at item No. 4 of the Notice.

The Board recommends the Ordinary Resolutions as set out at item no. 4 in the Notice for approval by the members.

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

As per the Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (the 'SEBI Listing Regulations'), as amended vide SEBI (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, states that all Related Party Transaction(s) ('RPT') shall require prior approval of shareholders by means of an ordinary resolution, even if the transactions are in the ordinary course of business of the concerned company and at an arm's length basis. The amended Regulation 2(1) (zc) of the SEBI Listing Regulations has also enhanced the definition of related party transaction which now includes a transaction involving a transfer of resources, services or obligations between a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand, regardless of whether a price is charged or not. Details of the proposed transactions pursuant to SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated 22<sup>nd</sup> November, 2021 are as follows:

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(ERSTWHILE PREM SOMANI FINANCIAL SERVICES LIMITED)  
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 Contact No. 9322666532, Email Id: [aceengitechlimited@gmail.com](mailto:aceengitechlimited@gmail.com)  
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Sr. No.	Description	Details			
<b>a.</b>	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Name of the Related Party 1: M/s Ace Technologies & Infrastructure Private Limited Relationship: It is a company in which Directors and promoters are interested.	Name of the Related Party 2: Zyden Technologies Private Limited : It is a Promoter Company	Name of the Related Party 3: Mr. Dinesh Kumar Bohra: He is a Director and promoter of Ace Engitech Limited.	Name of the Related Party 4: Mr. Abhishek Bohra: He is a Managing Director and promoter of Ace Engitech Limited.
<b>b.</b>	Name of the Director or key managerial personnel who is related, if any and nature of relationship	Mr. <b>Lionel Anthony Velloz</b> – Ex Managing Director.	Name of the Directors: Mr. Dinesh Kumar Bohra Ms. Sonali Gupta Nature of Relationship: Dinesh Kumar Bohra and Sonali Gupta are interested director in this company.	Name of the Directors: Mr. Dinesh Kumar Bohra Nature of Relationship: Directors are interested in the Company.	Name of the Directors: Mr. Abhishek Bohra Nature of Relationship: Director is interested in the Company.
<b>c.</b>	Type, Nature, material terms, monetary value and particulars of contracts or arrangement	<b>Revenue Transactions-</b> for availing or rendering of any IT and Infrastructure related services. Pricing and other terms and conditions will be based and benchmarked to similar transactions with unrelated parties with adjustment of commercial terms, as may be necessary from	Contract for availing or rendering of IT Infrastructure and web enabled related services etc.	<b>NA</b>	<b>NA</b>

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		time to time.			
<b>d.</b>	Value of Transaction	Revenue Transactions – Rs. 10 Crores (All above value are excluding of taxes and duties, if any, applicable for the time being in force)	Rs. 60 Crores (All above value are excluding of taxes and duties, if any, applicable for the time being in force)	Rs. 60 Crores (All above value are excluding of taxes and duties, if any, applicable for the time being in force)	Rs. 60 Crores (All above value are excluding of taxes and duties, if any, applicable for the time being in force)
<b>e.</b>	Tenure of proposed transaction	One Year	One Year	One Year	One Year
<b>f.</b>	Details of the transaction relating to any loans, inter- corporate deposits, advances or investments made or given by the listed entity or its subsidiary	<b>NA</b>	<b>NA</b>	<b>NA</b>	<b>NA</b>
<b>g.</b>	Justification for the transaction	M/s Ace Technologies & Infrastructure Private Limited is engaged in availing or rendering of any IT and Infrastructure related services. The proposed transactions will aid the growth of the Company's business.	M/s Zyden Technologies Private Limited is engaged in availing or rendering of any IT and Infrastructure related services. The proposed transactions will aid the growth of the Company's business.	<b>NA</b>	<b>NA</b>
<b>h.</b>	Any valuation or other external report relied upon by the listed entity in relation to the	<b>NA</b>	<b>NA</b>	<b>NA</b>	<b>NA</b>

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	transactions				
<b>i.</b>	Any other information that may be relevant	All relevant information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013.	All relevant information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013.	All relevant information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013.	All relevant information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013.

The related party transaction(s)/contract(s)/arrangement(s) as mentioned above, has been evaluated and confirmed that the proposed terms of the contract/agreement meet the arm's length testing criteria. The related party transaction(s)/contract(s)/ arrangement(s) also qualifies as contract under ordinary course of business.

The Members may note that in terms of the provisions of the SEBI Listing Regulations, the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve resolutions under Item No. 5. None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives except Mr. Abhishek Bohra, Managing Director, Mr. Dinesh Kumar Bohra, Director Ms. Sonali Gupta, Director of the Company and/or their relatives, are in any way concerned or interested in the aforesaid resolution set out at Item No. 5 of this Notice, save and except to the extent of their Directorship / Shareholding, if any, in the entity mentioned in the said resolution.

**Date: August 29, 2024**

**By Order of the Board of Director**

**Place: Jaipur**

**for Ace Engitech Limited**  
(Erstwhile Prem Somani Financial Services Limited)

**SD/-**  
**Abhishek Bohra**  
Additional Director designated as a Managing Director  
DIN: 10673261

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### ANNEXURE A

1. **DETAILS/ PROFILE OF DIRECTOR SEEKING APPOINTMENT/ RE-APPOINTMENT AT THE 33<sup>rd</sup> ANNUAL GENERAL MEETING UNDER REGULATION 36(3) OF SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SS-2 ARE AS FOLLOWS:**

Name of the Director	Mr. Dinesh Kumar Bohra	Mr. Abhishek Bohra	Mr. Ganesh Bhanudas Bhayde
<b>DIN</b>	02352022	10673261	10052851
<b>Date of Birth</b>	15.07.1960	23.01.1986	10.03.1994
<b>Age</b>	64	38	30
<b>Date of First Appointment on Board</b>	31.03.2021	22.07.2024	22.07.2024
<b>Nationality</b>	Indian	Indian	Indian
<b>Designation</b>	Director and CFO	Managing Director	Independent Director (Non-Executive)
<b>Qualification (s)</b>	B. Com	M.B.A. Finance	B.Com. Graduate with IPCC Both groups cleared from ICAI
<b>Experience</b>	More than 35 Years of experience in managing business affairs.	More than 12 Years of experience in the field of finance.	More than 8 Years of experience in the field of finance.
<b>Terms and conditions of appointment</b>	In terms of Section 152(6) of the Companies Act, 2013, Mr. Dinesh Bohra is liable to retire by rotation And Proposed to be appointed as Director (Non-Executive).	Proposed to be appointed as Managing Director for a period of three years w.e.f. July 22, 2024 upto July 21, 2027, as per the terms and conditions mentioned in the Item No. 3 of the notice and shall not be liable to retire by rotation.	Proposed to be appointed as an Director (Independent) not liable to be retire by rotation.
<b>Remuneration sought to be paid</b>	NIL	50,00, 000/- P.A.	NIL
<b>Remuneration last drawn (including Sitting Fees, if any):</b>	NIL	NIL	NIL
<b>Relationships between the directors</b>	He is a father of Managing Director of the Company Mr. Abhishek Bohra	He is a son of Mr. Dinesh Bohra, Non-Executive Director and CFO of the company.	Not a Related Party

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<b>Brief Resume and Nature of expertise in specific functional areas</b>	Mr. Dinesh Kumar Bohra as a director and CFO of the company. He has an experience and expertise of over 35 years in Management areas and capital Market handling brokers business. Having Expertise in Management Areas capital Market handling brokers business of retail client and corporate houses with M.N. Kothari. To raise capital through primary market i.e. IPO and inter corporate deposits. Expert in Acquisition and Merger.	Mr. Abhishek Bohra is having degree in M.B.A. Finance and B.Com. and having versatile experience of over a decade in the fields of Finance, Accounts, MIS, Taxation, Internal Audit.	Mr. Ganesh Bhanudas Bhayde is having degree in B.Com. Graduate with IPCC Both groups cleared from INSTITUTE OF CHARTERED ACCOUNTANT OF INDIA (ICAI) and having versatile experience of in the fields of Finance, Accounts, Tax Audit, GST Audit, Statutory Audit, Preparation of financials, Tax consultation etc. He is a registered member of the Indian Institute of Corporate Affairs (IICA) which is mandated by Ministry of Corporate Affairs (MCA) for becoming Independent Director in the Companies across all over India. He possesses the required experience for acting as the Independent Director of the Company
<b>Names of listed entities in which the person also holds the directorship and the membership of Committees of the board as on August 29, 2024 [along with listed entities from which the person has resigned in the past three years]</b>	NIL	NIL	NIL
<b>Name of the Companies in which Directorship was held on August 29, 2024 except Ace Engitech Limited</b>	Board member in Zyden Technologies Private Limited  Associated Stock Broking Private Limited	Nil	Board member in Cyber Express Media Network Pvt. Ltd.
<b>The skills and capabilities required for the role and the manner</b>	NA	NA	As per the resolution at Item no. 4 of this Notice, read with the

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<b>in which the proposed person meets such requirements</b>			explanatory statement thereto.
<b>Member of the Committee of Board of other companies</b>	Board member in Zyden Technologies Private Limited  Associated Stock Broking Private Limited	Nil	Board member in Cyber Express Media Network Pvt. Ltd.
<b>Chairman of the Committee in other company</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>
<b>No of Shares held in the Company</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>
<b>No. of Board Meetings attended during the year</b>	<b>5</b>	<b>NA</b>	<b>NA</b>





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### ANNEXURE B

**THE STATEMENT CONTAINING ADDITIONAL INFORMATION AS REQUIRED IN SCHEDULE V OF THE COMPANIES ACT, 2013: (ITEM No. 3, Regularisation and Appointment of Mr. Abhishek Bohra (DIN:10673261) as Managing Director of the Company and Approval for Payment of Remuneration to Mr. Abhishek Bohra as Managing Director)**

#### I. General Information:

<b>1</b>	Nature of industry	The Company is engaged in the financial activities, but after alteration in Object clause in the AGM dated August 09, 2021, the company has changed its business activities from financial activities to IT infrastructure Technologies and web designing.
<b>2</b>	Date or expected date of commencement of commercial production	From the financial year since 1991. And changed Business activity from the financial year 2021-22.
<b>3</b>	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	NA
<b>4</b>	Financial performance based on given indicators	The financial performance of the Company is mentioned in the Director's Report.
<b>5</b>	Foreign Investments or collaborations, if any	NIL

#### II. Information about the Appointee (Mr. Abhishek Bohra) :

<b>1.</b>	Background details	Mr. Abhishek Bohra as a Managing director of the company. He is having degree in M.B.A. Finance and B.Com. and having versatile experience of over a decade in the fields of Finance, Accounts, MIS, Taxation, Internal Audit.
<b>2.</b>	Past remuneration (Rupees in lacs)	Approx 01 Lac Per month from his past employment.
<b>3.</b>	Recognition or awards	NA
<b>4.</b>	Job profile and his suitability	IT and Manufacturing industry.
<b>5.</b>	Remuneration proposed	As stated in the Explanatory Statement at Item No.3 of this Notice.
<b>6.</b>	Comparative remuneration profile with respect to industry, size of the company,	The remuneration of Mr. Abhishek Bohra is comparable to that drawn by the

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	profile of the position and person.	peers in the similar capacity in the industry and is commensurate with the size of the Company and diverse nature of its business.
7.	Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any	Mr. Abhishek Bohra is the son of Mr. Dinesh Bohra, Director and CFO of the Company.

### III. Other information:

1.	Reasons of loss or inadequacy of profits:	Due to improper operation of the Company and Economic slowdown.
2.	Steps taken or proposed to be taken for improvement	The Company has made adequate efforts toward making platform for its future activities and your Directors are confident about the future prospects of the Company and have a belief that Company's performances will improve in the years ahead. To diversify in the new business activity.
3.	Expected increase in productivity and profits in measurable terms	The management of the Company is hopeful for better financial results in future.

**Date: August 29, 2024**

**Place: Jaipur**

**By Order of the Board of Director**

**for Ace Engitech Limited**  
(Erstwhile Prem Somani Financial Services Limited)

**SD/-**  
**Abhishek Bohra**  
Additional Director designated as a Managing Director  
DIN: 10673261

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