

**Annual Report (F.Y.- 2019-20)
30th Annual General Meeting**

of

ACE EXPORTS LIMITED

(CIN:- L19111UP1990PLC012053)

Registered Office:-
20/157, Patkapur, Kanpur-208001 (U.P.)

#Ph: +91 9453026677

Email- aceexportsknp@gmail.com

Website: www.ace-shoes.com

Board of Directors:

Riaz Saeed Roofi Waki	-	Managing Director
Shabana Roofi	-	Non Executive Woman Director
Nuzhat Ramzi	-	Independent and Non-Executive Woman Director
Ashraf Wali Khurram	-	Non-Executive Director
Shariq Jamal	-	Independent and Non-Executive Director

Company Secretary

Sajid Iqbal

Auditors

Anupam Ashish & Associates
Chartered Accountants

Registered Office:

20/157, Patkapur, Kanpur-208001 (U.P.)
#Ph: +91 9453026677
Email- aceexportsknp@gmail.com Website: www.ace-shoes.com

Registrar & Transfer Agents:

Skyline Financial Services Private Limited
D-153A, 1st Floor, Okhla Industrial Area, Phase-I
New Delhi- 110020 (DL)
Tel:- 011-2681 2682-83 and 011-64732681-88
Email:- info@skylinerta.com

Contents	Page No.
Notice	3
Director's Report	19
Management Discussion and Analysis Report	41
Auditor's Report	45
Balance Sheet	52
Profit & Loss A/c	53
Cash Flow Statement	60
Notes Forming Part of Accounts	61
Route Map	62

NOTICE

NOTICE is hereby given that the 30TH Annual General Meeting of the Members of Ace Exports Limited will be held on WEDNESDAY, 30TH SEPTEMBER, 2020 at 01.30 P.M. through Video Conferencing/Other Audio Visual Means (OAVM). No physical meeting of members will be held, however, the meeting will be deemed to have been held at the Registered office of the Company situated at 20/157, Patkapur, Kanpur-208001 (U.P.) to transact the following businesses:-

ORDINARY BUSINESS:

01. To receive, consider and adopt the audited Profit and Loss Account for the year ended on 31st March, 2020 and the Balance Sheet as at that date and the Reports of the Board of Directors and the Auditors thereon.
02. To appoint a Director in place of Mr. Ashraf Wali Khurram (DIN: 00646213), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment
03. To appoint Auditors and fix their remuneration 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 pursuant to provisions of Section 139 and 142 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s Anupam Ashish & Associates Chartered Accountants, Kanpur [Firm Registration No. 0009432C], be and is hereby appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the ensuing Annual General Meeting of the Company, at such remuneration as may be mutually agreed between the Board of directors and M/s Anupam Ashish & Associates, plus applicable taxes and reimbursement of out-of-pocket expenses.

SPECIAL BUSINESS:

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

04. Appointment of **Mrs. Nuzhat Ramzi (DIN:06552692)** as an Independent Women Director of the Company:-

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ('Act'), the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended from time to time, **Mrs. Nuzhat Ramzi (DIN:06552692)**, who is appointed as Director of the Company and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of SEBI (Listing Obligation and Disclosure Requirements)

Regulations, 2015 and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing her 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-years commencing with effect from 30th September 2020 up to 29th September 2025, not liable to retire by rotation."

"RESOLVED FURTHER THAT the Board of Directors of the Company (including its committee thereof) and/or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

05. Appointment of **Mr. Shariq Jamal (DIN:07668886)** as an Independent Director of the Company:-

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ('Act'), the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended from time to time, **Mr. Shariq Jamal (DIN:07668886)**, who is appointed as Director of the Company and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act 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-years commencing with effect from 30th September 2020 up to 29th September 2025, not liable to retire by rotation."

"RESOLVED FURTHER THAT the Board of Directors of the Company (including its committee thereof) and/or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

06. Appointment of **Mr. Ahsan Zaheer (DIN:08848677)** as an Independent Director of the Company:-

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ('Act'), the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended from time to time, **Mr. Ahsan Zaheer (DIN:08848677)**, who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act

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-years commencing with effect from 30th September 2020 up to 29th September 2025, not liable to retire by rotation."

"RESOLVED FURTHER THAT the Board of Directors of the Company (including its committee thereof) and/or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

DATE : 31-08-2020

PLACE: KANPUR

Registered Office:

**20/157, Patkapur,
Kanpur-208001**

**By Order of the Board
For ACE EXPORTS LIMITED**

SD/-

**[R.S. ROOFI WAKI]
MANAGING DIRECTOR
DIN: 00641653**

NOTES:

1. The relative Statement (Explanatory Statement) pursuant to Section 102(1) of the Companies Act, 2013 with respect to the Special Business set out in the Notice is annexed.
2. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020, physical attendance of the Members to the AGM venue is not required and annual general meeting (AGM) be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
3. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
4. The Members can join the 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 for 1,000 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 Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 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 National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.
7. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.ace-shoes.com. The Notice can also be accessed from the websites of the Stock

Exchanges i.e. MSEI Limited, Mumbai at www.msei.in and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

8. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
9. Pursuant to section 91 of the Companies Act, 2013 read with Companies (Management & Administration) Rules 2014 and Regulation 42 of the SEBI (LODR) Regulations 2015, The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday 23rd September, 2020 to Wednesday 30th September, 2020 (both days inclusive).
10. Members are requested to intimate change, if any, in their address (with PIN Code), E-mail ID, nominations, bank details, mandate instructions, National Electronic Clearing Service ("NECS") mandates, etc. under the signature of the registered holder(s) at any of our e-mail address aceexportsknp@gmail.com
11. Notice of the AGM and the Annual Report for the Financial Year 2019-20 are being sent electronically to the Members whose E-mail IDs are registered with the Depository Participant(s) and / or RTA. It would also be uploaded on the website of Company www.ace-shoes.com. Any member, who has not registered his Email id, may register his /her Email ID with RTA for getting registered and may also request for a copy of Annual Report electronically.
12. The Securities 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 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 RTA i.e. Skyline Financial Services Private Limited or to the Company.
13. Relevant documents referred to in the accompanying Notice are open for inspection by the Members at the Company's website www.ace-shoes.com on all working days of the Company, upto the date of the Meeting.
14. Pursuant to the 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. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013 ("the Act"), representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
15. Members, who have not registered their email addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices and Circulars etc. from the Company electronically.

16. Brief resume of Directors/persons proposed to be appointed/re-appointed, as stipulated under regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and Secretarial Standards issued by The Institute of Company Secretaries of India is provided after the explanatory statement to this notice.

17. THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on September 27, 2020 (9:00 am) and ends on September 29, 2020 (5:00 pm) The remote e-voting module shall be disabled by NSDL for voting thereafter.

Voting through Electronic Means (Remote e-Voting)

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e., IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step2 i.e., Cast your vote electronically.
4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password' you need enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment, i.e., a.pdf" file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or Folio Number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password':
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
 6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDI or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

Now, you will have to click on "login" button.

After you click on the "login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDI e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the Companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of Company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options, i.e., assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e., other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter, etc., with attested specimen signature of the duly authorized signatory (ies), who are authorized to vote, to the Scrutinizer by e-mail to mail2prsingh@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the ""Forgot User Details/Password? or ""Physical User Reset Password?"" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQ.s) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222- 990 or send a request at evoting@nsdl.co.in
4. **Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**
 - (i) In case shares are held in physical mode please provide 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 aceexportsknp@gmail.com
 - (ii) In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to aceexportsknp@gmail.com.

18. THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

- (i) The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- (ii) Only those Members/ shareholders, who will be 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 in the AGM.
- (iii) Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- (iv) The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

19. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

- (i) Members of the Company will be able to attend the AGM through VC / OAVM through following link:-
<https://us04web.zoom.us/j/8943649475?pwd=QVhlc3FOdDdiUW1hdEhST2NKd0Ztdz09> or
Zoom Meeting ID:- 894 364 9475 Passcode: 5C2DZf

- (ii) Members are encouraged to join the Meeting through Laptops for better experience.
 - (iii) Further, Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
 - (iv) 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.
 - (v) Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker may send their request mentioning their name, demat account number/folio number, email id, mobile number at aceexportsknp@gmail.com
 - (vi) 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 atleast 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at Email id: aceexportsknp@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 mentioning their name, demat account number/folio number, email id, mobile number at Email id: aceexportsknp@gmail.com. These queries will be replied to by the company suitably by email.
 - (vii) Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
20. The voting rights of the members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the Cut-off Date, i.e., 23rd September, 2020.
21. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. **23rd September, 2020**, may obtain the login ID and password by sending a request at evoting@nsdl.co.in.
22. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
23. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through polling paper.
24. Mr. Pushp Raj Singh, Practicing Company Secretary, (FCS no. 4719) has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
25. The Chairman shall, at the AGM through VC/OAVM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "remote e-voting" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

26. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him and declare the result of the voting forthwith.
27. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.ace-shoes.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the MSEI Limited, Mumbai.
28. AGM will be held through VC in accordance with the Circulars, the route map and attendance slip are not attached to this Notice.

DATE : 31-08-2020**PLACE: KANPUR****Registered Office:****20/157, Patkapur,
Kanpur -208001****By Order of the Board
For ACE EXPORTS LIMITED***SD/-***[R.S. ROOFI WAKI]
MANAGING DIRECTOR
DIN: 00641653**

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013, AS AMENDED ('ACT') THE FOLLOWING STATEMENT SETS OUT ALL MATERIAL FACTS RELATING TO ITEM NOS. 4 TO 6 MENTIONED IN THE ACCOMPANYING NOTICE.

ITEM NO. 4

Mrs. **NUZHAT RAMZI (DIN: 06552692)** was appointed as a Non-Executive Director of the Company effective 07th November, 2012.. On the basis of performance evaluation of **Mrs. Ramzi** as a Member of the Board and considering that the continued association of **Mrs. Ramzi** would be beneficial to the Company, proposed to re-appoint and re-designate her as an Independent Director of the Company, not liable to retire by rotation, for a term effective from 30th September, 2020 up to 29th September 2025.

Further, the Company has, in terms of Section 160(1) of the Act, received a notice in writing from a Member proposing the candidature of **Mrs. Ramzi** for the office of Director. The Company has received from **Mrs. Ramzi** (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 (ii) Intimation in Form DIR-8 in terms of the Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that she is not disqualified under Section 164(2) of the Act, and (iii) Declaration to the effect that she meets the criteria of independence as provided in Section 149(6) of the Act read with Regulation 16 and Regulation 25(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ('Listing Regulations').

In terms of Section 149, 152 and other applicable provisions of the Act, read with Schedule IV of the Act and the Rules made thereunder, and in terms of the applicable provisions of the Listing Regulations, each as amended, the re-appointment of **Mrs. Ramzi** as an Independent Director of the Company for a second term commencing 30th September 2020 through 29th September 2025 is being placed before the Shareholders for their approval by way of a special resolution. **Mrs. Nuzhat Ramzi (DIN: 06552692)**, once appointed, will not be liable to retire by rotation. In the opinion of the Board, **Mrs. Nuzhat Ramzi (DIN: 06552692)** is a person of integrity, fulfils the conditions specified in the Act and the Rules made thereunder read with the provisions of the Listing Regulations, each as amended, and is independent of the Management of the Company. A copy of the draft letter of appointment of **Mrs. Nuzhat Ramzi (DIN: 06552692)** as an Independent Director setting out the terms and conditions is available for inspection shall be available on request by sending an email on aceexportsknp@gmail.com without any fee payable by the Members during the normal business hours on working days up to the date of the Annual General Meeting.

The profile and specific areas of expertise of **Mrs. Nuzhat Ramzi (DIN: 06552692)** is provided as annexure to this Notice hereunder.

Except Mrs. Nuzhat Ramzi, None of the directors/ Key Managerial personnel of the Company/ their relatives are in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 4 of the Notice.

The Board recommends the Special Resolution set forth in Item No. 4 for approval of the Members.

ITEM NO. 5

Mr. **SHARIQ JAMAL (DIN: 07668886)** was appointed as a Non-Executive Director of the Company effective 01st December, 2016.. On the basis of performance evaluation of **Mr. Shariq Jamal** as a Member of the Board and considering that the continued association of **Mr. Shariq Jamal** would be beneficial to the Company, proposed to re-appoint and re-designate her as an Independent Director of the Company, not liable to retire by rotation, for a term effective from 30th September, 2020 up to 29th September 2025.

Further, the Company has, in terms of Section 160(1) of the Act, received a notice in writing from a Member proposing the candidature of **Mr. Shariq Jamal** for the office of Director. The Company has received from **Mr. Shariq Jamal** (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 (ii) Intimation in Form DIR-8 in terms of the Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act, and (iii) Declaration to the effect that she meets the criteria of independence as provided in Section 149(6) of the Act read with Regulation 16 and Regulation 25(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ('Listing Regulations').

In terms of Section 149, 152 and other applicable provisions of the Act, read with Schedule IV of the Act and the Rules made thereunder, and in terms of the applicable provisions of the Listing Regulations, each as amended, the re-appointment of **Mr. Shariq Jamal** as an Independent Director of the Company for a term commencing 30th September 2020 through 29th September 2025 is being placed before the Shareholders for their approval by way of a special resolution. **Mr. Shariq Jamal (DIN: 07668886)**, once appointed, will not be liable to retire by rotation. In the opinion of the Board, **Mr. Shariq Jamal (DIN: 07668886)** is a person of integrity, fulfils the conditions specified in the Act and the Rules made thereunder read with the provisions of the Listing Regulations, each as amended, and is independent of the Management of the Company. A copy of the draft letter of appointment of **Mr. Shariq Jamal (DIN: 07668886)** as an Independent Director setting out the terms and conditions is available for inspection shall be available on request by sending an email on aceexportsknp@gmail.com without any fee payable by the Members during the normal business hours on working days up to the date of the Annual General Meeting.

The profile and specific areas of expertise of **Mr. Shariq Jamal (DIN: 07668886)** is provided as annexure to this Notice hereunder.

Except **Mr. Shariq Jamal**, None of the directors/ Key Managerial personnel of the Company/ their relatives are in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 5 of the Notice.

The Board recommends the Special Resolution set forth in Item No. 5 for approval of the Members.

ITEM NO. 6

In terms of Section 160(1) of the Act, the Company has received a notice in writing from a Member proposing the candidature of **Mr. Ahsan Zaheer** to hold the office of Independent Director. Therefore, The Company has received from **Mr. Ahsan Zaheer** (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 (ii) Intimation in Form DIR-8 in terms of the Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act, and (iii) Declaration to the effect that she meets the criteria of independence as provided in Section 149(6) of the Act read with Regulation 16 and Regulation 25(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ('Listing Regulations').

In terms of Section 149, 152 and other applicable provisions of the Act, read with Schedule IV of the Act and the Rules made thereunder, and in terms of the applicable provisions of the Listing Regulations, each as amended, the appointment of **Mr. Ahsan Zaheer** as an Independent Director of the Company for a term commencing 30th September 2020 through 29th September 2025 is being placed before the Shareholders for their approval by way of a special resolution. **Mr. Ahsan Zaheer**, once appointed, will not be liable to retire by rotation. In the opinion of the Board, **Mr. Ahsan Zaheer** is a person of integrity, fulfils the conditions specified in the Act and the Rules made thereunder read with the provisions of the Listing Regulations, each as amended, and is independent of the Management of the Company. A copy of the draft letter of appointment of **Mr. Ahsan Zaheer** as an Independent Director setting out the terms and conditions is available for inspection shall be available on request by sending an email on aceexportsknp@gmail.com without any fee payable by the Members during the normal business hours on working days up to the date of the Annual General Meeting.

The profile and specific areas of expertise of **Mr. Ahsan Zaheer** is provided as annexure to this Notice hereunder.

None of the directors/ Key Managerial personnel of the Company/ their relatives are in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 6 of the Notice.

The Board recommends the Special Resolution set forth in Item No. 6 for approval of the Members.

DATE : 31-08-2020
PLACE: KANPUR
Registered Office:
20/157, Patkapur,
Kanpur-208001

By Order of the Board
For ACE EXPORTS LIMITED
SD/-
[R.S. ROOFI WAKI]
MANAGING DIRECTOR
DIN: 00641653

Annexure

PURSUANT TO REGULATION 36(3) AND 26(4) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD-2 ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA, FOLLOWING INFORMATION IS FURNISHED ABOUT THE DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AT THE MEETING.

(1)

Name of Director	ASHRAF WALI KHURRAM	NUZHAT RAMZI
Director's Identification No. (DIN)	00646213	06552692
PAN	AFUPK4020K	ANKPR1060L
Date of Birth	27-09-1962	23-11-1943
Date of First Appointment	05-10-2001	07-11-2012
Educational Qualification	Graduate	Post Graduate
Expertise in Specific Functional Areas	Mr. Khurram, the director of the company is a Graduate in Commerce with specialization in Procurement and Costing. He has experience of more than 25 years of Printing and Publishing business. Mr. Khurram well versed in Purchasing and Costing of Products	Mrs. Ramzi is the director of the company. She is a post graduate in humanities and currently successfully looking after her family business of Printing and Packaging for the past 30 years and also having rich experience in Leather Industries
Chairmanship/ Membership of Committees in this Company	A. Audit Committee (Chairman) B. Nomination & Remuneration Committee (Member) C. Share Transfer And Shareholder's Grievances Committee (Member)	A. Audit Committee (Member) B. Nomination & Remuneration Committee (Member) C. Share Transfer And Shareholder's Grievances Committee (Chairperson)
Directorship in Other Companies	None	None
Chairmanship/ Membership of Committees in other Public Limited Companies	None	None
Shareholding as on 31st March, 2020	25,000 Equity Shares	NIL
Seeking Appointment/ Re-Appointment	Retire by Rotation and seeking Re-appointment	Re-appointment
Relationship with other Directors u/s 2(77) of Companies Act, 2013	None	None

DATE : 31-08-2020

PLACE: KANPUR

Registered Office:

**20/157, Patkapur,
Kanpur**

**By Order of the Board
For ACE EXPORTS LIMITED**

SD/-

**[R.S. ROOFI WAKI]
MANAGING DIRECTOR
DIN: 00641653**

Annexure

PURSUANT TO REGULATION 36(3) AND 26(4) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD-2 ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA, FOLLOWING INFORMATION IS FURNISHED ABOUT THE DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AT THE MEETING.

(2)

Name of Director	SHARIQ JAMAL	AHSAN ZAHEER
Director's Identification No. (DIN)	07668886	08848677
PAN	ACKPJ5631L	AAOPZ5434F
Date of Birth	20-06-1954	05-01-1953
Date of First Appointment	01-12-2016	NONE
Educational Qualification	Post Graduate	Graduate
Expertise in Specific Functional Areas	He is a Post Graduate in Humanities; he is having a 35 years experience in the manufacturing, exports and marketing of Leather and Leather Products business. He also having experience in Paints, Lubricants & Leather Chemical business.	He is Graduate in Law. Presently running a Computer Centre and having rich experience in all types of garments, leather garments and apparels
Chairmanship/ Membership of Committees in this Company	A. Audit Committee (Member) B. Nomination & Remuneration Committee (Chairman)	None
Directorship in Other Companies	None	None
Chairmanship/ Membership of Committees in other Public Limited Companies	None	None
Shareholding as on 31 st March, 2020	NIL	NIL
Seeking Appointment/ Re-Appointment	Re-appointment	Appointment
Relationship with other Directors u/s 2(77) of Companies Act, 2013	None	None

DATE : 31-08-2020**PLACE: KANPUR**

Registered Office:
20/157, Patkapur,
Kanpur

**By Order of the Board
For ACE EXPORTS LIMITED**

SD/-

**[R.S. ROOFI WAKI]
MANAGING DIRECTOR
DIN: 00641653**

Statement Containing Information as required Under Section II(B)(iv) of Part II of Schedule V of The Companies Act, 2013 and Informing Part of the Notice of Annual General Meeting.

1. **Nature of Industry:**
TRADE AND COMMERCIAL ESTABLISHMENT.
2. **Date or expected date of Commencement of Commercial Production:**
Not Applicable
3. **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:**
Not Applicable
4. **Financial Performance based on given indicators:** (Amount in Rs.)

Financial Year ended	31-03-2020	31-03-2019
Gross Revenue and other income	10,06,06,276.02	11,74,10,435.06
Profit Before Tax	6,99,333.55	5,31,836.34
Profit After Tax	6,99,333.35	5,31,836.34
Equity Share Capital	5,39,28,000.00	5,39,28,000.00
Reserve and Surplus (excluding revaluation reserve)	-1,48,85,867.31	-1,55,85,200.86
Net Worth	3,90,42,132.69	3,83,42,799.14

5. **Export Performance and net foreign exchange collaborations:**
The Company has decreased its Exports due to Some Globalization issues and State Government Compliances. The net Earning in foreign Currency are as under:-

Earning in Foreign Currency	31.03.2020 (Rs.)	31.03.2019 (Rs.)
(Export at C.I.F. Value)	12,06,320.00	17,17,558.00
6. **Foreign Investments and Collaborations, If any:**
NIL

DATE : 31-08-2020

PLACE: KANPUR

Registered Office:
20/157, Patkapur,
Kanpur-208001 (U.P.)

By Order of the Board
For ACE EXPORTS LIMITED
SD/-
[R.S. ROOFI WAKI]
MANAGING DIRECTOR
DIN: 00641653

Director's Report

Dear Shareholders,

The Directors have the pleasure in presenting the Annual Report and Audited Accounts of the Company for the year ended on March 31, 2020

FINANCIAL RESULTS:

The summarized standalone financial performance of the Company for the financial year ended March 31, 2020 as compared to previous year was as under::

PARTICULARS	Standalone (Amount in Rs.)	
	Year ended March 31, 2020	Year ended March 31, 2019
Revenue from Operations	10,05,86,622.02	11,73,42,660.87
Other Income	19,654.00	67,774.19
Total Income	10,06,06,276.02	11,74,10,435.06
Profit before Interest, Depreciation, Prior Period Items and Tax (PBIDTA)	46,51,477.68	39,23,022.12
Less: Interest	16,88,856.60	9,64,339.76
Less: Depreciation and Amortization	22,63,287.53	24,26,846.02
Profit before Exceptional/ Prior Period Items and Tax	6,99,333.55	5,31,836.34
Less: Exceptional/ Prior Period Items (Net)	0.00	0.00
Profit Before Taxes (PBT)	6,99,333.55	5,31,836.34
Less: Tax Expense (Net)	0.00	0.00
Profit for the year (PAT)	6,99,333.55	5,31,836.34

FINANCIAL HIGHLIGHTS:

In the year under review, the turnover of the company has decreased to Rs. 10,06,06,276.02 in financial year 2019-20 as compared to Rs. 11,74,10,435.06 in financial year 2018-19 due to Decrease in Exports of Leather Footwear. However, Operating Profit has increased to Rs. 6,99,333.55 in financial year 2019-20 as compared to Rs. 5,31,836.34 in financial year 2018-19 due to decrease in inventory cost.

The management continues to pursue its efforts to improve its operational efficiency by better Capacity Utilization and diversification into High quality value added export quality footwear to improve its Turnover and Operating margin in current year. Outlook for current year will be better barring any unforeseen circumstances.

There is no change in nature of business of the Company during the Financial Year under review.

DIVIDEND

Your Directors regret their inability to recommend dividend in order to conserve resources for future growth.

TRANSFER TO RESERVES

During the year under review there is no transfer to the General Reserves (Statutory Reserve).

COMPANIES POLICY ON DIRECTORS APPOINTMENT AND REMUNEARTION:

The company has made its own selection process viz a viz for executive and non executive directors. Nomination and Remuneration Committee has checked out all the norms as provide in section 149 (6) of Companies Act, 2013 for selection and appointment of Independent Directors in company to ensure that the thoughts of such director are not biased at all. All the directors who have been appointed as independent

director in company are well competent since they are working in the company for a very long period. The company follows proper mechanism for the remuneration paid to the directors as per the recommendation made by the Nomination and Remuneration committee after observing their comments.

MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION:

The company would like to inform that no material changes and commitments affecting the financial position of the company have occurred during the period from the end of financial Year till the date of this report.

PARTICULARS OF LOANS, GUARANTEES & INVESTMENTS:

The Company has not granted any secured or unsecured loans to companies, firms or other parties listed in the register maintained under section 189 of the act Companies Act, 2013 dealing with any loan, investments and /or guarantee.

LEGAL FRAMEWORK AND REPORTING STRUCTURE:

The Company would like to inform that a legal compliance tool has been installed vertically within the organization for monitoring and complying all laws applicable to the Company. This tool is being overseen and supervised by the office of the Chief Financial Officer. Further the Chief Financial Officer has also been cast the responsibility of providing a compliance certificate at every Board meeting including the key non-compliances during the quarter.

CSR ACTIVITIES:

CSR Activities are not applicable to the company. Since the Company does not meet the criteria as defined under section 135 of Companies Act, 2013 and the rules made thereunder.

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

As required Under Section 134(3) (m) of the Companies Act, 2013 read with the Companies (Disclosure of particulars in the report of the Board of Directors) Rules, 88 and Rule 8 (3) of Companies (Accounts) Rules, 14 and forming part of the report of the Directors. **(Annexure-1)**

DISCLOSURES:

COMMITTEES TO THE BOARD:

The Company has several Committees which have been established in Compliance with the requirements of the relevant provisions of applicable laws and statutes.

The Company has following Committees of the Board:

- Audit Committee
- Nomination & Remuneration Committee
- Share transfer & Shareholder's Grievance Committee

(i) MEETINGS OF THE BOARD:

Twelve meetings of the Board of Directors were held during the year. The Details of meeting and presence of directors in meetings are as under:-

S. No.	Date of Board Meeting	Attendance of the Directors				
		R.S. Roofi Waki	Ashraf Wali Khurram	Nuzhat Ramzi	Shabana Roofi	Shariq Jamal
1	13-04-2019	√	√	√	√	√
2	15-05-2019	√	√	√	√	√
3	30-05-2019	√	√	√	√	√
4	12-07-2019	√	√	√	√	√
5	08-08-2019	√	√	√	√	√

6	24-08-2019	√	√	√	√	√
7	31-08-2019	√	√	√	√	√
8	14-10-2019	√	√	√	√	√
9	14-11-2019	√	√	√	√	√
10	13-01-2020	√	√	X	√	√
11	20-02-2020	√	√	X	√	√
12	28-02-2020	√	√	X	√	√

(ii) AUDIT COMMITTEE:

The Audit Committee consists of Mr. Ashraf Wali Khurram Non-Executive Directors and Mrs. Nuzhat Ramzi, and Mr. Shariq Jamal, independent directors of the Company. The broad terms of reference to the Audit Committee include, reviewing with management the quarterly and annual financial results/statements, financial or risk management policies, adequacy of internal control systems and internal audit functions, overseeing of the Company's financial reporting process, recommending the appointment and removal of auditors etc. The Details of meeting and presence of directors in meetings are as under:-

S. No.	Date of Committee Meeting	Attendance of the Directors		
		Ashraf Wali Khurram	Nuzhat Ramzi	Shariq Jamal
1	30-05-2019	√	√	√
2	08-08-2019	√	√	√
3	14-11-2019	√	√	√
4	12-02-2020	√	x	√
5	18-02-2020	√	x	√

(iii) SHARE TRANSFER AND SHAREHOLDER'S GREIVANCE COMMITTEE:

The Share transfer & Shareholder's Grievance Committee was constituted to specifically look into Share Transfers and redressal of investor's complaints relating to transfer of shares, non-receipt of balance sheet, non-receipt of declared dividends etc. under the Chairpersonship of Mrs. Nuzhat Ramzi, who is independent, non-executive Director. The other members of the Committee are Mr. R.S. Roofi Waki, Managing Director and Mr. Ashraf Wali Khurram, Non-executive Director of the company.

1.	No. of Complaints received from Investors from 01.04.2019 to 31.03.2020	ZERO
2.	No. of solved to the satisfaction of the Shareholders	ZERO
3.	No. of pending share transfers	NIL

The Details of meeting and presence of directors in meetings are as under:-

S. No.	Date of Committee Meeting	Attendance of the Directors		
		M.A.W. Khurram	Nuzhat Ramzi	R.S. Roofi Waki
1	13-04-2019	√	√	√
2	18-04-2019	√	√	√
3	12-07-2019	√	√	√
4	14-10-2019	√	√	√
5	13-01-2020	√	x	√

(iii) NOMINATION AND REMUNERATION COMMITTEE

In compliance with section 178 of the Act and of the Listing Agreement the Board has constituted "Nomination and Remuneration Committee" which comprises Mrs. Nuzhat Ramzi, M.A.W. Khurram, Mrs. Shabana Roofi and Mr. Shariq Jamal being Non Executive and independent Directors. During the year under review One meeting of the Committee has been held.

The Board has framed a policy for selection and appointment of Directors, Senior Management and their remuneration.

The Details of meeting and presence of directors in meetings are as under:-

S. No.	Date of Committee Meeting	Attendance of the Directors			
		M.A.W. Khurram	Nuzhat Ramzi	Shabana Roofi	Shariq Jamal
1	30-05-2019	√	√	√	√

(ii) ESTABLISHMENT OF VIGIL / WHISTLE BLOWER MECHANISM:-

The Company promotes ethical behavior in all its business activities and in line with the best practices for corporate governance. It has established a system through which directors & employees may report breach of code of conduct, unethical business practices, illegality, fraud, and corruption etc at work place without fear of reprisal. The functioning of the Vigil mechanism is reviewed by the Audit Committee from time to time. None of the Whistle Blowers have been denied access to the Audit Committee of the Board. The details of the Whistle Blower Policy are explained in the Report on Corporate Governance and also available on the website of the company.

The company has established a whistle blower mechanism for the directors and employees to report concerns about unethical behavior, actual or suspected fraud or violation of the company's code of conduct or ethics policy.

During the Financial Year 2019-20 there was no complaint reported by any Director or employee of the company under this mechanism.

(iv) EXTRACT OF ANNUAL RETURN:-

Pursuant to sub-section 3(a) of Section 134 and sub-section (3) of Section 92 of the Companies Act 2013, read with Rule 12 of the Companies (Management and Administration) Rules, 2014 the extracts of the Annual Return in MGT-9 as at March 31, 2020 to be set out in **Annexure-2** to the Director's Report.

AUDITORS & AUDITORS' REPORT:

(a) Statutory Auditors & Audit Report:

During the year, Mr. Amit Mehrotra (M.No. 72704) of M/s Amit Mehrotra & Associates, Chartered Accountants [Firm Registration No. 003597C] Statutory Auditors of the Company, has ceased to be Statutory Auditor of the Company due to his sudden death on 26-01-2020. Therefore, Directors of Company has identified a suitable auditor and appointed to conduct the statutory audit of the Company for the Financial Year 2019-20

On the recommendations of Audit Committee, the Board has appointed M/s. Anupam Ashish & Associates, Chartered Accountants [Firm Registration No. 0009432C], Kanpur holding a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India, as Statutory Auditors of the Company for the Financial Year 2019-20. Their term have completed on ensuing Annual General Meeting of the Company and their re-appointment shall be subject to approval of members at the ensuing Annual General Meeting.

Company has received consent and certificate of eligibility from M/s. Anupam Ashish & Associates, Chartered Accountants [Firm Registration No. 0009432C], Kanpur, in accordance with section 139, 141 and other applicable provisions of the Companies Act, 2013. The Board recommends for approval of members, their appointment for a period of 1 (one) years from the conclusion of 30th AGM till the conclusion of ensuing AGM.

The observations of the auditors are explained wherever necessary in appropriate notes to the accounts. Also, there is no adverse comment in the Auditor's Report.

(b) Secretarial Audit & Secretarial Audit Report:

Pursuant to Section 204 of the Companies Act, and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s P.R.Singh & Co., Practicing Company Secretary as secretarial auditor for conducting Secretarial Audit for all applicable laws for the Financial Year 2020. The Report of the Secretarial Audit Report to be set out in **Annexure-3** to the Director's Report.

There was observation made by the secretarial auditor in his report, which are as under:-

- 1- The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. However, We have identifying following statements are not filed with Stock Exchange within prescribed time lines i.e. 15-05-2020, which constitutes Non-Compliance of SEBI (LODR), 2015 :-
 - Reg. 13 (3) (Statement of shareholder complaints) for quarter ended March 31, 2020
 - Reg. 31 (1) (b) (Shareholding Pattern) for quarter ended March 31, 2020

Reply:-

According to Management, Due to Corona Pandemic, and registered office situated at hotspot area, both Statement has filed on 20-05-2020 (Due date is 15-05-2020). Therefore, Management has replied to MSEI Stock Exchange, and matter is under review of Stock Exchange.

PARTICULARS OF TRANSACTION WITH RELATED PARTIES

All related party transactions that were entered during the financial year were on arm's length basis and were in the ordinary course of business. Particulars of all contracts and arrangements with related parties referred to in Section 188(1) of the Companies Act, 2013 in the prescribed Form AOC-2, is appended as **Annexure 4** to the Board's Report.

INDEPENDENT DIRECTORS

During the year, the Independent directors of the Company had no pecuniary relationship or transactions with the Company, other than sitting fees and reimbursement of expenses incurred by them for the purpose of attending meetings of the Company. Based on the declaration(s) of Independent Directors, the Board of Directors recorded their opinion that the Independent Directors are independent of the management and have fulfilled the conditions as specified in the Companies Act, 2013 and Rules made there under as well as concerning provisions of SEBI (LODR) Regulations, 2015. The company has received necessary declaration from each independent director under section 148 (7) of the Companies act, 2013, that he/she meets the criteria of independence laid down in Section 149 (6) of the Companies act, 2013.

The Board is of the opinion that the Independent Directors of the Company possess requisite qualifications, experience and expertise in the fields of finance, management, strategy, auditing, tax and risk advisory services, infrastructure, banking, insurance, financial services, investments, mining & mineral industries and they hold highest standards of integrity. Regarding proficiency, the Company has adopted requisite steps towards the inclusion of the names of all Independent Directors in the data bank maintained with the Indian Institute of Corporate Affairs, Manesar ('IICA'). Accordingly, the Independent Directors of the Company have registered themselves with the IICA for the said purpose. In terms of Section 150 of the Act read with Rule 6(4) of the Companies (Appointment & Qualification of Directors) Rules, 2014, the Independent Directors are required to undertake online proficiency self-assessment test conducted by the IICA within a period of one (1) year from the date of inclusion of their names in the data bank. The IICA is yet to commence the online proficiency self-assessment test and hence, the said online proficiency self-assessment test will be undertaken by the Independent Directors of the Company as and when such test will be made available.

DIRECTOR'S RESPONSIBILITY STATEMENT:-

In accordance with the requirements of Section 134(5) of the Companies Act, 2013, it is hereby confirmed that:-

- a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;

- c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d) the directors had prepared the annual accounts on a going concern basis;
- e) the directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively; and
- f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

CORPORATE GOVERNANCE:

In accordance with Regulation 15 of the SEBI(LODR), Regulations, 2015 the Corporate Governance provisions are not applicable to your Company as the Paid up Equity Share Capital of the Company is not exceeding Rs. 10 Crores and Net Worth of the Company is not exceeding Rs. 25 Crores as on the last day of previous financial year. Accordingly Corporate Governance Report, Certification from Practicing Company Secretary and Certification from CEO/CFO are not given in Annual Report.

EMPLOYEES REMUNERATION

- (i) In terms of the provisions of Section 197 (12) of the Companies Act, 2013, read with Rule 5 (2) and (3) of the Companies (Appointment and Remuneration) Rules, 2013 as amended, the names and other particulars of the employees are not required to be set out in the Directors' Report as none of the employee is drawing the remuneration as prescribed under Rule 5(2)(i).

In terms of Section 136 of the Companies Act, 2013 the Annual Report excluding the aforesaid information is being sent to all the Members of the Company and others entitled thereto. Members who are interested in obtaining such particulars may write to the Chief Financial Officer of the Company at its Registered Office.

- (ii) The ratio of the remuneration of each director to the median employee's remuneration and other details in terms of sub-section 12 of Section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are not required to be set out in the Director's Report as none of the Directors are drawing remuneration owing to the limited profits available in the company as detailed in.

DIRECTORS:**Appointment**

No director has been appointed during the financial year 2019-20

Re-appointment

In accordance with provisions of the Act and the Articles of Association of the Company, Mr. Ashraf Wali Khurram (DIN: 00646213) is liable to retire by rotation and is eligible for re-appointment. The disclosures required pursuant to SEBI Listing Regulations are given in the Notice of the AGM, forming part of the Annual Report. Resolution proposing his appointment is set-out in the notice calling ensuing AGM.

Beside this, Mrs. Nuzhat Ramzi (DIN: 06552692) and Mr. Shariq Jamal (DIN:07668886) proposed to be re-appointed as Independent director, not liable to retire by rotation, for the period of 5 years commencing from 30-09-2020. The disclosures required pursuant to SEBI Listing Regulations are given in the Notice of the AGM, forming part of the Annual Report. Resolution proposing his appointment is set-out in the notice calling ensuing AGM.

On receipt of representation under section 160 of the Companies Act, 2013, The Board of directors has decided to appoint Mr. Ahsan Zaheer (DIN: 08848677) as Independent Director of the Company not liable to retire by rotation, for the period of 5 years commencing from 30-09-2020. The disclosures required pursuant to SEBI Listing Regulations are given in the Notice of the AGM, forming part of the Annual Report.

Resolution proposing his appointment is set-out in the notice calling ensuing AGM.

RISK MANAGEMENT POLICY

Pursuant to the requirement of Section 134(3) (n) of the Companies Act, 2013, the Company has already in place a Risk Management Policy which was reviewed by the Audit Committee and approved by the Board of Directors of the Company. The Policy provides for a robust Risk Management Framework to identify and assess risks such as operational, strategic, financial, security, property, regulatory, reputational and other risks and that there is an adequate Risk Management Infrastructure in place capable of addressing these risks. Audit Committee of the Company has been entrusted with responsibility to assist the Board in the matters which are given below:

INTERNAL CONTROL SYSTEM

The Board has adopted policies and procedures for ensuring orderly and efficient conduct of its business including adherence to the company's policies, the safeguarding of its assets, prevention and detection of fraud, error reporting mechanisms, the accuracy and completeness of the accounting records and the timely preparation of reliable financial disclosures.

INDEPENDENT DIRECTORS MEETING

During the year under review, the Independent Directors met on 28th February, 2020, inter-alia, to discuss:

- Evaluation of the performance of Non independent Directors & the Board of Directors as whole;
- Evaluation of the performance of the Chairman of the Company, taking into account the views of the executive and non-executive directors.
- Evaluation of the quality, content and timelines of flow of information between the management and the board that is necessary for the board to effectively & reasonably perform its duties.

PERFORMANCE EVALUATION

Formal Annual evaluation has been made by the Board of its own Performance and that of its Committees & Individual Directors during the meeting of Board of Directors and by common discussion with concerned persons.

IMPACT OF COVID-19 PANDEMIC

The COVID-19 outbreak was declared a pandemic by World Health Organization in the end of the financial year, causing social and economic turbulence. The operations of the Company were impacted in the month of March, 2020 due to temporary shutdown of all plants following nationwide lockdown announced by the Government of India because of COVID-19 outbreak. The business continuity was considered at the utmost priority with the safety and security of the plants and manpower during the lockdown period so as to ensure smooth restart of operations at the short notice. Employees have been working from home and Company management has been in continuous engagement with them. Standing operating procedures were prepared to develop awareness amongst the employees about the social distancing, sanitization, thermal screening and wearing mask. Core teams have been formulated across the plants to respond the rapidly changing scenario.

The Company has resumed operations at its plants gradually with the Government approval and following the guidelines of Ministry of Home Affairs, Government of India with close monitoring/ implementation of directives/ guidelines issued by regulatory bodies from time to time. Leather products demand is expected to remain sluggish due to COVID-19 situation and resulting shortage of raw materials and demands from foreign countries. The Company's financial resources remain entirely protected inspite of adverse impact on its operations during the lockdown.

The Company will continue to closely monitor any material changes to future economic conditions, which are subject to uncertainties that COVID-19 outbreak might pose on economic recovery. The Company has also disclosed the material impact of COVID-19 pandemic on the Company to the stock exchanges basis 'SEBI circular SEBI/ HO/CFD/CMD1/CIR/P/2020/84 dated 20th May, 2020 regarding disclosure by listed entities on the impact of COVID-19 pandemic on the business, performance and financials of the Company

to the Stock Exchanges’.

On account of rapidly changing scenario due to COVID-19, Company management is in continuous coordination with all the stake holders so that the timely actions are taken to combat the situation. The management is well aware of the fact that the current business environment may pose challenges in the near term, but it also provides opportunities in the short, medium, and long term.

ACKNOWLEDGMENTS:

The Directors would like to express their sincere appreciation for the cooperation and assistance received from the Authorities, Stock Exchanges, Associates, Bankers as well as our Shareholders at large during the year under review.

The Directors also wish to place on record their deep sense worker of appreciation for the commitment, abilities and hard work of all executives, officers and staff who enabled Company to consistently deliver satisfactory and rewarding performance even in the challenging economic conditions.

DATE : 31-08-2020**PLACE: KANPUR****20/157, Patkapur,
Kanpur-208001****By Order of the Board
For ACE EXPORTS LIMITED***Sd/-***[R.S. ROOFI WAKI]
MANAGING DIRECTOR
DIN: 00641653**

ANNEXURE TO DIRECTOR'S REPORT**CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND EXPENDITURE**

As required Under Section 134(3) (m) of the Companies Act, 2013 read with the Companies (Disclosure of particulars in the report of the Board of Directors) Rules, 1988 and Rule 8 (3) of Companies (Accounts) Rules, 2014 and forming part of the report of the Directors.

CONSERVATION OF ENERGY

- a. Company ensures that manufacturing operations are conducted in a manner whereby optimum utilization and maximum possible savings of energy is achieved.
- b. No specific investment has been made in reduction in energy consumption.
- c. The total energy consumption as per prescribed Form 'A' is as under:-

PART A:- POWER AND FUEL CONSUMPTION**Electricity:-**

	For Year ended 31.03.2020	For Year ended 31.03.2019
Amount Paid for Power and Fuel	25,15,814.16	25,61,902.98
Coal	0.00	0.00
Internal/ Other Generation System	0.00	0.00

TECHNOLOGY ABSORPTION

The Company has not absorbed or adopted any technology during the year

RESEARCH & DEVELOPMENT

Research and Development on improving the production process, yield and quality is ongoing exercise, Expenditure on Research and Development and its benefit is not separately quantified at present, since it is continuous exercise merged in the manufacture and quality and quality control activity.

FOREIGN EXCHANGE EARNINGS / OUTGOES

- i) During the year under review the detail of Foreign exchange Earning/ outgoing are as under.

Value Foreign Earning and Outgoings (C.I.F. Basis)	31.03.2020	31.03.2019
Value of Import of Raw Material (INR)	35,795.28	53,227.04
Value of Export (INR)	12,06,320.00	17,17,558.00

Form No. MGT-9

EXTRACT OF ANNUAL RETURN

As on the financial year ended on 31.03.2020

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

CIN	L19111UP1990PLC012053
Registration Date	05.07.1990
Name of the Company	ACE EXPORTS LIMITED
Category	Company Limited by shares
Sub-Category of the Company	Indian Non Government Company
Registered Office	20/157, PATKAPUR KANPUR-208001 UTTAR PRADESH
Whether listed company	Yes
Name, Address and Contact details of Registrar and Transfer Agent, if any	Skyline Financial Services Private Limited D-153A, 1st Floor, Okhla Industrial Area, Phase-I, New Delhi-110020 (DL) 011-2681 2682-83 and 011-64732681-88 info@skylinerta.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1.	FOOTWEAR (SHOES)	64011090	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -

Sl.	NAME AND ADDRESS OF THE COMPANY	HOLDING/ SUBSIDIARY / ASSOCIATE	% of shares held	Applicable
				ion

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

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year			% change in share holding during the year
	Demat	Physical	Total	% of Total Shares	% of Total Shares	Demat	Physical	
Promoters (1) Indian a) Individual/ HUF	2333200	0	2333200	43.27	43.27	2333200	0	0

b)Central Govt	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-
d) Bodies Corp.	-	-	-	-	-	-	-	-
e)Banks / FI	-	-	-	-	-	-	-	-
f) Any Other....	-	-	-	-	-	-	-	-
Sub-total (A) (1):-	2333200	-	2333200	43.27	43.27	2333200	-	0
(2) Foreign	-	-	-	-	-	-	-	-
a) NRIs Individuals	-	-	-	-	-	-	-	-
b) Other Individuals	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-
e) Any Other....	-	-	-	-	-	-	-	-
Sub-total (A) (2):-	-	-	-	-	-	-	-	-
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	2333200	-	2333200	43.27	43.27	2333200	-	0

B. Public Shareholding								
(1.) Institutions								
a) Mutual Funds								
b) Banks / FI	0	200	200	0	0	0	200	0
c) Central Govt								
d) State Govt(s)								
e) Venture Capital Funds								
f) Insurance Companies								
g) FII								
h) Foreign Venture Capital Funds								
i) Others (specify)								
Sub-total (B)(1):-	0	200	200	0	0	0	200	0
(2.) Non- Institutions								
a) Bodies Corp.								
i) Indian	0	10200	10200	0.19	0.19	0	10200	0
ii) Overseas								
b) Individuals								
i) Individual shareholders holding nominal share capital upto Rs. 2 lakh	17900	3031300	3049200	56.54	56.52	21600	3026600	-0.02
ii) Individual shareholders holding nominal share capital in excess of Rs 2 lakh								
c) Others (specify)								
-Non-Resident Indian	0	0	0	0	0.02	1000	0	+0.02
Sub-total (B)(2):-	17900	3041500	3059400	56.73	56.73	22600	3036800	0
Total Public Shareholding (B)=(B)(1)+ (B)(2)	17900	3041700	3059600	56.73	56.73	22600	3037000	0
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	2351100	3041700	5392800	100	100	2355800	3037000	0

(ii) Shareholding of Promoters

Sl.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	
1	R.S ROOFI WAKI	728000	13.499	0	728000	13.499	0	0
2	SHABANA ROOFI	692000	12.832	0	692000	12.832	0	0
3	M.NADEEM WAKI	403900	7.491	0	403900	7.491	0	0
4	M. ADNAN WAKI	404100	7.491	0	404100	7.491	0	0
5	SARAH WAKI	80200	1.487	0	80200	1.487	0	0
6	M.A.W	25000	0.463	0	25000	0.463	0	0
	Total	2333200	43.27	0	2333200	43.27	0	0

(iii) Change in Promoters' Shareholding (please specify, if there is no change)

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	2333200	43.26	2333200	43.26
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	NO CHANGE			
	At the End of the year	2333200	43.26	2333200	43.26

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and

Sl.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	23800	0.46	23800	0.46
	Date wise Increase/ Decrease in Shareholding during the year specifying the reasons for increase/ decrease(e.g. allotment/ transfer/bonus/ sweat equity etc):	NO CHANGE			
	At the End of the year (or on the date of separation, if separated during the	23800	0.46	23800	0.46

*Holders of GDRs and ADRs):**(v) Shareholding of Directors and Key Managerial Personnel:*

Sl.	For Each of the Directors and KMP	Shareholding at the beginning of		Cumulative Shareholding during the	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	1445000	26.79	1445000	26.79
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	NO CHANGE			
	At the End of the year	1445000	26.79	1445000	26.79

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	22108856.07	0	0	22108856.07
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	22108856.07	0	0	22108856.07
Change in Indebtedness during the financial year				
· Addition	0.00	400000.00	0	400000.00
· Reduction	944141.52	0	0	944141.52
Net Change	944141.52	400000.00	0	(-)544141.52
Indebtedness at the end of the financial year				
i) Principal Amount	21164714.55	400000.00	0	21564714.55
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	21164714.55	400000.00	0	21164714.55

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A Remuneration to Managing Director, Whole-time Directors and/or Manager:

S I	Particulars of Remuneration	Name of MD/WTD/ Manager				Total Amount
		RIAZ SAEED ROOFI WAKI	---	---	----	
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	10,80,000/-				10,80,000/-
2.	Stock Option					
3.	Sweat Equity					
4.	Commission - as % of profit - others, specify...					
5.	Others, please specify					
	Total (A)	10,80,000/-	0	0	0	10,80,000/-
	Ceiling as per the Act					

B Remuneration to other directors:

SI	Particulars of Remuneration	Name of Directors				Total Amount
		-----	----	---	---	
	Independent Directors · Fee for attending board committee meetings · Commission · Others, please specify					
	Total (1)					
	Other Non-Executive Directors · Fee for attending board committee meetings · Commission · Others, please specify					
	Total (2)					
	Total (B)=(1+2)					
	Total Managerial Remuneration					
	Overall Ceiling as per the Act					

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

SI	Particulars of Remuneration	Key Managerial Personnel				
		CEO	Company Secretary	CFO	CFO	Total
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961		Sajid Iqbal Rs. 2,64,000/-	Khurshed Ahmad Warsi Rs. 2,64,000/-		Rs. 5,28,000/-
2.	Stock Option					
3.	Sweat Equity					
4.	Commission - as % of profit - others, specify					
5.	Others, please specify					
	Total		Rs. 2,64,000/-	Rs. 2,64,000/-		Rs. 5,28,000/-

VII PENALTIES/PUNISHMENTS/COMPOUNDING OF OFFENCES:

TYPE	SECTION OF THE COMPANIES ACT	BRIEF DESCRIPTION	Details Of Penalty/ Punishment / Compounding Fees Imposed	Authority [RD/NCLT/COURT]	Appeals made, if any (give detail
A. COMPANY					
Penalty	-	-	-	-	-
Compounding	-	-	-	-	-
B. DIRECTORS					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
C. OTHER OFFICERS IN DEFAULT					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

Form No. MR-3

SECRETARIAL AUDIT

REPORT FOR THE FINANCIAL YEAR ENDED 31.03.2020

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
ACE EXPORTS LIMITED.

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by ACE EXPORTS LIMITED (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the ACE EXPORTS LIMITED books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31.03.2020 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by ACE EXPORTS LIMITED ("the Company") for the financial year ended on 31.03.2020 according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made there under;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA) and the rules made there under;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder;
- v. The Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act,1992 ('SEBI Act') viz.:
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - d. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
 - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations. 2008;
 - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;
 - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
 - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; and

- i. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. However, We have identifying following statements are not filed with Stock Exchange within prescribed time lines i.e. 15-05-2020, which constitutes Non-Compliance of SEBI (LODR), 2015 :-
 - (1) Reg. 13 (3) (Statement of shareholder complaints) for quarter ended March 31, 2020
 - (2) Reg. 31 (1) (b) (Shareholding Pattern) for quarter ended March 31, 2020

According to Management, both Statement has filed on 20-05-2020(Due date is 15-05-2020), Therefore, Management have replied to MSEI Stock Exchange, and matter is under review of Stock Exchange.
- vi. Other laws specifically applicable to the company, namely:
 - a. Factories Act, 1948
 - b. Payment of Wages Act, 1936
 - c. The Minimum Wages Act, 1948
 - d. Environment Protection Act, 1986
 - e. The Air (Prevention & Control of Pollution) Act, 1981
 - f. The Water (Prevention & Control of Pollution) Act, 1974
 - g. The Hazardous Wastes (Management, Handling and Transboundary Movement) Rules, 2008
 - h. The Apprentices Act, 1961
 - i. The Employees' Compensation Act, 1923
 - j. The Maternity Benefit Act, 1961
 - k. Payment of Gratuity Act, 1972
 - l. The Payment of Bonus Act, 1965
 - m. The Employees' Provident Fund and Miscellaneous Provisions Act, 1952
 - n. Employees' State Insurance Act, 1948
 - o. The Central Goods And Services Tax Act, 2017

We have also examined compliance with the applicable clauses of the following:

(1) Secretarial Standards issued by The Institute of Company Secretaries of India.

(2) The Listing Agreement entered into by the Company.

During the year under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc mentioned above.

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

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

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

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

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

Date : 30-06-2020

Place : Kanpur

**P.R. SINGH & CO.
(Company Secretaries)
Sd/-**

**(Pushp Raj Singh)
FCS Membership No. 4719
C P No.: 3792
UDIN:- F004719B000403480**

Note: This report is to be read with our letter of even date which is annexed as '**ANNEXURE-1**' and forms an integral part of this report.

'ANNEXURE-1'

To,
The Members,
ACE EXPORTS LIMITED
20/157, Patkapur
Kanpur-208001 (U.P.)

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

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

Date : 30-06-2020
Place : Kanpur

P.R. SINGH & CO.
(Company Secretaries)
Sd/-

(Pushp Raj Singh)
FCS Membership No. 4719
C P No.: 3792
UDIN:- F004719B000403480

Annexure-4

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES REFERRED TO IN SECTION 188(1) OF THE COMPANIES ACT, 2013

FORM NO. AOC -2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arms length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions not at Arm's length basis.

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	
b)	Nature of contracts/arrangements/transaction	
c)	Duration of the contracts/arrangements/transaction	
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	Nil
e)	Justification for entering into such contracts or arrangements or transactions'	
f)	Date of approval by the Board	
g)	Amount paid as advances, if any	
h)	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	

2. Details of material contracts or arrangements or transactions at Arm's length basis.

SL. No.	Particulars	Details	Details
a)	Name (s) of the related party & nature of relationship	Mohd. Adnan Waki (Relative)	Mohd. Nadeem Waki (Relative)
b)	Nature of contracts/arrangements/ transaction	Salary	Salary
c)	Duration of the contracts/arrangements/ transaction	Mutual Consent	Mutual Consent
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	As above	As above
e)	Date of approval by the Board	N.A	N.A
f)	Amount paid as advances, if any	Nil	Nil

Management Discussion and Analysis Report

Industry structure and Developments

The footwear sector is a very significant segment of the leather industry in India; rather it is the engine of growth for the entire Indian leather industry. India is the second largest global producer of footwear after China, accounting for 13% of global footwear production of 16 billion pairs. India produces approximate 2,000 Million pairs annually in different categories of Footwear. India exports about 115 million pairs.

Thus, nearly 95% of its production goes to meet its own domestic demand. The major production centers in India are Chennai, Ranipet, Ambur in Tamil Nadu, Mumbai in Maharashtra, Kanpur and Agra in U.P., Jalandhar in Punjab, Delhi, Karnal, Ludhiana, Sonapat, Faridabad, Pune, Kolkata, Calicut and Ernakulam. About 1.10 million workforce are engaged in the footwear manufacturing industry.

Footwear exported from India are Dress Shoes, Casuals, Moccasins, Sport Shoes, Horrachies, Sandals, Ballerinas, Boots, Sandals and Chappals made of rubber, plastic, P.V.C. and other materials.

The Footwear sector is now de-licensed and de-reserved, paving the way for expansion of capacities on modern lines with state-of-the-art machinery. To further assist this process, the Government has permitted 100% Foreign Direct Investment through the automatic route for the footwear sector.

Conducive Investment climate towards attracting overseas investments and increasing cost competitiveness. The Government of India is setting up dedicated Footwear Complex and Footwear Components Part where footwear clusters are located.

The challenge for Indian Footwear Industry is large but anticipating India to become amongst top 5 Superpowers in 2030, our consumption rates can reach as high as 7-8 Pairs. In such a scenario, India would need to produce anywhere between 8-10 billion pairs consider yearly population growth.

Consolidating mid-term status by 2020, the potential target for Indian Footwear Industry will equalize consumption pattern of 3-4 pairs. With six/seven years to go, Our Country need to scale our production from current level of 2 billion pairs to nearly 5 billion pairs at a CAGR rate of 30-40%.

(Source:- <https://retail.economicstimes.indiatimes.com/re-ales/indian-footwear-industry-a-perspective/81>)

Footwear – Global Scenario and India's share

The global import of Footwear (both made of leather as well as non-leather) increased from US\$ 124.43billion in 2013 to US\$ 134.943 billion in 2017, growing at a CAGR of 2.1%. During 2017, the India's share in the global import is 2%. *(Source:- <http://indiatradefair.com/>)*

Footwear is the engine of growth of the leather industry in India. India's export of Footwear touched US\$ 1933.13 million in 2016-17, accounting for a share of 45 % in India's total export from the leather sector of US\$ 5739.93Mn.

- India's export of leather footwear had increased from US\$ 2018.18 million in 2012-13 to US\$ 1933.13 million in 2016-17.
- India's export of footwear components had increased from US\$ 320 million in 2012-13 to US\$ 335.24 million in 2016-17
- India's export of non-leather footwear has increased from US\$ 202.06 million in 2012-13 to US\$ 296.68 million in 2016-17

(Source:- India trade fair Report-2019)

However, As per officially notified DGCI&S monthly export data, the export of Leather and Leather products for the period April 2019-March 2020 touched US \$ 5070.55 Mn as against the performance of US \$ 5691.09 Mn in April 2018-March 2019, recording a decline of 10.90%. In rupee terms, the export touched INR 359503.25 Mn in April 2019-March 2020 as against INR 397937.38 Mn in April 2019-March 2019, registering a decline of 9.66%.

India's Export of Different categories of Footwear

(Value in Million US\$)

Particular	2019-20	2018-19	% Variation	% Share
Leather Footwear	2081.64	2195.54	-5.19%	41.05%
Footwear Components	261.67	319.10	-18.00%	5.16%
Non-Leather Footwear	281.97	392.65	-27.18%	5.56%
Total	2625.28	2907.29		

(Source:- DGCI & S)

As per records of DGCI&S, India's export of Leather and Leather Products for the period April – March 19 – 20 touched US \$ 5070.55 Mn as against the performance of US \$ 5691.09 Mn in the corresponding period of last year, recording a decline of 10.90%.

Export of different categories of Footwear holds a major share of about 51.77% in India's total leather & leather product exports with an export value of US \$ 2625.29 Mn. This is followed by Leather Goods & Accessories with a share of 26.44%, Finished Leather 10.34%, Leather Garments 8.46% and Saddlery & Harness 2.99%.

Opportunities

The Indian footwear and leather industry is export-oriented and the government is taking initiatives to increase the leather and footwear export. The government has also announced INR 26,000 million (USD 364 million) incentive package for the leather and footwear industry. This will help players operating in the organized sector better deal with pricing pressure, along with employing 300,000 people. Under the National Skill Certification & Monetary Reward Scheme, around 60,358 youth have been trained for various jobs in the leather and footwear industry since July 2015. Beside this, due to Corona crisis industry is hopeful to reduce its labour cost. Now these days, Indian government take initiative to promote make in India programme, which become very helpful for Indian leather industry.

Threats

Nearly 85% of the Indian footwear industry comprises of unorganized players. These players sell their products at unimaginably low prices and have benefits such as lower sales tax, lower overhead cost, lower labor cost and absence of research and development (R&D) expenses. This will intensify competition as organized players will pass the price benefits to the consumers, while unorganized players try to enter the organized space. Beside this, Chinese goods and non-leather footwear products is a potential threat to our business and Company is working forward thwarting the said threat.

Impact of COVI-19 on Company

The operations of the Company was shut down as per the lockdown directives of Government, which may affect the upcoming financial results for financial year 2020-21, and will have an impact on the Financials for the year 2020-21. There is lots of wastage of Materials which were work in progress. Due to which The Company has not mitigated the export targets and many orders still on reconfirmation from buyers. Foreign buyers is avoiding to reconfirming the previous orders, as the company still unable to fulfill their previous orders.

On the other hand, the Raw material was not available at local level. during pandemic supplier chain has affected and prices of Raw Materials expected to increase.

Segment-Wise Performance

The Company's business segments is only Shoe Division. During the year under review, revenue from the Shoe Division decreased to 10.06 Crore as against 11.73 Crore in the previous year.

Domestic Sales

During the year under review, the Company focused primarily on developing and expanding the domestic market. Domestic sales stood at Rs. 10.06 Crore as against Rs. 11.73 Crore in the previous year.

ISO CERTIFICATION

Your Company has successfully completed its certification audit for a period of three (3) years for the ISO 9001:2015, 14001:2015 and 45001:2018, thereby meeting the global quality and international standards.

Details of significant changes in key financial ratios alongwith explanation

In compliance with the requirement of the Listing Regulations, the key financial ratios of the Company alongwith explanation for significant changes (i.e., for change of 25% or more as compared to the immediately previous financial year will be termed as 'significant changes'). Accordingly, the Company has no Significant changes during the year.

Outlook

From the reports available in public domain, it is believed that the global economic recovery is in its way. It is only hoped that the growth momentum gathers, steam soon and fast. Indian Footwear industry is generally competitive and considering the positive business conditions developing, outlook for Footwear appears to be good. The Company is actively engaged in taking appropriate steps to grab these opportunities in order to improve its market share.

Risks and Concerns

The Chinese Products, Non-Leather goods, Counterfeit products and technology obsolescence are the risk factors of footwear industry. Besides that, the Government policies and volatile economic environment have a bearing on the overall performance of the company. Continuous Quality Improvement as well as maintaining a balance between the quality and price of products is the need of hour as there are different demand pattern all over the world

Internal Control Systems and their Adequacy

The Company's internal control systems are commensurate with the nature and size of its business. These systems ensure that all assets of the Company are safeguarded and protected against any loss or damage and that all transactions are properly authorized, recorded and accounted for..

Material Developments in Human Resources/ Industrial Relations Front, Including Number of People Employed

It is the Company's firm belief that its people constitute the primary source of its sustainable competitive advantage. For success in the footwear market, skills and workmanship are important to create superior products with excellent finish and to accomplish the same, Company regularly strives to train and equip its employees as per the Industry demand.

Cautionary Statement

Statement in this Management Discussion and Analysis describing the Company's objective, projects, estimates and expectations may be 'forward-looking statement' within the meaning of applicable laws and regulations. Actual results may vary significantly from the forward-looking statements contained in this document due to various risks and uncertainties. Several factors could make a significant difference to the Company's operations. These include economic conditions, government regulations and tax laws, political situation, natural calamities, among others, over which the Company does not have any direct control.

DATE : 31-08-2020**PLACE: KANPUR****Registered Office:****20/157, Patkapur,
Kanpur-208001****By Order of the Board
For ACE EXPORTS LIMITED***SD/-***[R.S. ROOFI WAKI]
MANAGING DIRECTOR
DIN: 00641653**

INDEPENDENT AUDITORS' REPORT

To the Members of ACE EXPORTS LIMITED.

Report on the Audit of Financial Statements

Opinion

We have audited the accompanying financial statements of ACE EXPORTS LIMITED (“the Company”) which comprises the Balance Sheet as at 31st March, 2020, the Statement of Profit & Loss and Statement of Cash Flow for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information [hereinafter referred to as “the financial statements”].

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 (“the Act”) in the manner so required and give a true and fair view in conformity with the Indian Accounting Standard prescribed under section 133 of the Act read with rules there under and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020, and profit and its cash flow for the year ended on that date.

Basis for Opinion

We conducted our audit of the financial statements in accordance with Standards on Auditing specified under Section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor’s Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules there under, and we have fulfilled our ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Key Audit Matters

Key Audit Matters are those matters that, in our professional judgment were of most significant in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of financial statements as a whole, and we have determined that there are no key audit matters to communicate in our report.

Going Concern Key Considerations amid – COVID-19

We draw attention to Note No. 24 in the Financial Statements regarding Key consideration for Going concern for the Company amid COVID-19. The Management’s Plan to deal with the event or condition do not give rise to any material uncertainty. The disclosure are considered to be adequate. Hence, unmodified opinion is being issued in this regard.

Information Other than the financial statements and Auditor’s Report Thereon

The Company’s Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board’s Report including Annexure to Board’s Report but does not include the financial statements and our auditor’s report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

Responsibility of Management for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act.

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

The Board of Directors are also responsible for overseeing the company's financial reporting process.

Auditors' Responsibility for Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that include our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omission, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosure made by management.

- Conclude on the appropriateness of management’s use of going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company’s ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor’s report to the related disclosure in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor’s report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among the matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable , related safeguards.

Report on Other legal and Regulatory Requirements

1. As required by the Companies (Auditors’ Report) Order, 2016 (“the Order”) issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the **Annexure “A”** a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
 - (a) We have sought and obtained all information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
 - (b) In our opinion, proper books of accounts as required by law have been kept by the Company, so far as appears from our examination of those books.
 - (c) The Balance sheet, the Statement of Profit & Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of accounts.
 - (d) In our opinion, the aforesaid financial statement comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts)Rules,2014.
 - (e) On the basis of the written representations received from the directors as on 31st March, 2020 taken on records by the Board of Directors, none of the directors is disqualified as on 31st March, 2020, from being appointed as a director in terms of Section 164(2) of the Act.
 - (f) With respect to the adequacy of the internal financial controls over financial reporting of the company and the operating effectiveness of such controls, refer to our separate report in **“Annexure B”**. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the company’s internal financial controls over financial reporting.
 - (g) With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules 2014, in our opinion and to the best of our information and according to the explanations given to us:

- i. the company does not have any pending litigations which would impact its financial position;
- ii. The Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses;
- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For ANUPAM ASHISH & ASSOCIATES
CHARTERED ACCOUNTANTS
FRN 0009432C
Sd/-
(CA ASHISH AGARWAL)
Partner
M.No. 077823
UDIN: 20077823AAAABU9773

Place: Kanpur
Date: 30.06.2020

ANNEXURE “A” TO THE INDEPENDENT AUDITORS’S REPORT

(Referred to in paragraph 1 under ‘Report on Other Legal and Regulatory Requirements’ section of our report of even date) to the members of Ace Exports Limited on the financial statement for the year ended 31st March 2020.

- (i) In respect of its fixed assets:
 - (a) The Company is maintaining proper records showing full particulars, including quantitative details and situation of its fixed assets.
 - (b) According to the information and explanations given to us, these fixed assets have been physically verified by the management at reasonable intervals during the year and no material discrepancies were noticed on such verification.
 - (c) The disposal of fixed assets has been done in the normal course of business and it has not affected the going concern.
- (ii) In respect of Inventories:
 - (a) The inventories have been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable.
 - (b) The procedures of physical verification of inventory followed by the management is reasonable and adequate in relation to the size of the Company and the nature of its business.
 - (c) The Company is maintaining proper records of inventory. As far as we can ascertain and according to the information and the explanation given to us, the discrepancies noticed between the physical stocks and book stocks were not material and the same have been properly dealt with in the books of accounts.

- (iii) In respect of Loans & Advances:
As per the information and explanation given to us, the company has not granted any secured or unsecured loans from/to companies, firms or other parties listed in the register maintained under section 189 of the Act. Accordingly, (iii) (a) and (b) of the order are not applicable to the Company.
- (iv) In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business, for the purchase of inventory and fixed assets and for the sale of goods. During the course of our audit, no major weakness has been noticed in the internal controls in these respects.
- (v) The Company has not accepted any deposits from the public as per the directives issued by the Reserve Bank of India under the provisions of Section 73 to 76 or any other relevant provisions of the Act and the Rules framed there under. Accordingly, paragraph 3(v) of the Order is not applicable to the Company.
- (vi) As informed to us the Central Government has not prescribed maintenance of cost records under sub-section (1) of section 148 of the Act, in respect of the activities carried on by the Company.
- (vii) In respect of statutory dues:
The Company is regular in depositing undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income-tax, Sales tax / Value Added Tax, Wealth Tax, Service tax, GST, Custom Duty, Cess and any other statutory dues with the appropriate authorities.
- According to the information and explanations given to us, there are no undisputed amounts payable in respect of Income-tax, Wealth-tax, Service-tax, GST, Sales-tax / Value Added Tax, Custom duty and Cess as at 31st March, 2020, which were outstanding for a period of more than six months from the date they became payable.
- (viii) In our opinion, the accumulated losses of the company at the end of the financial year are less than fifty per cent of its net worth. The company has not incurred cash losses during the financial year covered by our audit and also in the preceding year.
- (ix) As per information and explanations given by the management, in our opinion the Company has not defaulted in repayment of dues taken from financial institution or banks.
- (x) According to the information and explanation given to us, the company has given guarantee for loans taken by others from bank or financial institutions. We are of the opinion that the terms and conditions thereof are not prima facie prejudicial to the interest of the Company.
- (xi) The term loans obtained by the company have been applied for the purpose for which they were obtained.
- (xii) To the best of our knowledge and belief and according to the information and explanations given to us, no fraud on or by the Company have been noticed or reported during the course of our audit.

**For ANUPAM
ASHISH & ASSOCIATES
CHARTERED ACCOUNTANTS
FRN 0009432C
Sd/-
(CA ASHISH AGARWAL)
Partner**

**Place: Kanpur
Date: 30.06.2020**

**M.No. 077823
UDIN: 20077823AAAABU9773**

Annexure -“B” to the Auditor’s Report**Report on the Internal Financial Controls under Clause (i) of Sub-section (3) of section 143 of the Companies Act, 2013 (“the Act”)**

We have audited the Internal Financial Controls over financial reporting of ACE EXPORTS LTD. (“the Company”) as of 31 March 2020 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

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

Auditors’ Responsibility

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

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

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

Meaning of Internal Financial Controls over Financial Reporting

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that:

- 1) pertains to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- 2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
- 3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2020, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For ANUPAM ASHISH & ASSOCIATES
CHARTERED ACCOUNTANTS
FRN 0009432C
Sd/-
(CA ASHISH AGARWAL)
Partner
M.No. 077823
UDIN: 20077823AAAABU9773**

**Place: Kanpur
Date: 30.06.2020**

ACE EXPORTS LTD.
Balance Sheet

Particulars	Notes Number	As At 31/03/2020	As At 31/03/2019
II. Assets			
(1) Non-current assets			
(a) Property Plant & Equipment	2	29,475,150.79	3,04,57,593.86
(b) Capital work-in-progress		-	-
(c) Intangible assets (Other than Goodwill)		-	-
(d) Intangible assets Under Development		-	-
(e) Investment ins Subsidiaries, associates/ Joint Ventures		-	-
Financial Assets		-	-
(i) Investments		-	-
(ii) Others		-	-
(g) Deferred tax assets (net)		-	-
(h) Other non-current assets		-	-
Total Non Current Assets (A)		<u>29,475,150.79</u>	<u>3,04,57,593.86</u>
(2) Current assets			
(a) Inventories	3	32,582,773.00	2,73,00,024.00
(b) Financial Assets			
(i) Investments			
(ii) Trade receivables	4	7,479,388.00	1,05,50,010.00
(iii) Cash and cash equivalents	5	1,312,177.19	8,80,941.03
(iv) Bank Balances other than (iii) above			
(v) Loans	6	5,218,740.64	15,43,072.94
(vi) Others			
(c) Current Tax Assets (Net)			
(d) Other current assets			
Total Current Assets (B)		<u>46,593,078.83</u>	<u>4,02,74,047.97</u>
Total Assets (A+B)		<u>76,068,229.62</u>	<u>7,07,31,641.83</u>
EQUITY AND LIABILITIES			
Equity			
(a) Equity Share Capital	7	5,39,28,000.00	5,39,28,000.00
(b) Other Equity	8	-14,885,867.31	-15,585,200.86
Total Equity (A)		<u>39,042,132.69</u>	<u>3,83,42,799.14</u>
Liabilities			
(1) Non-Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings			
(ii) Other Financial Liabilities	9	400,000.00	0.00
(b) Provisions			
Total Non Current Liabilities (B)		<u>400,000.00</u>	<u>0</u>
(2) Current Liabilities			
(a) Financial Liabilities	10	21,164,714.55	2,21,08,856.07
(i) Borrowings			
(ii) Trade payable	11	12,038,652.38	69,82,144.62
(iii) Other Financial Liabilities			
(b) Other Current Liabilities	12	156,326.00	28,419.00
(c) Provisions	13	3,266,404.00	32,69,423.00
Total Current Liabilities (C)		<u>36,626,096.93</u>	<u>3,23,88,842.69</u>
Total Liabilities		<u>37,026,096.93</u>	<u>3,23,88,842.69</u>
Total Equity & Liabilities (A+B+C)		<u>76,068,229.62</u>	<u>7,07,31,641.83</u>

Significant Accounting Policies:

The accompanying Notes are integral part of Financial Statements 1-34

As per our Auditor Report of even date attached hereto.

For ANUPAM ASHISH & ASSOCIATES

Chartered Accountants

FRN0009432C

For & on behalf of Board of Directors of**ACE EXPORTS LTD.**SD/-
CA ASHISH AGARWAL
Partner
M.no. 077823
Place : Kanpur
Date 30-06-2020SD/-
(Sajid Iqbal)
Company SecretarySD/-
(R.S. Roofi Waki)
Managing DirectorSD/-
(M.A. W.KHURRAM)
DirectorSD/-
(K.A. WARSII)
CFO

Statement of Profit and Loss for the Period Ended

Particulars	Notes Number	As At 31/03/2020	As At 31/03/2019
I. Revenue from operations	14	100,586,622.02	11,73,42,660.87
II. Other Income	15	19,654.00	67,774.19
III. Total Revenue (1+1)		<u>100,606,276.02</u>	<u>11,74,10,435.06</u>
IV. Expenses:			
Cost of materials consumed	16	55,941,828.62	6,92,64,352.98
Purchase of Stock-in-Trade	17	-	-
Changes in inventories of finished goods,work-in-progress and Stock-in-Trade stock in Trade	18	2,224,649.00	46,54,339.00
Employee benefit expense	19	9,132,449.32	84,42,402.00
Finance costs	20	1,723,929.98	10,83,747.12
Depreciation and amortization expense	2	2,263,287.53	24,26,846.02
Other expenses	21	28,620,798.02	3,10,06,911.60
Total Expenses		<u>99,906,942.47</u>	<u>11,68,78,598.72</u>
V. Profit/(Loss) before exceptional and extraordinary items and tax (III-IV)		699,333.55	5,31,836.34
VI. Exceptional Items		0.00	0.00
VII. Profit/(Loss) before extraordinary items and tax (V-VI)		699,333.55	5,31,836.34
VIII. Extraordinary Items		0.00	0.00
IX. Profit before tax (VII-VIII)		699,333.55	5,31,836.34
X. Tax expense:			
(a) Current tax			
(b) Deferred tax			
XI. Profit/(Loss) from the period from continuing operations (IX-X)		699,333.55	5,31,836.34
XII. Profit/(Loss) from discontinuing operations		0.00	0.00
XIII. Tax expense of discounting operations +B47		0.00	0.00
XIV Profit/(Loss) from Discontinuing operations (XII-XIII)		0.00	0.00
XV. Profit/(Loss) for the period (XI+XIV)		699,333.55	5,31,836.34
XVI Earning per equity share:			
(a) Basic		0.0129	0.0986
(b) Diluted			

Significant Accounting Policies:

The accompanying Notes are integral part of Financial Statements 1-34

As per our Auditor Report of even date attached hereto.

For ANUPAM ASHISH & ASSOCIATES

Chartered Accountants

FRN0009432C

For & on behalf of Board of Directors of

ACE EXPORTS LTD.

SD/-
CA ASHISH AGARWAL
Partner
M.no. 077823
Place : Kanpur
Date : 30-06-2020

SD/-
(Sajid Iqbal)
Company Secretary

SD/-
(R.S. Roofi Waki)
Managing Director

SD/-
(M.A. W.KHURRAM)
Director

SD/-
(K.A. WARSI)
CFO

Notes to the financial statements for the year ended March 31,2020

ANNEXURE - 1

1- Significant Accounting Policies

1.1 Basis of Accounting

- 1.1.1 The financial statements have been prepared under the historical cost convention, in accordance with generally accepted accounting principles in India and the Accounting Standards issued by the Institute of Chartered Accountants of India and referred to in Section 133 of the Companies Act 2013 read together with paragraph 7 of the Companies (Accounts) Rules 2014.
- 1.1.2 The fundamental accounting assumptions relating to going concern, consistency and accrual have been followed.
- 1.1.3 Accounting concepts followed during the year are prudence, substance over form and materiality.
- 1.1.4 Accounting Policies not specifically referred to otherwise be consistent and in consonance with Generally Accepted Accounting Principles consistently followed by the company.
- 1.1.5 **Use of Estimates**
The preparation and presentation of financial statements requires estimates and assumptions and/or revised estimates and assumptions to be made that affect the reported amount of assets and liabilities and disclosure of contingent liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Differences between the actual results and estimates are recognised in the period in which the results are known /materialised.
- 1.1.6 Exports Incentives are accounted for to the extent considered receivable by the management.

1.2 Fixed Assets and Depreciation

All Fixed Assets are stated at cost which comprises the cost price, levies, duties and other direct administrative expenses which have been incurred to bring the assets into intended use.

a) The useful life of Fixed Assets have been revised in accordance with the Schedule II of the Companies Act 2013, which is applicable from the accounting period on or after 1st April 2014. Accordingly an additional depreciation has been reassessed on assets whose useful life has been reassessed as given in annexed annexure No.2 of Fixed Assets (which is subject to final reconciliation and adjustment if any).

b) No. amount has been written off in respect of leasehold land.

1.3 Inventories

- I) Finished Goods : Is valued at cost or net realisable value whichever is lower
- II) FPS Licences are valued at the net realisable value which is estimated to realise.
- III) Raw Material and Packing Material are valued at cost (FIFO)

1.4 Gratuity

Provision has been made, for employees who have completed five years of employment and are eligible for Gratuity payment.

1.5 Exchange Rate Fluctuation

- a) Transactions in foreign currency are recorded at the exchange rates prevailing on the date of the transaction.
- b) Current assets and Current Liabilities being monetary items in foreign currency remaining unsettled at the year end are converted at the year end rates.

1.6 Earning Per Share

The earning considered in ascertaining the company's earning per share comprises the net profit/(loss) for the period attributable to equity shareholders. The number of shares used in computing basic earning per share is the weighted average number of shares outstanding during the year.

1.7 Provision for Current and Deferred Tax

Provision for current income tax is made on the taxable income using the applicable tax rules and tax laws. Deferred tax arising on account of timing difference and which are capable of reversal in one or more subsequent periods, is recognised using the tax rates and tax laws that have enacted or substantively enacted. Deferred tax assets are not recognised unless there is sufficient assurance with respect to reversal of the same in future years.

1.8 VAT claims are accounted for in the years in which VAT assessment is finalised by the Department.

Particulars	Notes Number	As At 31/03/2020	As At 31/03/2019
3 Inventories			
3.1 Raw Materials			
3.1.1 Valued at Cost		19,041,237.00	1,13,11,664.00
3.2 Packing Materials			
3.2.1 Valued at Cost		330,864.00	5,53,039.00
3.3 Finished Goods			
3.3.1 Valued at Cost		13,210,672.00	1,54,35,321.00
3.4 Focus Products			
3.4.1 Net Realisable Value		<u>32,582,773.00</u>	<u>2,73,00,024.00</u>
4 Trade Receivable (Unsecured considered goods):			
4.1 i Debts outstanding for over six months		0.00	0.00
ii Other debts		7,479,388.00	1,05,50,010.00
		<u>7,479,388.00</u>	<u>1,05,50,010.00</u>
5 Cash and Bank Balances			
5.1 Balance With Banks:			
In current accounts.		924,630.60	5,77,053.64
In fixed deposit accounts		238,500.00	238,500.00
5.2 Cash in Hand		149,046.69	65,387.49
		<u>1,312,177.19</u>	<u>8,80,941.03</u>
6 Short term Loans and Advances			
6.1 Unsecured considered good			
6.1.1 Other Advances		5,083,646.64	14,07,978.94
6.1.2 TDS		15,094.00	15,094.00
6.1.3 Security Deposits		120,000.00	120,000.00
		<u>5,218,740.64</u>	<u>15,43,072.94</u>
7 Share Capital			
Classification			
7.1.1 Authorised share capital			
7500000 equity shares of Rs.10 each		7,50,00,000.00	7,50,00,000.00
		<u>7,50,00,000.00</u>	<u>7,50,00,000.00</u>
7.1.2 Issued Capital			
5615400 equity shares of Rs.10 each		5,51,54,000.00	5,51,54,000.00
		<u>5,51,54,000.00</u>	<u>5,51,54,000.00</u>
7.1.3 Subscribed Capital			
5392800 equity shares of Rs.10/- each		53,928,000.00	53,928,000.00
		<u>53,928,000.00</u>	<u>53,928,000.00</u>
7.1.4 Paid up Capital			
5392800 equity shares of Rs.10/- each		5,39,28,000.00	5,39,28,000.00
		<u>5,39,28,000.00</u>	<u>5,39,28,000.00</u>

7.2 Details of shares held by shareholders holding more than 5% of the aggregate shares in the Company

R.S.Roofi Waki	728000 Shares 13.499%	728000 Shares 13.499%
Shabana Roofi	692000 Shares 12.832%	692000 Shares 12.832%
M.Nadeem Waki	404000 Shares 7.491%	404000 Shares 7.491%
M.Adnan Waki	404000 Shares 7.491%	404000 Shares 7.491%

8 Reserves and surplus

8.1 Surplus in the Statement of Profit & Loss

Balance at the beginning of the year	-15,585,200.86	-16,117,037.20
Add:Profit of the year	699,333.55	5,31,836.34
	-14885867.31	(1,55,85,200.86)

Long Term Borrowings

9 Other Long Term Liabilities

9.1.1 Unsecured Loans (From Director)

400,000.00	0.00
400,000.00	0.00
400,000.00	0.00

10 Short Term Borrowings

10.1 From Banks- PNB (C/C A/c)

PNB (P/C A/c)	4,707,422.85	77,08,856.07
PNB (C/A)	16,374,916.00	1,44,00,000.00
	82,375.70	0.00

10.1.1 Security-

Primary-

Secured against hypothecation of stock of Raw Material, Semi Finished and

Finished Goods of Fashion and Safety Footwear Leather Soles and Shoe Uppers.

21,164,714.55	2,21,08,856.07
---------------	----------------

11	Trade Payables				
	Trade Payables for Goods & Services (Cr)		12,038,652.38	69,82,144.62	
			<u>12,038,652.38</u>	<u>69,82,144.62</u>	
12	Other current liabilities				
12.1	TDS Payables		17,532.00	28,419.00	
12.2	Advance From Customers		138,794.00	0.00	
			<u>156,326.00</u>	<u>28,419.00</u>	
13	Short Term Provisions		3,266,404.00	32,69,423.00	
			<u>3,266,404.00</u>	<u>32,69,423.00</u>	
14	Revenue Form Operations				
(a)	Sale of products		100,545,271.02	11,70,67,145.87	
	Job Charges Recd.		5,200.00	2,31,000.00	
(b)	Sale of Import Licence		0.00	0.00	
(c)	Other operating revenues (Duty Drawback)		36,151.00	44,515.00	
			<u>100,586,622.02</u>	<u>11,73,42,660.87</u>	
Less:	Excise Duty		0.00	0.00	
			<u>100,586,622.02</u>	<u>11,73,42,660.87</u>	
15	Other Income				
	Interest Received on FDR		17,825.00	16,663.00	
	Other Income		0.00	0.00	
	Fluction in Exchange Rates		1829.00	51,111.19	
	Petty Balances Written off		0.00	0.00	
			<u>19,654.00</u>	<u>67,774.19</u>	
16	Cost of Raw Material Consumed				
	Opening Stock		11,311,664.00	99,69,156.00	
Add:	Purchases		63,671,404.62	7,06,06,860.98	
			<u>74,983,065.62</u>	<u>8,05,76,016.98</u>	
Less:	Closing Stock		19,041,237.00	1,13,11,664.00	
			<u>55,941,828.62</u>	<u>6,92,64,352.98</u>	
17	Purchase of Stock-in-Trade		0.00	0.00	
			<u>0.00</u>	<u>0.00</u>	
18	Changes in Inventories of Finished Goods, Work-In-Process & Stock-In-Trade				
A.	Opening Stock				
	Finished Goods		15,435,321.00	2,00,89,660.00	
	Work-In-Process		0.00	0.00	
	Focus Product		0.00	0.00	
	Stock-In-Trade		0.00	0.00	
			<u>15,435,321.00</u>	<u>2,00,89,660.00</u>	
B.	Closing Stock				
	Finished Goods		13,210,672.00	1,54,35,321.00	
	Work-In-Process		0.00	0.00	
	Focus Product		0.00	0.00	
	Stock-In-Trade		0.00	0.00	
			<u>13,210,672.00</u>	<u>1,54,35,321.00</u>	
	Change in Inventories (A-B)		<u>2,224,649.00</u>	<u>46,54,339.00</u>	
19	Employee Benefits Expenses				
	Salaries & Bonus		7,885,828.00	69,68,585.00	
	Contribution to Gratuity & P.F.		628,696.00	6,88,210.00	
	Staff Welfare (ESI, Leave encashment & Staff Welfare		617,925.32	7,85,607.00	
			<u>9,132,449.32</u>	<u>84,42,402.00</u>	
20	Finance Costs				
	Interest on C/C, P/C, & T/L		1,688,856.60	9,64,339.76	
	Bank Charges		35,073.38	39,757.36	
	Processing Charges		0.00	79,650.00	
			<u>1,723,929.98</u>	<u>10,83,747.12</u>	

21 Other Expenses

Direct Expenses	7,081,108.00	1,17,50,722.00
Consumption of Stores and Spare Parts	830,625.04	4,44,920.72
Power & Fuel	2,515,814.16	25,61,902.98
Job Charges	6,305,969.00	40,10,935.00
Rent	-	1,000.00
Repairs to Building	127,228.78	2,09,803.86
Repairs to Machinery	1,393,632.30	15,67,628.14
Insurance	205,419.00	2,10,040.00
Rates & Taxes	26,000.00	26,000.00
Travelling Expenses(Director)	8,117.00	0.00
Travelling Expenses(Others)	103,796.06	86,130.00
Foreign Travelling Expenses	770,320.32	2,82,634.00
Spoga Fair Exp.	195,000.00	3,75,745.00
Stock Exchange Expenses	219,146.00	1,03,000.00
Carriage Outward	477,146.49	7,00,363.44
Directors Remuneration	1,080,000.00	10,80,000.00
Quality Control	67,136.00	29,000.00
Packing Material Consumed	4,615,322.15	52,02,960.37
Miscellaneous Expenses	2,599,017.72	23,64,126.09
	<u>28,620,798.02</u>	<u>3,10,06,911.60</u>

Additional Information

22 Miscellaneous Expenses

Freight & Cartage Inward	133,376.00	1,61,609.00
Conveyance Expenses	83,592.00	82,982.00
Audit Fee	115,000.00	90,000.00
Advertisement	43,727.00	19,422.00
Fee & Subscription	135,328.00	92,763.00
Repair & Maintenance (Others)	253,469.25	2,04,561.98
Postage & Courier Charges	44,745.00	35,389.00
Printing & Stationery	191,141.00	1,74,269.95
Internal Audit Fee	27,000.00	27,000.00
Sampling Expenses	86,494.99	1,14,989.00
Telephone Expenses	7,694.00	6,672.00
Legal Expenses	111,000.00	1,80,370.00
GST Fees	-	50.00
Misc. Expenses	206,725.34	1,61,188.00
Mobile Phone Exp.	67,235.91	61,882.03
Sales Promotion	97,197.00	60,136.00
VAT Demand	1,368.00	29,366.00
Interest on VAT Demand	985.00	12,850.00
Interest On TDS	77.00	-
Interest on GST Reverse Charged	-	940.00
Entertainment Exp.	49,064.00	50,425.00
Vehicle Running	851,514.76	7,56,512.68
Website Expenses	44,052.00	6,022.00
Computer Expenses	48,120.73	34,680.54
Round off	16.94	45.91
Petty Balances Written Off	93.80	-
	<u>2,599,017.72</u>	<u>23,64,126.09</u>

Ace Exports Ltd.
2019-20

PARTICULARS	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	As on 1.04.2019	Addition	Sales/ Adjust- ment	As on 31.03.2020	As on 1.04.2019	For the year	Sales/ Adjust- ment	Upto 31.03.2020	As on 31.03.2020	As On 31.03.2019
	Rupees	Rupees	Rupees	Rupees	Rupees	Rupees	Rupees	Rupees	Rupees	Rupees
LAND	1,610,461.00	0.00	0.00	1,610,461.00	0.00	0.00	0.00	0.00	1,610,461.00	1,610,461.00
BUILDING	1,83,45,733.57	336,759.68	0.00	18,682,493.25	8,966,903.78	430,247.62	0.00	9397151.40	9,285,341.85	9,378,829.79
COMPUTER	3,49,810.94	0.00	0.00	3,49,810.94	260,558.13	28,351.07	0.00	288,909.20	60,901.74	89,252.81
Vehicles	62,59,634.85	0.00	0.00	62,59,634.85	3,465,358.86	396,124.99	0.00	3,861,483.85	2,398,151.00	2,794,275.99
Furniture & Fixture	12,96,621.48	0.00	0.00	12,96,621.48	871,515.13	57,333.21	0.00	928,848.34	367,773.14	425,106.35
Air Condition	3,43,823.02	0.00	0.00	3,43,823.02	201,406.40	28,357.58	0.00	229,763.98	114,059.04	142,416.62
Other Equipment	1,463,836.88	46,491.00	0.00	1,510,327.88	1,215,445.88	56,098.89	0.00	1,271,544.77	238,783.11	248,391.00
Plant & Machinery	40,765,609.83	860,601.53	0.00	41,626,211.36	25,948,875.34	1,149,971.49	0.00	27,098,846.83	14,527,364.53	14,816,734.49
Shoe Last	2,929,497.37	35,592.25	0.00	2,965,089.62	2,281,451.90	77,622.11	0.00	2,359,074.01	606,015.61	648,045.47
Electrical Installation	803,449.28	1,400.00	0.00	804,849.28	499,368.94	39,180.57	0.00	538,549.51	266,299.77	304,080.34
TOTAL	74,168,478.22	1,280,844.46	0.00	75,449,322.68	43,710,884.36	2,263,287.53	0.00	45,974,171.89	29,475,150.79	30,457,593.86
PREVIOUS YEAR	72,989,122.86	1,179,355.36	0.00	74,168,478.22	41,284,038.34	2,426,846.02	0.00	41,284,038.34	30,457,593.86	31,705,084.52

ACE EXPORTS LIMITED
CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH,2020

<u>CASH FLOW FROM OPERATING ACTIVITIES:</u>	(Amount Rs.In Thousand) (2019-2020)	(Amount Rs.In Thousand) (2018-2019)
Net Profit/Loss before tax & Extra ordinary Items	699.33	531.83
Adjustment for:		
Depreciation	2263.29	2426.85
Interest on Borrowings	1723.93	1083.75
Net Profit Before Change in Working Capital	3987.22	3510.60
Adjustment for Increase/Decrease in current Assets & Current liabilities:		
Inventories	-5282.75	3113.45
Provision for Expenses	0.00	0.00
Trade receivable	3070.62	-1125.56
Short term loans & Advances	-3675.66	1016.09
Short term borrowing	-944.14	1512.09
Trade payable	5056.51	-4964.99
Other current liabilities	127.91	3.74
Loss on sale of Fixed Assets	-	-
Profit on sale of Fixed Assets	-	-
Short term provision	-3.02	-495.05
NET CASH USED IN OPERATING ACTIVITIES (A)	-1650.53	-940.23
	3036.02	3102.20
 <u>CASH FLOW FROM INVESTING ACTIVITIES:</u>		
Sale of Fixed Assets	0.00	0.00
Purchase of Fixed Assets	-1280.84	-1179.36
Decrease in FDR	0.00	0.00
(B)	-1280.84	-1179.36
 <u>CASH FLOW FROM FINANCING ACTIVITIES:</u>		
Issue of Shares	0.00	0.00
Secured Loans	0.00	-183.01
Unsecured Loans	400.00	-1560.00
Interest paid	-1723.93	-1083.75
(C)	-1323.93	-2827.36
Net Increase in cash (A+B+C)	431.25	-904.52
Cash (Opening Balance)	642.43	1546.95
Cash (Closing Balance)	1073.68	642.43

The figure of Previous year have been re-grouped / reset whenever considered necessary to make them comparable with those of the current year.

For ANUPAM ASHISH & ASSOCIATES

Chartered Accountants
FRN 0009432C

SD/-
CA ASHISH AGARWAL
Partner
M.no. 077823
Place : Kanpur
Date : 30.06.2020

SD/- SD/- SD/- SD/-
(R.S. Roofi Waki) (HURRAM) (A. WAKSI)
Managing Director Director CFO

23.1	CONTINGENT LIABILITIES: For bank Guarantees Given	31/03/2020 2,30,500/-	31/03/2019 2,30,500/-
23.2	Contingent Liabilities not provided for : a) Claims against the Company not acknowledged as debt b) Demand for taxes and duties in respect of which Company has preferred appeal with appropriate authority 1) Income Tax 2) Customs, Excise, Service Tax & Sales Tax c) Other Matters	NIL NIL NIL NIL	NIL NIL NIL NIL
24	In the opinion of the Board, on realisation the value of current Assets, Loans & Advances if realised in ordinary course of business. Shall not be less than the amount at which they are stated in the Balance Sheet		
25	Earning Per Share Particulars	31/03/2020 Rs.	31/03/2019 Rs.
25.1	Numerator Profit after tax	699333.55	531836.34
25.2	Denominator Weighted average number of equity shares (Fully Paid)	5,392,800	5,392,800
25.3	Earning per share (EPS) Basic & diluted (a/b) Nominal Value of share	0.130 10/-	0.0986 10/-
26	Accounting for Taxes on Income The Company has not accounted for deferred tax assets/liabilities on account of unabsorbed depreciation available under the Income Tax Act 1961(In View of past losses).		
27	The Company is primarily, a Leather Footwear manufacturing Company, Other activities do not contribute significantly to the company's business. Therefore there are no separate reportable segments as defined by AS-17 (Segmental Reporting) issued by the Institute of Chartered Accountants of India.		
28	(I) Value of Imports calculated on C.I.F. Basic (a) Raw Materials (b) Components & Spares Parts (II) Faming in Foreign Currency Export (at C.I.F. value)	35,795.28 NIL	53,227.04 NIL
29	Value of raw Materials, consumable stores Consumed - Indigenous : (a) Raw Materials	1,206,320.00	1,717,558.00
30	Amount remitted during the year in Foreign Currency on account of Dividend	65,941,828.62	60,264,352.98
31	Expenditure in Foreign Currency on Foreign travel.	NIL	NIL
32	770,320.32	282,634.00	
33	Total Outstanding dues to SME / Small Scale Industrial undertakings (SSI) could not be ascertained as the necessary information have not been received from the suppliers.		
34	The figures of the previous year have been regrouped, reclassified and rearranged wherever considered necessary to make them comparable.		
35	Significant Accounting Policies and Practices adopted by the company are disclosed in the statement annexed to these financial statement as annexure - 1		

For ANUPAM ASHISH & ASSOCIATES
Chartered Accountants
FRN 0009432C

SD/-
CA ASHISH AGARWAL
Partner
M.no. 07/823
Place : Kanpur
Date : 30.06.2020

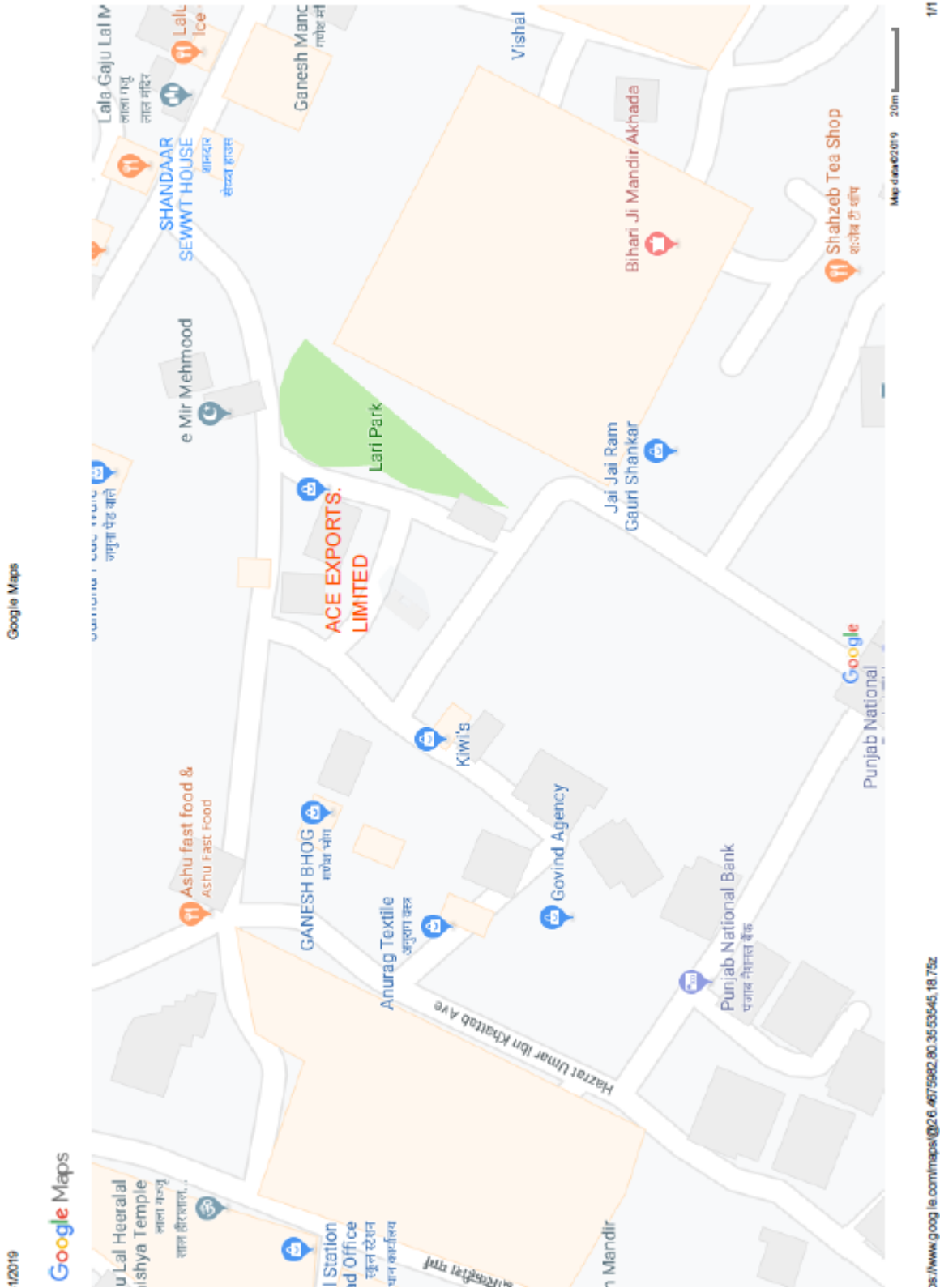
SD/-
(Sajid Iqbal)
Company Secretary

SD/-
(R.S. Roofi Waki)
Managing Director

SD/-
(M.A. W.KI IURAM)
Director

SD/-
(K.A. WARGI)
CFO

ROUTE MAP OF VENUE OF ANNUAL GENERAL MEETING



BOOK POST/COURIER,

TO,

FROM,
ACE EXPORTS LIMITED
20/157, PATKAPUR,
P.O. BOX NO. 39
KANPUR-208001 (U.P.)