



Ace Software Exports Limited

801, "Everest", Opp. Shashtri Maidan, Rajkot - 360 001 (Guj.)
Phone : 0281-2226097 Fax : 2232918 Email : investorinfo@acesoftex.com

CIN: L72200GJ1994PLC022781

Website: www.acesoftex.com

Ref: acesoftware/BSE/Regulation 34/Annual Report 2024-25

September 05, 2025

To,
The Department of Corporate Services,
BSE Limited,
First Floor,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400 001
BSE Code: 531525

Dear Sir,

Sub: Annual Report of the Ace Software Exports Limited for the Financial Year 2024-25
Ref: Regulation 34 of SEBI (LODR) Regulations, 2015

Pursuant to Regulation 34 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), we are submitting herewith the Annual Report of the company for the financial year ended on 31st March, 2025.

The Annual Report containing the Notice is also uploaded on the Company's website – www.acesoftex.com.

Kindly take the above information on records.

Thanking you,

Yours truly,

For, Ace Software Exports Limited

PATEL MANSI Digitally signed by PATEL MANSI
Date: 2025.09.05 17:41:46 +05'30'

Mansi Patel
Company Secretary & Compliance Officer



ACE SOFTWARE EXPORTS LIMITED

31st Annual Report
2024-2025

Board of Directors

Amit M. Mehta

Managing Director & CEO

Vikram B. Sanghani

Chairman Emeritus and Whole Time Director

Sanjay H. Dhamsania

Whole Time Director

Rahul J. Kalaria

Whole Time Director

Divyesh B. Aghera

Independent Director

Sanjiv Punjani

Independent Director

Malini Shah

Independent Director

Dharmesh C. Dadhania

Independent Director

Jyotin B. Vasavada

Chief Financial Officer

Mansi D. Patel

Company Secretary

Statutory Auditor:

J.A. Sheth & Associates

Chartered Accountants Rajkot

Secretarial Auditor:

Pranay Mandhana & Associates

Practicing Company Secretary Nagpur

Internal Auditor:

Mr. Dipak Dave

Bankers

Bank of Baroda ICICI Bank

Registrar and Share Transfer Agent

M/s Accurate Securities and Registry Private Limited

K P Epitome, B1105 -1108,

Nr. Makarba Lake, Nr. Siddhi Vinayak Towers,

Makarba, Ahmedabad, Gujarat 380051 Tel: 079-48000319

Email: investor@accuratesecurities.com

MESSAGE FROM THE MANAGING DIRECTOR & CEO

Dear Valued Shareholders,

I am pleased to present the Annual Report for the financial year 2024-25, a defining year for the Ace Group as we continued to evolve into a modern, enterprise-focused technology solutions provider. Over the past year, we have achieved meaningful progress—strengthening our core business, expanding our global footprint, and building a culture that places innovation and people at the heart of everything we do.

1. Transformation

This year marked a major phase in our transformation journey. Across Ace Software Exports Limited, its subsidiaries, and associates. To ensure consistency and quality in this transformation, we established a dedicated Transformation Office during the year. The office plays a pivotal role in driving high-quality delivery, embedding AI-enabled automation, and enhancing process governance across the group. This reflects our commitment to operational excellence and disciplined execution, and these investments are positioning us to deliver scalable, enterprise-grade digital solutions to global customers.

2. People and Culture

At the center of this transformation is our people. More than 150 new professionals, including senior leaders, joined the Ace Group during the year. Our recognition as a *Great Place to Work* and as one of the *Top 100 Workplaces in India* in the IT & IT-BPM segment reflects our commitment to fostering a culture of innovation, collaboration, and growth. These honors belong to every member of our global team, whose dedication and talent make our journey possible.

3. Geographic Expansion

Our global reach has broadened. We deepened engagements in the United States, United Kingdom, Europe, GCC, and Asia-Pacific, translating into repeat business and long-term partnerships. These achievements reaffirm the trust our clients place in the Ace Group and reflect the credibility we have built over three decades.

4. New Verticals and Growth

Our vertical-led strategy is taking shape with a sharper industry focus. We are expanding across:

- ▶ Digital services to manufacturing and engineering sectors
- ▶ Industrial and robotic automation solutions
- ▶ Retail and e-commerce technology platforms
- ▶ Architectural and BIM services
- ▶ Education and learning technologies

Looking Ahead

On behalf of the Board and leadership team, I extend my gratitude to our clients for their enduring trust, our employees for their inspiring commitment, our partners for their collaboration, and you, our shareholders, for your unwavering support. Together, we are shaping Ace into a stronger, more future-ready technology group—built on innovation, integrity, and execution excellence.

We sincerely thank you for your continued faith in us and your patience as we work towards fully realizing the fruits of these efforts over the coming quarters.

Amit Mehta

Managing Director & CEO
Ace Software Exports Limited

STRENGTHENING OUR ORGANIZATIONAL CULTURE

(Across All Group Companies and Subsidiaries)

The Company is committed to strengthening its organizational culture across all subsidiaries by fostering transparency, inclusiveness, and collaboration. Through active employee engagement, open communication, and leadership interactions, it continues to build a culture of trust, respect, and accountability, driving sustainable growth and collective success.



The Company values its people as its greatest asset and fosters a culture of collaboration and excellence. Regular team meetings and interactive leadership sessions ensure alignment with the Company's strategic objectives and promote a cohesive, high-performing work environment.



Mr. Amit Mehta, Managing Director and CEO, conducted an interactive session to foster transparent communication and employee engagement. The session facilitated open dialogue, enabling employees to understand strategic priorities and share their perspectives, reflecting the Company's commitment to collaborative leadership and a culture that values every team member.



As part of its commitment to diversity and inclusion, the Company conducted a Women Empowerment session to inspire and support female employees in achieving their full potential. The session focused on professional growth, leadership development, and fostering an inclusive workplace, reflecting the Company's dedication to gender equality and employee empowerment.



The Company places significant emphasis on nurturing a vibrant and inclusive organizational culture. In line with this vision, employees regularly come together to celebrate cultural and social events, fostering unity, mutual respect, and a sense of belonging across all levels of the organization. These initiatives not only strengthen interpersonal relationships among employees but also reinforce the Company's commitment to creating a collaborative, engaging, and enriching workplace where every individual feels valued and motivated.

ACE SOFTWARE EXPORTS LIMITED
REG. OFF. 801, "EVEREST", OPP. SHASHTRI MAIDAN, RAJKOT-360001 (GUJARAT)
PHONE: 0281- 2226097, FAX: 02812232918,
EMAIL: INVESTORINFO@ACESOFTEX.COM
CIN: L72200GJ1994PLC022781,
WEBSITE: WWW.ACESOFTEX.COM

NOTICE OF 31ST ANNUAL GENERAL MEETING

Notice is hereby given that the Thirty-first Annual General Meeting of Company will be held on Tuesday, September 30, 2025 at 11.00 a.m. at 1001, Aalap B, Limda Chowk, Dr. Rajendraprasad Road, Rajkot-360001, and Gujarat, to transact following businesses:

ORDINARY BUSINESS:

Item No. 1. Adoption of Financial Statements

To consider and adopt:

- (a)** the audited financial statements of the Company for the financial year ended March 31, 2025, the reports of the Board of Directors and Auditors thereon; and
- (b)** the audited consolidated financial statements of the Company for the financial year ended March 31, 2025.

"RESOLVED THAT the Audited Standalone and Consolidated Financial Statements of the Company comprising of Balance Sheet as at March 31, 2025, Statement of Profit and Loss, Cash Flow Statement and Statement of Change in Equity for the year ended on that date along with schedules and notes thereon and the Boards' Report and Auditors' Report as at March 31, 2025, be and are hereby received, considered and adopted."

Item No. 2. To appoint a director in place of Vikram B. Sanghani (DIN: 00183818), who retires by rotation and, being eligible, seeks re-appointment.

RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Vikram Sanghani (DIN: 00183818), Director of the Company, who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment, be and is hereby re-appointed as Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS

Item No: 3 Increased in Authorised Capital of the Company and alteration of Capital Clause of Memorandum of Association of the Company.

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

RESOLVED THAT pursuant to the provisions of Section 61,64 and other applicable provisions of the Companies Act, 2013 (the "Act") read with the Companies (Share Capital and Debentures) Rules, 2014, and any other rules made thereunder (including any statutory amendment(s) or modification(s) or variation(s) or re-enactment thereof, for the time being in force) read with enabling provisions of the Articles of Association of the Company, or any other applicable laws for the time being in force and subject to all other necessary approvals, permissions, consents and sanctions, if required, of concerned statutory, regulatory and other appropriate authorities, if any, the consent of the shareholders of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company, from existing ₹ 20,00,00,000/- (Rupees Twenty Crore only) divided into 2,00,00,000 (Two Crore) equity shares of ₹ 10/- (Rupees Ten Only) each to ₹ 25,00,00,000/- (Rupees Twenty Five Crore only) divided into 2,50,00,000 (Two Crore Fifty Lakhs) equity shares of ₹10/- (Rupees Ten Only) each.

RESOLVED FURTHER THAT pursuant to Section 13 and all other applicable provisions, if any, of the Companies Act, 2013 read with Rules framed thereunder, consent of the shareholders of the Company be and is hereby accorded, for alteration of Clause V of the Memorandum of Association of the Company by substituting in its place, the following:

"V. The Authorised Share Capital of the Company is Rs. 25,00,00,000/- (Rupees Twenty-Five Crore only) divided into 2,50,00,000 (Two Crore Fifty Lakhs only) Equity Shares of Rs. 10/- (Rupees Ten only) each."

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board/ Committee of the Board or any officer(s) authorized by the Board of Directors, be and are hereby authorized to do all such acts, deeds, matters and things whatsoever, including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard."

Item No: 4 Shifting of Registered Office of the Company

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

"RESOLVED THAT pursuant to the provisions of Section 12 and other applicable provisions, if any, of the Companies Act, 2013 read with Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such approvals, permissions, and sanctions as may be necessary, consent of the shareholders of the Company be and is hereby accorded for shifting the Registered Office of the Company from 801, Everest Commercial Office, Opp: Shashtri Maidan Rajkot - 360001 to 6th Floor, 609 to 619 Solitaire Connect, , Nr. Gallops Motors, Makarba, S.G. Highway, Ahmedabad-380051 Gujarat with effect from October 01, 2025.

RESOLVED FURTHER THAT any director of the Company, Company Secretary & Compliance Officer and/or Chief Financial Officer of the Company be and is hereby severally authorized to take all such steps, actions, and do all such acts, deeds, matters, and things, including filing the necessary forms with the Registrar of Companies and intimating the change to statutory authorities, banks, financial institutions, and other stakeholders, as may be deemed necessary, proper, or expedient to give effect to this resolution."

Item No: 05 Alteration in Main Object of the Company and matters necessary or incidental to furtherance of the main objects of the Company

To consider and, if thought fit, to pass with or without modification, the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of the Section 4,13 and other applicable provision, if any, of the Companies Act, 2013 and the rules made there under and the as per applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) regulations, 2015, the consent of the shareholders of the Company be and are hereby accorded for the amendment in the existing Object Clause of the Memorandum of Association of the Company in the Following Manner:

Clause 3(a) of the MOA be altered by substituting following clause

1. To carry on the business of information technology, software and application development and all matters incidental or ancillary thereto, including the design, architecture, UI/UX design, usability testing, development, customization, testing, deployment, maintenance, licensing, implementation, import, export, marketing and support of computer software, enterprise solutions, mobile and web applications, digital platforms, AI/ML-powered systems, blockchain and distributed ledger technologies, cryptocurrency solutions, digital identity platforms, Web 3.0 solutions, Internet of Things (IoT) applications, augmented reality (AR), virtual reality (VR), mixed reality (MR), metaverse platforms, quantum computing applications, digital twin technology, big data analytics solutions, predictive modelling systems, natural language processing engines, game design, development and publishing (console, mobile, PC, AR/VR, cloud gaming), and other advanced or emerging information technology systems; and to undertake offshore and onshore software development projects, software consultancy assignments, development of programming languages, technology frameworks, application programming interfaces (APIs), and other allied services, whether in India or abroad.
2. To provide information technology enabled services (ITES), electronic data processing, and remote infrastructure management services, including but not limited to business process outsourcing (BPO), knowledge process outsourcing (KPO), legal process outsourcing (LPO), software as a service (SaaS), platform as a service (PaaS), infrastructure as a service (IaaS), cloud-based and edge computing solutions, digital transformation services, robotic process automation (RPA), cognitive automation solutions, cybersecurity services (including security operations centers, threat intelligence, penetration testing, and cyber resilience planning), blockchain-based smart contract platforms, metaverse engagement solutions, tokenization and digital asset management platforms, privacy and data protection services, network and network security services, data center management, client-server services, technical support, IT helpdesk services, AI-driven business analytics, enterprise resource planning (ERP) implementation and support, digital forensics services, and any other present or future technology-driven or evolving service offerings; to provide digital marketing solutions including search engine optimization (SEO), search engine marketing (SEM), social media marketing (SMM), influencer marketing, content creation, performance marketing, affiliate marketing, marketing automation, and online reputation management; and to establish, operate and manage Global Capability Centers (GCCs), captive centers, offshore development centers (ODCs), and shared service centers for domestic and international clients, and to offer GCC-as-a-service, including end-to-end setup, staffing, technology infrastructure, compliance, and operational management.

3. To engage in the business of designing, engineering, manufacturing, assembling, trading, importing, exporting, maintaining and servicing all kinds of software, hardware, computer systems, peripherals, accessories, communication, telecommunication and electronic equipment; to provide engineering and design services including computer-aided design and manufacturing (CAD/CAM), product lifecycle management (PLM), simulation and modelling services, not involving any architectural or civil structural design work requiring registration or regulatory approvals; to provide digitization, migration, and conversion of technical documentation; to provide digital publishing, e-content creation, immersive learning content, gamification, e-learning solutions, and multimedia content production; to provide creative design, UI/UX services, and interactive media production; to provide data digitization/conversion services across formats and platforms; to provide skilled human resources and technology professionals for on-site or remote deployment to support IT projects and services; and to establish, maintain and operate data processing centers, security operations centers, research and development facilities, innovation hubs, incubators, accelerators, information technology parks, Global Capability Centers (GCCs), captive centers, offshore development centers (ODCs), training institutions, and specialized centers of excellence for artificial intelligence, blockchain, cloud computing, quantum computing, immersive technologies, gaming technologies, and other emerging digital domains, as may be necessary or incidental for the promotion, advancement and dissemination of knowledge, solutions and services in the field of information technology and allied areas.

RESOLVED FURTHER THAT the consent of the shareholders of the Company be and is hereby accorded for the deletion of the existing Clause 3(b) of the Memorandum of Association relating to the ancillary objects of the Company and its substitution with the new ancillary objects as more specifically set out in the Explanatory Statement annexed to the Notice convening this Meeting.

"FURTHER RESOLVED THAT the draft Copy of the amended MOA as tabled before the Members at the Meeting duly initiated by the Chairperson Mr. Amit M. Mehta be and is hereby approved and adopted."

"FURTHER RESOLVED THAT Mr. Amit M. Mehta (DIN: 00432898), Managing Director & CEO of the Company, Vikram B. Sanghani (DIN: 00183818), Whole Time Director of the Company and Ms. Mansi Patel, Company Secretary & Compliance Officer of the Company be and is hereby severally authorized on behalf of the Company to sign and execute all such applications, forms and documents as required, and to do all such acts, deeds, matters and things as may be necessary and to settle any questions, difficulties, or doubts that may arise in this regard, and to accede to such modification to the aforementioned resolution as may be suggested by the Registrar of Companies Affairs or such other authorities arising from or incidental to the said amendment without requiring any further approval of the Board."

Item No: 6 To Adopt New Set of Memorandum of Association as per Companies Act, 2013.

To consider and, if thought fit, to pass with or without modification, the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 13 read with section 4 of the Companies Act, 2013 and the rules made there under, the consent of shareholders of the Company be and are hereby accorded that to substitute the existing Memorandum of Association of the Company with the new Set of Memorandum of Association as per the provisions of the Companies Act, 2013

RESOLVED FURTHER THAT any the Board of Directors or Key managerial Personnel of the Company and be and are hereby severally authorised to do all such acts, deeds and things as may be necessary or incidental in this regard to give effect to the foregoing resolution including filing of all the necessary e-forms with the office of the Registrar of Companies, Gujarat.

Item No. 7: Revision in remuneration of Mr. Amit M. Mehta (DIN: 00183818), Managing Director & CEO of the Company

To consider and, if thought fit, to pass with or without modification, the following resolution as a **Special Resolution**:

"RESOLVED THAT further to the resolutions passed at the 30th Annual General Meeting of the Company held on 30th September, 2024 for remuneration payable to Mr. Amit M. Mehta, Managing Director & CEO (DIN: 00432898) and pursuant to the provisions of Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule V of the Act, including any statutory modification(s) or reenactment thereof and the consent of the shareholders of the Company, be and is hereby accorded for revision in maximum remuneration payable to Mr. Amit M. Mehta, Managing Director & CEO of the Company with effect from 1st April, 2025 upto 31st July 2027, including the remuneration to be paid to him in the event of loss or inadequacy of profits in any financial year during the aforesaid period, as set out in the explanatory statement annexed to the Notice convening this Meeting, is hereby specifically sanctioned with the other terms and conditions of his appointment remaining the same, and with the liberty to the Board of Directors to alter, vary and modify the terms and conditions of the said appointment and/or remuneration, in such manner as may be agreed to between the Board of Directors and Mr. Amit M. Mehta within and in accordance with the Act or such other applicable provisions or any

amendment thereto and, if necessary, as may be prescribed and agreed to between the Board of Directors and as may be acceptable to Mr. Amit M. Mehta.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year, Mr. Amit M. Mehta shall be entitled to receive remuneration including perquisites, etc. upto the limit as approved by the members herein above, as minimum remuneration.

RESOLVED FURTHER THAT the Board shall have the discretion and authority to modify the aforesaid terms and remuneration within, however, the limit as approved by the members.

RESOLVED FURTHER THAT the Board or a Committee (Nomination and Remuneration Committee) thereof be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this resolution."

Item No: 8 Approval of Ace Software Exports Limited - Employee Stock Option Plan 2025' ('ASEL - ESOP 2025')

To consider and, if thought fit, to pass with or without modification, the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 read with Rules framed there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) (the "Act"), the Memorandum of Association and Articles of Association of the Company, the Securities and Exchange Board Of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended from time to time (hereinafter referred to as "SEBI SBEB Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (hereinafter referred to as "SEBI Listing Regulations"), the circulars/ guidelines issued by the Securities and Exchange Board of India ('SEBI'), the provisions of the Foreign Exchange Management Act, 1999 (the "FEMA") and such other rules, regulations, notifications, guidelines and laws as may be applicable in this regard, from time to time and subject to such approvals, consents, permissions and sanctions, as may be necessary and such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and which may be agreed to and accepted by the Board of Directors (hereinafter referred to as the "Board" which term shall be deemed to include any Committee thereof, including the Nomination and Remuneration Committee ("NRC") constituted by the Board, for the time being exercising the powers conferred on the Board, including the powers conferred by this resolution), approval and the consent of the shareholders of the Company be and is hereby accorded to introduce and implement "Ace Software Exports Limited - Employee Stock Option Plan 2025" ('ASEL - ESOP 2025') and to create, offer and grant from time to time, in one or more tranches, not exceeding 2,55,000 (Two Lakhs Fifty-Five Thousand) Employee Stock Options ("ESOPs"/ "Option(s)"), being 2% (Two Percent) of the total outstanding equity shares of the Company as at June 30, 2025, ("ESOP Pool"), to such persons who are in permanent employment of the Company and whether in India or outside India, including any director, whether whole time or otherwise (other than promoters and promoter group of the Company, independent directors and directors holding directly or indirectly more than 10% of the outstanding equity shares of the Company), as provided under ASEL - ESOP 2025, (hereinafter referred to as an "Eligible Employee(s)"), exercisable into not more than 2,55,000 (Two Lakhs Fifty-Five Thousand) fully paid-up equity shares of the Company in aggregate of face value of ₹10/- (Rupees Ten only) each, to be transferred to the option grantees, at such price or prices and on such terms and conditions as may be decided by the Board and in accordance with the provisions of the ASEL - ESOP 2025, SEBI SBEB Regulations and in due compliance with other applicable laws and regulations.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issue, bonus issue, merger, demerger, sale of division, expansion of capital, change in capital structure and others, if any additional Options of the Company are to be issued to the employees for the purpose of making a fair and reasonable adjustment to the Options issued to them, in accordance with SEBI SBEB Regulations and in due compliance with other applicable laws and regulations, the above ceiling in terms of number of equity shares shall be deemed to be increased in proportion to the additional equity shares issued in the aforesaid corporate action(s).

RESOLVED FURTHER THAT in case of a share split or consolidation, if the revised face value of the share is less or more than the current face value as prevailing on the date of coming into force of this scheme, the maximum number of shares available for being granted under ASEL - ESOP 2025, as specified above shall stand modified accordingly, so as to ensure that the aggregate benefit (No. of Shares (X) face value per Share) prior to such Share split or consolidation does not reduce after such Share split or consolidation.

RESOLVED FURTHER THAT the equity shares issued and allotted by the Company upon exercise of Options from time to time in accordance with the ASEL - ESOP 2025 (in case of fresh issuance of equity shares), shall rank *pari passu* in all respects with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT the number of ESOPs that may be granted to the Employee(s), during any one financial year, under the Plan shall not equal to or exceed 1% of the total issued equity share capital in a financial year (excluding outstanding warrants and conversions) of the Company as at the time of grant of options except prior approval from shareholders by way of separate resolution in the general meeting.

RESOLVED FURTHER THAT the Options that have lapsed either by reason of non-vesting/ non-exercise be added to the ESOP Pool for future grants.

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the SEBI SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to the ASEL - ESOP 2025.

RESOLVED FURTHER THAT the Board be and is hereby authorised to bring into effect the ASEL - ESOP 2025 as per the terms approved in this resolution and at any time to modify, change, vary, alter, amend, suspend or terminate the ASEL - ESOP 2025 subject to the compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the shareholders of the Company and further to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the ASEL - ESOP 2025 and do all other things incidental and ancillary thereof.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take necessary steps for listing of the equity shares allotted under the ASEL - ESOP 2025 (in case of fresh issuance of equity shares) on the stock exchange, where the equity shares of the Company are listed as per the provisions of the SEBI Listing Regulations and other applicable laws, guidelines, rules and regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and things, as it may in its absolute discretion, deem necessary including authorizing or directing to appoint various intermediaries, advisors, consultants or representatives for effective implementation and administration of ASEL - ESOP 2025 as also to make applications to the appropriate authorities, parties and the institutions for their requisite approvals and all other documents required to be filed in the above connection and to settle all such questions or difficulties whatsoever which may arise and take all such steps and decisions in this regard.

RESOLVED FURTHER THAT the Board is hereby authorize to represent the Company for carrying out any or all of the activities that the Board is authorised to do for the purpose of giving effect to this resolution."

Item No: 9 Approval for Extension Ace Software Exports Limited - Employee Stock Option Plan 2025 ('ASEL- ESOP 2025') to the Employees of the existing and future Subsidiary Company(ies) or Associate Company(ies) of the Company in India or Outside India.

To consider and, if thought fit, to pass with or without modification, the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 read with Rules framed there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) (the "Act"), the Memorandum of Association and Articles of Association of the Company, the Securities and Exchange Board Of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended from time to time (hereinafter referred to as "SEBI SBEB Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (hereinafter referred to as "SEBI Listing Regulations"), the circulars/ guidelines issued by the Securities and Exchange Board of India ('SEBI'), the provisions of the Foreign Exchange Management Act, 1999 (the "FEMA") and such other rules, regulations, notifications, guidelines and laws as may be applicable in this regard, from time to time and subject to such approvals, consents, permissions, sanctions, as may be necessary and such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and which may be agreed to and accepted by the Board of Directors (hereinafter referred to as the "Board" which term shall be deemed to include any Committee thereof, including the Nomination and Remuneration Committee ("NRC") constituted by the Board, for the time being exercising the powers conferred on the Board, including the powers conferred by this resolution), subject to the approval of shareholders in the General Meeting by way of Special Resolution, the approval and the consent of the Shareholders of the Company be and is hereby accorded to extend the benefits of Ace Software Exports Limited - Employee Stock Option Plan 2025 ('ASEL - ESOP 2025') to the permanent employees including directors whether whole time or otherwise, (other than Promoter(s) or belonging to the Promoter Group of the Company, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding equity shares of the Company) of existing and future subsidiary company(ies) or associate company(ies) of the Company, whether in India or

outside India (hereinafter referred to as an "Employee(s)"), within the overall ceiling limit of 2,55,000 (Two Lakhs Fifty-Five Thousand) Employee Stock Options ("ESOPs"/ "Option(s)") exercisable into not more than 2,55,000 (Two Lakhs Fifty-Five Thousand) fully paid-up equity shares in the Company in aggregate of face value of ₹10/- (Rupees Ten Only) each under the ASEL - ESOP 2025, at such price or prices and on such terms and conditions as may be decided by the Board and in accordance with the provisions of the ASEL - ESOP 2025, SEBI SBEB Regulations and in due compliance with other applicable laws and regulations.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issue, bonus issue, merger, demerger, sale of division, expansion of capital, change in capital structure and others, if any additional Options of the Company are to be issued to the employees for the purpose of making a fair and reasonable adjustment to the Options issued to them, in accordance with SEBI SBEB Regulations and in due compliance with other applicable laws and regulations, the above ceiling in terms of number of equity shares shall be deemed to be increased in proportion to the additional equity shares issued in the aforesaid corporate action(s).

RESOLVED FURTHER THAT in case of a share split or consolidation, if the revised face value of the share is less or more than the current face value as prevailing on the date of coming into force of this scheme, the maximum number of shares available for being granted under ASEL - ESOP 2025, as specified above shall stand modified accordingly, so as to ensure that the aggregate benefit (No. of Shares X face value per Share) prior to such Share split or consolidation does not reduce after such Share split or consolidation.

RESOLVED FURTHER THAT the equity shares issued and allotted by the Company upon exercise of Options from time to time in accordance with the ASEL - ESOP 2025 (in case of fresh issuance of equity shares), shall rank *pari passu* in all respects with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT the number of ESOPs that may be granted to the Employee(s), during any one financial year, under the Plan shall not equal to or exceed 1% of the total issued equity share capital in a financial year (excluding outstanding warrants and conversions) of the Company as at the time of grant of options except prior approval from shareholders by way of separate resolution in the general meeting.

RESOLVED FURTHER THAT the Options that have lapsed either by reason of non-vesting/ non-exercise be added to the ESOP Pool for future grants.

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the SEBI SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to the ASEL - ESOP 2025.

RESOLVED FURTHER THAT the Board be and is hereby authorised to bring into effect the ASEL - ESOP 2025 as per the terms approved in this resolution and at any time to modify, change, vary, alter, amend, suspend or terminate the ASEL - ESOP 2025 subject to the compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the shareholders of the Company and further to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the ASEL - ESOP 2025 and do all other things incidental and ancillary thereof.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take necessary steps for listing of the equity shares allotted under the ASEL - ESOP 2025 (in case of fresh issuance of equity shares) on the stock exchange, where the equity shares of the Company are listed as per the provisions of the SEBI Listing Regulations and other applicable laws, guidelines, rules and regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and things, as it may in his absolute discretion, deem necessary including authorizing or directing to appoint various intermediaries, advisors, consultants or representatives for effective implementation and administration of ASEL - ESOP 2025 as also to make applications to the appropriate authorities, parties and the institutions for their requisite approvals and all other documents required to be filed in the above connection and to settle all such questions or difficulties whatsoever which may arise and take all such steps and decisions in this regard.

RESOLVED FURTHER THAT the Board is hereby authorise to represent the Company for carrying out any or all of the activities that the Board is authorised to do for the purpose of giving effect to this resolution."

Item No-10 To approve appointment M/s Pranay Mandhana & Associates, Practicing Company Secretary as the Secretarial Auditor of the Company for a period of five years i.e. FY 2025-26 to FY 2029-30.

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

"RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any Statutory modification(s) or re-enactment thereof for the time being in force), and Regulation 24A of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ['SEBI (LODR) Regulations, 2015'], as amended, and based on the recommendation of the Audit Committee and the approval of the Board of Directors, consent of the members be and is hereby accorded for appointment of M/s. Pranay Mandhana & Associates., Company Secretaries, Nagpur (Certificate of Practice No. 23399), as the Secretarial Auditor of the Company for a period of five (5) consecutive years, commencing from April 1, 2025 to March 31, 2030, to conduct the Secretarial Audit of the Company and to furnish the Secretarial Audit Report, at such remuneration, including applicable taxes and out of pocket expenses, as may be mutually agreed between Board of Directors or Audit Committee of the Board and the Secretarial Auditors.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to fix the annual remuneration plus applicable taxes and out of pocket expenses during their tenure as the Secretarial Auditors of the Company, as determined by the Audit Committee in consultation with the said Secretarial Auditors.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters, and things as may be considered necessary, proper, and expedient to give effect to this Resolution.

Item No. 11: Increase in the limits applicable for making investments / extending loans and giving guarantees or providing securities in connection with loans to Persons / Bodies Corporate

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

"RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013 (the "Act") read with the Companies (Meeting of Board and its Powers) Rules, 2014, and other applicable provisions, if any, of the Act (including any modifications or re-enactments thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include, unless the context otherwise requires, any commitment of the Board or any officer(s) authorized by the Board under this resolution), to (i) give any loan to any person or other body corporate; (ii) give any guarantee or provide any security in connection with a loan to any other body corporate or person and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, as they may in their absolute discretion deem beneficial and in the interest of the Company, subject to however that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far provided to all persons bodies corporate along with the additional investment, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed a sum of ₹ 80,00,00,000 (Rupees Eighty Crores Only) over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more, as prescribed under Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors (or a Committee thereof constituted for this purpose) and any other person authorized by the Board of Directors of the Company be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

Item No. 12: To consider and approve Material Related Party Transaction(s) between the Company and QeDigital Australia Pty Ltd

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

"RESOLVED THAT pursuant to the provisions of Regulations 2(1)(zc), 23 and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended from time to time, Section 2(76), 188 and other applicable provisions of the Companies Act, 2013 ('Act') read with the Rules framed thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and other applicable laws / statutory provisions, if any, subject to such approval(s), consent(s) and/or permission(s), as may be required and based on the recommendation of the Audit Committee, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to include the Audit Committee or any other Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) to the Material Related

Party Transaction(s) / Contract(s)/ Arrangement(s) / Agreement(s) entered into/proposed to be entered into (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise), as mentioned in detail in the Explanatory Statement annexed herewith, between the Company and QeDigital Australia Pty Ltd ('QeDigital'), a subsidiary of the Ace Infoway Private Limited, Wholly Owned Subsidiary of the Company and accordingly a 'Related Party' of the Company, on such terms and conditions as may be mutually agreed between the Company and QeShiftware, for an aggregate value not exceeding ₹ 10 crore during the financial year 2025-26, provided that such transaction(s) / contract(s) / arrangement(s) / agreement(s) is being carried out at an arm's length pricing basis and in the ordinary course of business.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, including but not limited to, finalizing the terms and conditions, methods and modes in respect of executing necessary documents, including contract(s) / arrangement(s) / agreement(s) and other ancillary documents; seeking necessary approvals from the authorities; settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred; and delegate all or any of the powers herein conferred to any Director, Chief Financial Officer, Company Secretary or any other Officer / Authorised Representative of the Company, without being required to seek further consent from the Members and that the Members shall be deemed to have accorded their consent thereto expressly by the authority of this Resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this Resolution, be and is hereby approved, ratified and confirmed in all respect."

Item No. 13. To consider and approve Material Related Party Transaction(s) between QeCAD Studio Private Limited, wholly owned subsidiary of the Company with QeDigital Australia Pty Ltd Related Party of the Company

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

"RESOLVED THAT pursuant to the provisions of Regulations 2(1)(zc), 23 and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended from time to time, Section 2(76), 188 and other applicable provisions of the Companies Act, 2013 ('Act') read with the Rules framed thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and other applicable laws / statutory provisions, if any, subject to such approval(s), consent(s) and/or permission(s), as may be required and based on the recommendation of the Audit Committee, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to include the Audit Committee or any other Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) to the Material Related Party Transaction(s) / Contract(s)/ Arrangement(s) / Agreement(s) entered into/proposed to be entered into (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise), as mentioned in detail in the Explanatory Statement annexed herewith, between 'Related Parties' of the Company, i.e., of the QeCAD Studio Private Limited (Earlier QeCAD Studio LLP) ('QeCAD'), being wholly owned subsidiary of the Company with Related Party of the Company, i.e. QeDigital Australia Pty Ltd ("QeDigital"), on such terms and conditions as may be mutually agreed between the QeCAD and QeDigital of the Company, for an aggregate value not exceeding ₹ 10 Crores, during the financial year 2025-26, provided that such transaction(s) / contract(s) / arrangement(s) / agreement(s) is being carried out at an arm's length pricing basis and in the ordinary course of business.

Item No. 14. To consider and approve Material Related Party Transaction(s) between QeNomy Digital LLP, wholly owned subsidiary of the Company with QeApps Private Limited, Related Party of the Company

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

"RESOLVED THAT pursuant to the provisions of Regulations 2(1)(zc), 23 and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended from time to time, Section 2(76), 188 and other applicable provisions of the Companies Act, 2013 ('Act') read with the Rules framed thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and other applicable laws / statutory provisions, if any, subject to such approval(s), consent(s) and/or permission(s), as may be required and based on the recommendation of the Audit Committee, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to include the Audit Committee or any other Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) to the Material Related Party Transaction(s) / Contract(s)/ Arrangement(s) / Agreement(s) entered into/proposed to be entered into (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise), as mentioned in detail in the Explanatory Statement annexed herewith, between 'Related Parties' of the Company, i.e., of the QeNomy Digital LLP ('QeNomy'), being wholly owned subsidiary of the Company with Related Party

of the Company, i.e. QeApps Private Limited ("QeApps"), on such terms and conditions as may be mutually agreed between the QeNomy and QeApps of the Company, for an aggregate value not exceeding ₹ 10 Crores, during the financial year 2025-26, provided that such transaction(s) / contract(s) / arrangement(s) / agreement(s) is being carried out at an arm's length pricing basis and in the ordinary course of business.

By Order of the Board of Directors

Mansi D. Patel

Company Secretary & Compliance Officer

September 5, 2025

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

Phone: 0281- 2226097, Fax: 02812232918, Email: Investorinfo@acesoftex.com

CIN: L72200GJ1994PLC022781, Website: www.acesoftex.com

Notes:

1. An explanatory statement pursuant to Section 102 of the Companies Act, 2013 (the "Act"), setting out all material facts relating to the resolutions for Item No. 1 to 14 in Notice are appended herein below for information and consideration of Members and the same should be considered as part of this Notice.

2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE "MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting.**

Under provisions of Section 105 of the Act, a person can act as a proxy on behalf of not more than fifty Members and hold an aggregate of not more than ten of the total Share Capital of the Company. Members holding more than ten per cent of the total Share Capital of the Company may appoint a single person as a proxy, who shall not act as a proxy for any other Member. The holder of the proxy shall prove his identity at the time of attending the meeting.

The instrument of Proxy, to be effective, should be deposited at the Registered Office of the Company, duly completed, and signed, not later than 48 hours before the commencement of the meeting. The Proxy Form is annexed to this Notice.

3. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice under **Note No. 24**. The Company will also send communication relating to remote e-voting which *inter alia* would contain details about User ID and password along with a copy of this Notice to the members, separately.
4. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
5. In terms of Section 152 of the Companies Act, 2013, Vikram B. Sanghani (DIN: 00183818) is liable to retire by rotation at the Meeting and being eligible, offer himself for reappointment. The Board of Directors of the Company commends his respective re-appointment.
6. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
7. Relevant documents referred to in the accompanying Notice and the Statement is open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.
8. The Company has notified closure of Register of Members and Share Transfer Books from **Tuesday, September 23, 2025 to Tuesday, September 30, 2025 (both days inclusive)**.
9. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, Accurate Securities & Share Registry Private Limited for assistance in this regard.
10. For receiving all communication (including Annual Report) from the Company electronically: a) Members holding shares in physical mode and who have not registered / updated their email address with the Company are requested to register / update the same by writing to the Company with details of folio number and attaching a self-attested copy of PAN card at investorinfo@acesoftex.com or to Registrar and Transfer Agent of the Company M/s Accurate Securities and Registry Private Limited at investor@accuratesecurities.com. b) Members holding shares in dematerialized mode are requested to register / update their email addresses with the relevant Depository Participant.

11. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.:
 - a. **For shares held in electronic form:** to their Depository Participants (DPs)
 - b. **For shares held in physical form:** to the Company/Registrar and Transfer Agent in prescribed Form ISR-1 and other forms pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021. The Company has also sent letter for furnishing the required details to shareholders holding shares in physical form.
12. Members who holds share in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Accurate Securities & Share Registry Private Limited for consolidation into a single folio.
13. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR - 4, the format of which is available on the Company's website at <https://www.acesoftex.com/investor-relations.html> and on the website of the Company's Registrar and Transfer Agents, Accurate Securities & Share Registry Private Limited at <https://www accuratesecurities.com/>. It may be noted that any service request can be processed only after the folio is KYC Compliant.
14. SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or Accurate Securities & Share Registry Private Limited ('RTA'), for assistance in this regard.
15. As per the provisions of Section 72 of the Act and SEBI Circular, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/ she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company's website <https://www.acesoftex.com/investor-relations.html>. Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to Accurate Securities & Share Registry Private Limited ('RTA') in case the shares are held in physical form.
16. SEBI has mandated the submission of PAN, KYC details and nomination by holders of physical securities by October 1, 2023, and linking PAN with Aadhaar by June 30, 2023 vide its circular dated March 16, 2023. Shareholders are requested to submit their PAN, KYC, and nomination details to the Company's RTA viz. Accurate Securities and Registry Private Limited, at investor@accuratesecurities.com. Members holding shares in electronic form are, therefore, requested to submit their PAN to their DP. In case a holder of physical securities fails to furnish PAN and KYC details before October 1, 2023 or link their PAN with Aadhaar before June 30, 2023, in accordance with the SEBI circular dated March 16, 2023, RTA is obligated to freeze such folios. The securities in the frozen folios shall be eligible to receive payments (including dividend) and lodge grievances only after furnishing the complete documents. If the securities continue to remain frozen as on December 31, 2025, the RTA / the Company shall refer such securities to the administering authority under the Benami Transactions (Prohibitions) Act, 1988, and / or the Prevention of Money Laundering Act, 2002.
17. Non-Resident Indian Members are requested to inform Accurate Securities & Share Registry Private Limited at its Ahmedabad office situated at, B1105-1108, K P Eptome, Nr. Makarba Lake, Nr. Siddhi Vinayak Towers, Makarba, Ahmedabad - 380051. Immediately of:
 - (a) Change in their residential status on return to India for permanent settlement.
 - (b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
18. Members are further requested to send all their communication relating to the share registry work to the Share transfer and Registrar Agent of the Company Accurate Securities & Share Registry Private Limited at its Ahmedabad office situated at B1105-1108, K P Eptome, Nr. Makarba Lake, Nr. Siddhi Vinayak Towers, Makarba, Ahmedabad - 380051.
19. All the statutory registers under Companies Act, 2013 will be available for inspection by the members at the AGM.
20. In compliance with the relevant MCA Circulars and SEBI Circular, Notice of the AGM along with the Annual Report 2024-25 is being sent only through electronic mode to all the Members whose names appear on the Register of Members / List of Beneficial Owners as received from the Registrar and Share Transfer Agent, the National Securities

Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on August 29, 2025 and whose email addresses are registered with the Company/ NSDL/CDSL. Members may note that the Notice and Annual Report 2024-25 will also be available on the Company's website www.acesoftex.com, websites of the Stock Exchanges, i.e., BSE Limited at www.bseindia.com, and the Notice of Annual general Meeting is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

21. Members who hold shares in dematerialized form are requested to write their client id and DP id numbers and those who hold shares in physical form requested to write their folio number in Attendance Slip for attending the meeting.
22. Members are advised to refer to the information provided in the Annual Report.
23. Additional information, pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of the directors seeking re-appointment at the AGM, is furnished as annexure to the notice. The directors have furnished consent/declaration for their re-appointment as required under the Companies Act, 2013 and the Rules framed there under.

24. The instructions for e-voting are as under:

Voting through electronic means

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 31st Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on **27th September, 2025 (9:00 am)** and ends on **29th September, 2025 (5:00 pm)**. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **23rd September, 2025**, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The process and manner for remote e-voting are as under:

How do I vote electronically using NSDL e-Voting system?

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

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders

Individual Shareholders holding securities in demat mode with NSDL.

Login Method

1. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. <https://eservices.nsdl.com> either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner**" icon under "**Login**" which is available under "**IDeAS**" section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "**Access to e-Voting**" under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com>. Select "**Register Online for IDeAS Portal**" or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>

2. 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. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
3. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.

Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders (holding securities in demat mode) login through their depository participants

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP 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 Step 2 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. Password details for shareholders other than Individual shareholders 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 to 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 NSDL 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.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.**How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. 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 rajan_bhimani@yahoo.co.in 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 (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on 022 - 4886 7000 or send a request at evoting@nsdl.co.in

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:

1. 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 investorinfo@acesoftex.com
 2. 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 investorinfo@acesoftex.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**
 3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
 4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.
- VI.** The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of **23rd September, 2025.**
- VII.** 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, 2025** may obtain the login ID and password by sending a request at evoting@nsdl.co.in or RTA (Accurate Securities and Registry Private Limited) at investor@accuratesecurities.com. However, if he / she is already registered with NSDL for remote e-Voting then he /she can use his / her existing User ID and password for casting the vote.
- VIII.** 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 ballot paper.
- IX.** Mr. Rajan H. Bhimani, Chartered Accountants (Membership No. 134409) has been appointed as 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.

- X.** The Chairman shall, at the AGM, 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 "Ballot Paper" or "Poling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XI.** 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 in the presence of at least two witnesses not in the employment of the Company 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 in writing, who shall countersign the same and declare the result of the voting forthwith.
- XII.** The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.acesoftex.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 BSE Limited, Mumbai.
- 25.** As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. (National Securities Depository Limited and Central Depository Services (India) Limited). This measure is aimed at curbing fraud and manipulation risk in physical transfer of securities by unscrupulous entities. Transfer of securities only in demat form will improve ease; facilitate convenience and safety of transactions for investors. Members holding shares in physical form are requested to convert their holding(s) to dematerialized form to eliminate all risks associated with physical shares.
- 26. Information required under Regulation 36(3) of the SEBI (LODR) Regulation, 2015 with respect to the Directors retiring by rotation and being eligible seeking re-appointment is as under;**

Name of Director	Mr. Vikram Sanghani
Director Identification Number	00183818
Brief resume of the Director including nature of expertise in specific functional areas	Mr. Vikram Sanghani has been leading the ACE group since 1992 and was the Managing Director of several of ACE's Indian facilities, with responsibility for 2,000 staff. He is also actively engaged in social and charitable activities and has executed exceptionally large projects, including a dam that provides clean water to 100,000 disadvantaged people. Mr. Sanghani has an MBA from the Bajaj Institute of Mumbai. He has been instrumental in developing luxuries residential project like ACE Riverside lifestyle Flats, ARPL Bungalows and also instrumental in developing Ace Nature Cure (Atmaneem) one of the premium wellness center in Gujarat.
Number of shares*	16,08,122
Date of Birth	03-02-1963
Qualification	MBA (Finance)

Note: 1) *No. of shares includes joint holding as a first/second/third holder and holding on behalf of HUF

EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ("THE ACT") SETTING OUT ALL MATERIAL FACTS:

As required by Section 102 of the Companies Act, 2013 (the Act), the following Explanatory Statement sets out all material facts relating to the business mentioned under Item No. 03 to 14 of the accompanying notice.

ITEM NO:03

The Authorized Share Capital of the Company is ₹20,00,00,000/- (Rupees Twenty Crores only) divided into 2,00,00,000 (Two Crore) equity shares of ₹10/- (Rupees Ten only) each and the current paid-up capital of the Company is ₹12,76,59,040/- (Rupees Twelve Crores Seventy Six Lakhs Fifty Nine Thousand Forty Only) divided into 1,27,65,904 (One Crore Twenty Seven Lakhs Sixty Nine Thousand Nine Hundred Four only) equity shares of ₹10/- (Rupees Ten only) each.

To facilitate a proposed issuance of the Equity Shares of the Company on a rights basis and the future requirements, if any, of the Company, approval of the Members of the Company is sought for an increase in the Authorized Share Capital of the Company to ₹25,00,00,000/- (Rupees Twenty Five Crore only) divided into 2,50,00,000 (Two Crore Fifty Lakhs) equity shares of ₹10/- (Rupees Ten Only) each as also stated in the proposed Ordinary Resolution specified as Item No. 1 of this Notice.

Further, the increase in the Authorized Share Capital as aforesaid would entail consequential alteration of the existing Clause V of the Memorandum of Association of the Company. Accordingly, approval of Members of the Company is sought for alteration of existing Clause V of the Memorandum of Association as also stated in the proposed Ordinary Resolution specified as Item No. 03 of this Notice.

The set of Memorandum of Association is available for inspection at the Registered Office of the Company during business hours between 11:00 a.m. to 04:00 p.m. on all working days of the Company.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 03 of this Notice except to the extent of their shareholding in the Company. This statement may also be regarded as an appropriate disclosure under the Act and the SEBI Listing Regulations.

The Board recommends the Ordinary Resolution set out in Item No. 03 of the Notice for approval by the Members.

ITEM NO: 04

The Registered Office of the Company is presently situated at 801, Everest Commercial Building Opp: Shashtri Maidan Rajkot: 360001. Considering the growing operations of the Company and the need for better accessibility and administrative convenience, the Board proposes to shift the Registered Office to 609 to 619, 6th Floor, Solitaire Connect, Nr. Gallops Motors, Makarba, S.G. Highway, Ahmedabad-380051.

The shifting will help the Company in achieving administrative efficiency, ease of coordination with various stakeholders, and better utilization of infrastructure facilities.

As per the provisions of Section 12 of the Companies Act, 2013 and the rules made thereunder, shifting of the Registered Office of the Company outside the local limits of city/town/village requires the approval of the members by way of a Special Resolution.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 04 of this Notice except to the extent of their shareholding in the Company.

The Board recommends the Special Resolution set out in Item No. 04 of the Notice for approval by the Members.

ITEM NO: 05

The Object Clause of the Memorandum of Association of the Company was framed in accordance with the provisions of the Companies Act, 1956. The existing objects no longer adequately reflect the scope and nature of the Company's proposed line of activities and, therefore, necessitate modification.

It is accordingly proposed to alter Clause 3(a) - Main Objects of the Memorandum of Association by substituting the same with a new clauses so as to suitably enlarge and rationalise the objects, thereby enabling the Company to undertake such business activities as may be considered expedient in the best interests of the Company and its stakeholders.

Further, it is also proposed to delete the existing Clause 3(b) relating to ancillary objects and substitute it with a new set of ancillary objects which is mention below aligned with the amended main objects, including matters necessary, incidental or conducive to the attainment of the main objects.

1. To enter into contracts, agreements, arrangements, collaborations, joint ventures, partnerships, consortiums, or other dealings, including filing tenders and bids, which may be profitable, beneficial, or conducive to the Company's business.
2. To acquire, purchase, construct, erect, maintain, alter, enlarge, lease, hire, rent, or otherwise hold lands, buildings, easements, works, machinery, plants, mills, stock, fittings, apparatus, vehicles, materials, and any property or assets necessary or convenient for the Company's business.
3. To purchase, take on lease or in exchange, hire, renew, develop, manage, let, or sub-let lands, buildings, plants, machinery, easements, rights, privileges, stock-in-trade, business concerns, contracts, claims, choses-in-action, and any real or personal property of any kind.
4. To apply for, promote, aid in obtaining and to use or develop charters, privileges, licenses, concessions, authorizations, provisional orders, patents, trademarks, copyrights, or any other rights granted by governments, authorities, or bodies, and to pay any fees, royalties, or other consideration in respect thereof.
5. To procure registration, recognition, or incorporation of the Company in any country or territory worldwide, and to establish branch offices, subsidiaries, agencies, or representative offices in India or abroad.
6. To enter into agreements or arrangements with governments, authorities, persons, firms, or companies, including sharing profits, exchange of shares, reciprocal concessions, or cooperation, and to obtain rights, privileges, contracts, licenses, charters, or concessions deemed desirable or necessary.
7. To promote, form, register, subscribe to, acquire, hold, sell, or dispose of shares, stocks, debentures, bonds, securities, or other financial instruments in any company or body corporate for the purpose of acquiring properties, rights, liabilities, or otherwise benefiting the Company.
8. Subject to the Companies Act, 2013 and applicable laws, to invest or deal with the Company's funds not immediately required in such manner as may be expedient or determined by the Board.
9. To amalgamate, merge, absorb, or reconstruct with any company having objects similar or related to those of the Company, with or without liquidation, as permitted under applicable laws.
10. To advance money, lend, guarantee, or provide security to any person or company, including employees, customers, or associates, on such terms as deemed expedient, excluding activities that require a banking or insurance license under applicable laws.
11. Subject to applicable law and regulatory permissions, to borrow or raise money by loans, deposits, debentures (convertible or otherwise), bonds, promissory notes, commercial papers, or other securities, and to secure the repayment by mortgage, pledge, charge, hypothecation, or lien on any of the Company's assets, including uncalled capital.
12. To mortgage, hypothecate, pledge, charge, assign, or otherwise deal with any movable or immovable properties, rights, assets, or securities of the Company as security for any debt or obligation.
13. To draw, accept, endorse, discount, execute, issue, and negotiate negotiable instruments, including cheques, bills of exchange, promissory notes, hundis, warrants, debentures, bonds, bills of lading, railway receipts, and other transferable instruments.
14. To open and operate accounts with banks, financial institutions, or individuals and to carry out all banking, financial, and monetary transactions including electronic fund transfers.
15. To pay for any property, rights, or services acquired by the Company by cash, shares (fully or partly paid), securities, or other consideration on such terms as the Board may determine.
16. To pay all preliminary expenses relating to incorporation, promotion, registration, acquisition of property or business, and other incidental costs incurred in connection with the Company's formation or operation.
17. To grant pensions, gratuities, allowances, bonuses, and other benefits to employees, officers (including directors), ex-employees, and their dependents or connections, and to establish or support trusts, funds, or schemes (contributory or non-contributory) for their welfare.

18. To make donations, subscribe, contribute, or assist charitable, scientific, religious, benevolent, national, public, or other institutions, exhibitions, or objects deemed conducive or expedient for the Company's interests.
19. To provide for the welfare of employees and ex-employees and their families by building or contributing towards housing, hospitals, dispensaries, schools, recreation centers, medical assistance, and other welfare institutions.
20. To compensate any director, managing director, officer, or employee for loss of office or otherwise, within the limits prescribed by applicable law.
21. To create reserves, sinking funds, insurance funds, or any special funds for depreciation, repairs, improvements, maintenance, or any other purpose beneficial to the Company.
22. To declare, distribute, or apply dividends, bonuses, share premiums, or any other monies as the Company may decide, including distribution of property in specie on winding up subject to law.
23. To sell, dispose of, lease, exchange, or transfer the whole or any part of the Company's undertaking, assets, or property for shares, debentures, or securities of other companies having objects similar or related to the Company's objects.
24. To vest any real or personal property, rights, or interests of the Company in trustees or any other persons or companies for the benefit of the Company, with or without declared trusts.
25. To undertake Corporate Social Responsibility ('CSR') activities in compliance with the Companies Act, 2013 and rules thereunder, or in any other manner the Company deems fit.
26. To do all such incidental or ancillary acts, deeds, matters, and things as are necessary, appropriate, or conducive for the attainment of the above objects or any of them, either alone or in conjunction with others, and to act as principal, agent, contractor, trustee, or otherwise.

In terms of the provisions of Section 13 of the Companies Act, 2013, read with applicable rules made thereunder, the alteration of the Object Clause of the Memorandum of Association requires the approval of the members by way of a Special Resolution and the approval/registration of the same by the Registrar of Companies.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 05 of this Notice except to the extent of their shareholding in the Company.

The Board recommends the Special Resolution set out in Item No. 05 of the Notice for approval by the Members.

ITEM NO: 06

The existing Memorandum of Association of the Company is in conformity with the erstwhile provisions of the Companies Act, 1956 and contains references to sections, regulations and expressions which are no longer in force pursuant to the enactment of the Companies Act, 2013.

In order to bring the Memorandum of Association in alignment with the provisions of the Companies Act, 2013 and the rules framed thereunder, it is proposed to adopt an entirely new set of Memorandum of Association in substitution of the existing Memorandum of Association of the Company. The new set of Memorandum of Association will, inter alia, incorporate the revised object clause as proposed under Item 06 above and will be in conformity with the format prescribed under the Companies Act, 2013.

Pursuant to Section 13 and other applicable provisions of the Companies Act, 2013, adoption of a new Memorandum of Association requires the approval of the members by way of a Special Resolution and filing of necessary forms with the Registrar of Companies.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 06 of this Notice except to the extent of their shareholding in the Company.

The Board recommends the Special Resolution set out in Item No. 06 of the Notice for approval by the Members.

ITEM NO. 07

The Members of the Company had, at 30th Annual General Meeting held on September 30, 2024, approved the appointment and remuneration of Mr. Amit M. Mehta (DIN: 00432898) as Managing Director and Chief Executive Officer of the Company for a specified tenure, including the terms of his remuneration. In view of Mr. Mehta's significant contributions towards the Company's growth, operational performance, strategic execution and leadership and after reviewing the industry benchmarks for similarly placed roles, the Board of Directors has, on the recommendation of the Nomination and Remuneration Committee, approved the revision in his remuneration structure, effective from April 1, 2025, for the remaining period of his current remuneration tenure.

It is proposed to seek members' approval for revised maximum remuneration payable to Mr. Amit M. Mehta, Managing Directors & CEO in terms of the provisions of section 197 read with the schedule V of the Companies Act, 2013.

Board particulars of the terms of remuneration payable to Mr. Amit M. Mehta, Managing Directors & CEO, which shall be construed as a contract of employment as per section 190 of the Companies Act, 2013 and the written memorandum setting out the terms are as under;

1) Terms and conditions

- a. Managing Directors & CEO will perform his duties as such with regard to all work of the Company and will manage and attend to such business and carry out orders and directions given by the Board from time to time in all respects and conform to and comply with all such directions and regulations as may from time to time be given and made by the Board.
- b. Managing Directors & CEO shall act in accordance with the Articles of Association of the Company and will abide by the provisions contained in Section 166 of the Act with regard to duties of directors.
- c. The Managing Director & CEO shall adhere to the Company's code of conduct.
- d. The office of the Managing Director & CEO may be terminated by the Company or by him by giving the other 3 (three) months' prior notice in writing.
- e. Period of Revised Remuneration: Period of Revised Remuneration is from April 1, 2025 to July 31, 2027.

2) Salary, Perquisites and Allowances

- a. Salary: ₹84,00,000 per annum to be paid periodically in accordance with the Company's normal payroll practices and subject to deduction of tax.
- b. Perquisites: In addition to the remuneration as stated above, the Managing Director and CEO shall also be entitled, as per Rules of the Company, to perquisites like house maintenance allowance together with reimbursement of expenses and / or allowances for utilization of gas, electricity, water, furnishing and repairs, medical assistance and air passage and / or leave travel concession / allowances for self and family including dependents, personal accident insurance premium and such other perquisites and allowances in accordance with the rules of the Company. The said perquisites and allowances shall be evaluated, wherever applicable, as per the provisions of Income Tax Act, 1961 or any rules thereunder or any statutory modification(s) or re-enactment(s) thereof; in the absence of any such rules, perquisites and allowances shall be evaluated at actual cost.
- c. Company's contribution to provident fund and superannuation fund or annuity fund, gratuity payment as per Company's rules and encashment of leave at the end of his tenure shall not be included in the computation of ceiling on remuneration and perquisites as aforesaid.
- d. Reimbursement of Expenses: Expenses incurred for travelling, boarding and lodging including for the Managing Director and CEO and spouse and attendant(s) during business trips and provision of car(s), driver's wages, petrol and other travelling expenses for use on Company's business and communication expenses at residence shall be reimbursed at actual and not considered as perquisites.
- e. Allowances/other perquisites: Any other allowances and perquisites as approved by the Nomination and Remuneration Committee and Board of Directors from time to time.
- f. Increment in basic salary, perquisite and allowances: Subject to the approval of Nomination and Remuneration Committee and Board, the Managing Director and CEO is entitled to increase in basis salary, perquisite and allowances up to 15% at the beginning of each financial year i.e. from April 01, 2026 till the tenure of remuneration.

Overall remuneration, perquisites, commission, allowance, etc shall not exceed the ceiling on remuneration, as specified in schedule V of the Companies Act, 2013, in case of loss or inadequate profit.

Revision and / or yearly increment to the above-mentioned remuneration as may be determined by the Board and / or the Nomination and Remuneration Committee of the Board, shall be within the overall ceiling of remuneration prescribed under Section 197 read with Schedule V to the Act.

The statements containing additional information as required under Schedule V to the Act are annexed to the Notice. The remuneration proposed will be within the limits permissible under Schedule V to the Act.

Save and except Mr. Amit M. Mehta and his relatives, none of the other Directors / Key Managerial Personnel of the Company / their relatives are in anyway, concerned or interested, financially or otherwise, in the resolution set out at Item No. 07 of the Notice.

The Board recommends the Special Resolution set out in Item No. 07 of the Notice for approval by the Members.

THE STATEMENT CONTAINING ADDITIONAL INFORMATION AS REQUIRED IN SCHEDULE V OF THE COMPANIES ACT, 2013.

I) GENERAL INFORMATION

- 1. Nature of Industry:** The Company operates in the business of Software and database creation
- 2. Date or expected date of commencement of commercial production:** The Company was incorporated on 17th August, 1994 and Commencement of Business of Certificate was granted on 23rd September, 1994. The Company has commenced the business since then.
- 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;**

(Rs. In Lacs)

Particulars	F.Y. 2024-25		F.Y. 2023-24		F.Y. 2022-23	
	Standalone	Consolidated	Standalone	Consolidated	Standalone	Consolidated
Gross Revenue	1350.97	3342.99	1389.85	2976.13	854.71	1076.31
Profit before tax	303.25	648.24	486.41	578.16	9.85	12.33
Profit for the period	233.13	559.49	465.99	534.65	9.85	11.48

5. Foreign investments or collaborations, if any.

Not Applicable.

II) INFORMATION ABOUT THE APPOINTEE:

- (1) Background details:** Mr. Amit Mehta holds the degree Bachelor of Business Administration from Saurashtra University and has an experience of more than 24 years in the field of web/software development, Digital Marketing, e-commerce and CAD & Architectural Services.

(2) Past remuneration:

(Rs. In Lacs)

	Amit M. Mehta
	FY 2024-25
Gross Salary	34.40

- (3) Recognition or awards:** Details provided in explanatory statement.

(4) Job profile and suitability

The CEO & MD shall devote his time and attention to the business of the Company and shall perform such duties as may be entrusted to him by the Board from time to time and separately communicated to him and exercise such powers as may be assigned to him, subject to the superintendence, control and direction of the Board in connection with and in the best interests of the business of the Company and the business of one or more of its associated companies and/or subsidiaries, including performing duties as assigned to the CEO & MD from time to time by serving on the Boards of such associated companies and / or subsidiaries or any other executive body or any committee of such a company.

(5) Remuneration Proposed

As per item no. 07 of the 'Statement pursuant to section 102(1) of the Companies Act, 2013 annexed to the Notice

(6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person

There are no set standards for remuneration in the industry. The executive remuneration in the industry has been increasing significantly in last few years. Having regard to the type of industry, trends in the industry, size of the Company, the responsibilities, academic background and capabilities, the Company believes that the remuneration proposed to be paid to Mr. Amit M. Mehta as Managing Director and CEO is appropriate. The Company has its own remuneration policy based on its short-term and long-term objectives and role perceived and played by employees at top levels. Considering their rich experience, competence, and the growth and development of the Company under their leadership, the terms of his remuneration are considered fair and reasonable.

(7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.

Managing Director and CEO do not have any pecuniary relationship with the Company except remuneration paid to him as Managing Director and CEO and as a shareholder to the extent of his respective shareholding directly and indirectly in the Company.

III. OTHER INFORMATION:

(1) Reasons of loss or inadequate profits

Due to the competitive market, Company is unable to charge higher rate from customer which resulted into limited/ inadequate profit.

(2) Steps taken or proposed to be taken for improvement

The company has taken various initiatives to improve market share and financial performance. It has been aggressively pursuing and implementing its strategies to improve volumes and reduce costs coupled with sale, service and marketing.

(3) Expected increase in productivity and profits in measurable terms.

The Company has strategically planned to address the issue of productivity and increase profits and has put in place measures to reduce cost and improve the bottom-line.

ITEM NO 8&9

Equity based compensation is an integral part of employee compensation across sectors which enables alignment of personal goals of the employees with organizational objectives by participating in the ownership of the Company through stock-based incentive plan. The Company recognises that employees are most valuable resource and their steadfast commitment and highly motivated performance is instrumental in sustained growth of the Company. It is therefore essential to attract and retain talent to ensure long-term commitment to the company to contribute to the growth and development of the company.

The Company believes in rewarding its employees including directors of the Company as well as of the existing and future subsidiary company(ies) or associates company(ies) for their continuous hard work, dedication and support, which has led the Company and existing and future subsidiary company(ies) or associates company(ies) on the growth path. The Company intends to implement Ace Software Exports Limited - Employee Stock Option Plan 2025 ('ASEL - ESOP') with a view to attract and retain business critical and high potential employees of the Company and its existing and future subsidiary company(ies) or associates company(ies) by way of rewarding their performance and motivate them to contribute to the overall corporate growth and profitability.

Under ASEL - ESOP 2025, the eligible employees shall be granted Options which will be exercisable into equity shares of ₹10/- (Rupee Ten only) each of the Company. ASEL - ESOP 2025 shall be implemented by the Nomination and Remuneration Committee ("NRC").

The main features of the ASEL - ESOP 2025 are as under:

1. Brief Description of the Scheme - ASEL - ESOP 2025

The Scheme shall be called Ace Software Exports Limited - Employee Stock Option Plan 2025 ('ASEL - ESOP 2025'). The Scheme contemplates grant of Options to the employees of the Company and its Subsidiary Company(ies) or associates company(ies) (present and future, if any).

After vesting of Options, the employees earn a right, but not an obligation, to exercise the vested Options within the exercise period and obtain equity shares of the Company which shall be issued by the Company subject to payment of exercise price and satisfaction of any tax obligation arising thereon and other terms and condition of the Scheme.

The objectives of the Scheme are:

1. Create a sense of ownership within the organization;
2. Encourage Eligible Employees to align their performance with Company objectives;
3. Promote the long-term interests of the Company by providing an incentive to attract, retain, motivate and reward Eligible Employees of the Company so as to make them partners to the growth and profitability of the Company, and thereby promoting the welfare of the Eligible Employees.

2. Total number of Options to be granted

The aggregate number of stock Options to be granted under the Plan shall not exceed 2,55,000 (Two Lakhs Fifty-Five Thousand) Employee Stock Options ("ESOPs"/ "Option(s)"), being 2% of the total outstanding equity shares of the Company as at June 30, 2025, exercisable into not more than 2,55,000 (Two Lakhs Fifty-Five Thousand) fully paid-up equity shares of the Company in aggregate of face value of ₹10/- (Rupees Ten only) each.

In case of any corporate action(s) such as rights issue, bonus issue, merger, demerger, sale of division, expansion of capital, change in capital structure and others, if any including preferential allotment of shares or qualified institutions placement, additional Options of the Company are to be issued to the employees for the purpose of making a fair and reasonable adjustment to the Options issued to them, the above ceiling in terms of number of equity shares shall be deemed to be increased in proportion to the additional equity shares issued in the aforesaid corporate action(s).

In case of a share split or consolidation, if the revised face value of the share is less or more than the current face value as prevailing on the date of coming into force of this scheme, the maximum number of shares available for being granted under ASEL - ESOP 2025, as specified above shall stand modified accordingly, so as to ensure that the aggregate benefit (No. of Shares (X) face value per Share) prior to such Share split or consolidation does not reduce after such Share split or consolidation.

3. Identification of classes of employees entitled to participate in the Scheme.

Following classes of employees are entitled to participate in ASEL - ESOP 2025:

- (i) an employee as designated by the Company, who is exclusively working in India or outside India; or
- (ii) a director of the Company, whether a whole time director or not, including a non-executive director who is not a promoter or member of the promoter group, but excluding an independent director; or
- (iii) an employee as defined in sub-clauses (i) or (ii), of a Group Company including Subsidiary or its Associate Company, in India or outside India, but does not include:
 - a) an employee who is a promoter or a person belonging to the promoter group; or
 - b) a director who, either himself or through his relative or through any body corporate, directly or indirectly, holds more than ten per cent of the outstanding equity shares of the company.

4. Requirements of vesting and period of vesting

Vesting of Options may happen in one or more tranches. The vesting conditions and vesting schedule subject to which vesting would take place shall be outlined in the Letter of Grant given to the option grantee at the time of Grant of such Options. Notwithstanding anything contained in this Plan, there shall be a minimum vesting period of One (1) year and the maximum vesting period of an Option granted shall not be greater than Four (4) years from the date of Grant.

5. Maximum period within which the Options shall be vested

Options granted under ASEL - ESOP 2025 would vest subject to maximum period of 4 (four) years from the date of grant of such Options. The NRC shall determine the specific vesting percentage and schedule which may be different for different eligible employees or class thereof at the time of grant. The NRC shall always have a right, at its sole discretion to vary the vesting schedule in respect of any Option to be granted subject to minimum and maximum vesting period.

6. Exercise price or pricing formula

The consideration payable by an option grantee for exercising an individual Option would be the Exercise Price (as adjusted for any amount paid upon Grant), which shall be as mentioned in the letter of grant. Exercise Price and/or any amount payable upon Grant by an Option Grantee and the manner thereof, shall be determined by the NRC, from time to time and in accordance with the Scheme, and which may be different for different Eligible Employees or class thereof.

7. Exercise Period and the process of Exercise

The Exercise Period in respect of vested Option shall be a period not exceeding 3 (three) months from the date of vesting of such Options.

An option grantee shall serve a prior written notice of 7 (seven) days in such format as may be prescribed by the NRC, from time to time ("**Exercise Notice**"), specifying the intention to Exercise the vested options and the number of Options the Option Grantee wishes to Exercise.

On receipt of the Exercise Notice and Exercise Price, the NRC shall proceed to issue the Equity Shares to the concerned Employee(s) within 30 days from the date of receipt of Exercise Notice.

The Options not exercised within the Exercise Period shall lapse and the Employee shall have no right over such lapsed or cancelled Options.

8. The appraisal process for determining the eligibility of employees under ASEL - ESOP 2025

The Employees to whom the Options shall be granted and their eligibility criteria shall be determined by the NRC. The eligibility criteria may be based on designation, period of service, band, performance linked parameters such as work performance and such other criteria as may be determined by the NRC at its sole discretion, from time to time.

9. Maximum number of benefits to be issued per employee and in aggregate under the Scheme.

The maximum number of Options granted per Employee will be determined by the NRC. However, the maximum number of Options, that may be granted to Eligible Employees under this Plan, in any financial year shall not equal to or exceed 1% of the issued equity share capital (excluding outstanding warrants and conversions, if any) of the Company at the time of Grant if the prior specific approval from shareholders of the Company through a special resolution to this effect is not obtained.

The Company shall be authorized by the shareholders to issue to the Eligible Employees under the ASEL - ESOP 2025, not exceeding 2,55,000 (Two Lakhs Fifty-Five Thousand) Employee Stock Options, representing about 2% of the aggregate number of issued and outstanding shares of the Company, as on June 30, 2025.

10. Maximum quantum of benefits to be provided per employee under the Scheme

Apart from granting the Options as mentioned above, no other monetary benefits are contemplated under the ASEL - ESOP 2025 for Employees.

11. Whether the Scheme is to be implemented and administered directly by the company or through a trust

The Scheme is proposed to be implemented directly by the Company through the Board / NRC.

12. Whether the Scheme involves new issue of shares by the company or secondary acquisition by the trust or both

The Scheme contemplates only new / fresh / primary issue of equity shares by the Company.

13. The amount of loan to be provided for implementation of the Scheme to the trust its tenure, utilization repayment terms, etc.

Not applicable as the Scheme is not implemented through Trust.

14. Maximum percentage of secondary acquisition that can be made by the trust for the purposes of the Scheme

Not applicable as the Scheme is not implemented through Trust.

15. Accounting Policies

The Company shall follow and conform the laws/regulations applicable to accounting and disclosure related to Options, including Companies Act but not limited to SEBI (SBEB) Regulations as well as section 133 of the Companies Act, 2013, the Guidance Note on Accounting for Employee Share-based Payments and/ or any relevant Accounting Standards as may be prescribed by the Regulatory authorities from time to time, including the disclosure requirements prescribed therein, as and when applicable to the Company.

16. Method of valuation of Options

The Company will follow fair value method for computing the compensation cost, if any, for the Options granted. The company will follow IND AS or any other requirements for accounting of the stock options as are applicable to the Company for the same.

17. The conditions under which option vested in employees may lapse

The Option Grantee would be subjected to the following treatment of Options in case of special situations, as hereunder:

Sr. No.	Particulars	In case of Vested Options	In case of Unvested Options
a.	Resignation/ Termination (other than due to Misconduct or breach of Company Policies)	All the Vested Option as on the date of submission of resignation or termination shall be exercised by Option Grantee on or before last working day in the Company or before the expiry of the Exercise Period, whichever is earlier.	All the Unvested Options as on the date of submission of resignation or termination shall stand cancelled from that date.
b.	Termination due to Misconduct or due to breach of Company Policies.	All the Vested Unexercised Options shall stand cancelled with effect from the date of such termination.	All the Unvested Options shall stand cancelled with effect from the date of such termination.
c.	Retirement/ Early Retirement approved by the Company	All the Vested Options as on date of retirement shall be exercised by the Option Grantee as per existing terms and conditions of Grant or as decided by the Board/NRC Committee.	All Unvested Options on the date of Retirement/Early Retirement shall continue to vest in accordance with the respective vesting schedule, even after Retirement/Early Retirement or superannuation in accordance with the Company's policies and the Applicable Laws.

d.	Death	In the event of the death of the Option Grantee while in employment, all Vested Options as on the date of death may be exercised by the nominee(s) or legal heir(s) of the Option Grantee, with effect from the date of death. Such exercise shall be completed within a period of 12 (twelve) months from the date of death, subject to compliance with Applicable Laws and the terms of the Scheme.	Notwithstanding anything contained in this Scheme, all Unvested Options as on the date of death of the Option Grantee shall be deemed to be vested immediately and may be exercised by the nominee/ legal heir(s) of Option Grantee immediately after the date of the death of the Option Grantee, but in no event later than 12 months from the date of the death.
e.	Termination due to Permanent Disability	In the event of termination of employment of the Option Grantee on account of permanent disability, all Vested Options held by the Option Grantee as on the date of such disability may be exercised by the Option Grantee with effect from the date of such termination, but in no event later than 6 (six) months from the date of termination, subject to compliance with Applicable Laws.	Notwithstanding anything to the contrary contained in this Scheme, in the event of termination of employment of the Option Grantee on account of permanent disability, all Unvested Options held by the Option Grantee as on the date of such disability shall stand vested immediately and may be exercised by the Option Grantee with effect from the date of such termination, but in no event later than 6 (six) months from the date of termination, subject to compliance with Applicable Laws.
f.	Abandonment	All Vested Options shall stand cancelled	All Unvested Options shall stand cancelled
g.	Transfer	In the event of an Option Grantee being transferred amongst the Company or to the Group Company including Associate/ Subsidiary Company, at instance of or with consent of the Company, the Option Grantee will continue to hold all Vested Options and can Exercise them anytime within the Exercise Period.	All Unvested Options shall vest as per the Vesting schedule.
h.	Any other reasons not specified above	The NRC Committee shall have rights to decide the treatment of Vested Options.	The NRC Committee shall have rights to decide the treatment of Unvested Options.

In case of any regulatory changes warranting any change in vesting schedule/ conditions/exercise period in any of the above separation conditions, the provisions of such change shall apply.

The Board/ NRC, at its sole discretion shall decide the date of cancellation of Options and such decision shall be binding on all concerned. Provided that, in accordance with Applicable Law, notwithstanding anything to the contrary contained herein, the Company shall not vary the terms of the ASEL - ESOP 2025 in any manner which may be detrimental to the interests of the Employees.

18. Time period within which the employee shall exercise the vested options in the event of a proposed termination of employment or resignation of employee.

Please refer point no. 17 as mentioned above.

19. Declaration

'In case, the Company opts for expensing of share-based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the Stock Options shall be disclosed in the Directors' Report and the impact of this difference on profits and on Earning Per Share (EPS) of the Company shall also be disclosed in the Directors' Report.'

The said statement is not applicable to the Company since the Company is opting for the Fair Value Method.

20. Period of lock-in

The Shares issued upon exercise of Options shall be freely transferable and shall not be subject to any lock-in period restriction after such Exercise.

Provided that the transferability of the Equity Shares shall be subject to the restriction for such period in terms of the Securities and Exchange Board of India (Prohibition of Insider Trading), Regulations, 2015, as amended from time to time or for such other period as may be stipulated from time to time in terms of Company's Code of Conduct for Prevention of Insider Trading as and when such Regulations are made applicable to the Company.

21. Terms & conditions for buyback, if any, of specified securities covered under SBEB Regulations

Subject to the provisions of the prevailing applicable laws, the NRC shall determine the procedure for buy-back of the Options granted under the Plan if to be undertaken at any time by the Company, and the applicable terms and conditions thereof.

Regulation 6(1) of the SEBI SBEB Regulations requires that every employee stock option scheme shall be approved by the shareholders of the company by passing a special resolution in a general meeting. Accordingly, the Special Resolutions set out at Item No. 8 of this Notice is proposed for approval by shareholders.

As per the SEBI SBEB Regulations, approval of shareholders by way of a separate Special Resolution is also required to be obtained by the Company, if the benefits of the ASEL - ESOP 2025 are to be extended to the employees of the existing and future subsidiary company(ies) or associates company(ies) of the Company.

Accordingly, the special resolution set out at Item No. 9 proposes to cover the employees of the existing and future subsidiary company(ies) or associates company(ies) of the Company under the ASEL - ESOP 2025 and the same is proposed for approval by shareholders.

The Options to be granted under the ASEL - ESOP 2025 shall not be treated as an offer or invitation made to public for subscription of securities of the Company. The ASEL - ESOP 2025 conforms to the SEBI SBEB Regulations.

A copy of the ASEL - ESOP 2025 will be kept open for inspection by shareholders at the registered office of the Company during business hours.

Directors / Key Managerial Personnel of the Company / their relatives who may be granted Options under the ASEL - ESOP 2025 may be deemed to be concerned or interested in the Special Resolutions at Item No. 08 & 09 of this Notice. Save as aforesaid, none of the Directors / Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the said Special Resolutions.

The Board recommends the Special Resolution set out in Item No. 08 & 09 of the Notice for approval by the Members.

ITEM NO: 10

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, every listed company and such other class of companies as may be prescribed is required to annex with its Board's Report, a Secretarial Audit Report given by a Practising Company Secretary in the prescribed form.

In compliance with the said provisions, the Board of Directors of the Company, on the recommendation of the Audit Committee, has approved the appointment of M/s Pranay Mandhana & Associates, Practising Company Secretary (CP No. 23399, Membership No. A16065) as the Secretarial Auditor of the Company for the financial year 2025-26 to 2029-30 conduct the Secretarial Audit of the Company.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 10 of this Notice except to the extent of their shareholding in the Company.

The Board recommends the Ordinary Resolution set out in Item No. 10 of the Notice for approval by the Members.

ITEM NO. 11

The Company has been making investments in and giving loans to various persons and bodies corporate (including its subsidiary) from time to time, in compliance with the applicable provisions of the Act.

The provisions of Section 186 of the Act read with the Companies (Meeting of Board and its Powers) Rules, 2014, as amended to date, provides that no company is permitted to, directly or indirectly, (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more. Further, the said Section provides that where the giving of any loan or guarantee or providing any security or the acquisition as provided under Section 186(2) of the Act, exceeds the limits specified therein, prior approval of Members by means of a Special Resolution is required to be passed at a general meeting.

As per the latest audited Balance Sheet of the Company as on March 31, 2025, sixty per cent of the paid-up share capital, free reserves and securities premium account amounts to ₹4616.63 Lakhs, while one hundred per cent of its free reserves and securities premium account amount to ₹6425.22 Lakhs. Therefore, the maximum limit available to the Company under Section 186(2) of the Act for making investments or giving loans or providing guarantees/ securities in connection with a loan, as the case may be, is ₹6425.22 Lakhs. Further, the Company vide a Special Resolution passed by its members on 05th July, 2024, has approved the increase in the limits to ₹5,000.00 Lakhs. As on March 31, 2025, the aggregate value of investments and loans made and guarantee and securities issued by the Company, as the case may be, amount to ₹4283.46 Lakhs.

In view of the above and considering the long-term business plans of the Company, which requires the Company to make sizeable loans/ investments and issue guarantees/ securities to persons or bodies corporate, from time to time, prior approval of the Members is being sought for enhancing the said limits. Hence, the Special Resolution at Item No. 10 of the Notice, notwithstanding the fact that the same exceeds the limits provided under Section 186 of the act.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 11 of this Notice except to the extent of their shareholding in the Company.

The Board recommends the Special Resolution set out in Item No. 11 of the Notice for approval by the Members.

ITEM NO 12, 13 & 14

As per Section 188 of the Act, Related Party Transactions (RPT) such as sale / purchase of goods or services, disposal or lease of property of any kind, appointment of any agent for purchase or sale of any goods, materials, services or property, appointment to an office of profit and underwriting the subscription of securities / derivatives of the Company, shall require prior approval of members, if transactions exceeded such sums, as prescribed. Further, such transactions are exempt from the requirement of obtaining prior approval of members, if they are in ordinary course of business and at arms' length.

Further, Regulation 23 of the SEBI Listing Regulations, inter alia, states that, all Material Related Party Transactions ('RPT') shall require prior approval of the shareholders by means of an Ordinary Resolution, even if such transaction(s) are in the ordinary course of business and at an arm's length pricing basis. A transaction with a Related Party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds ₹1,000 crore or 10% of the annual consolidated turnover of a listed entity as per the last audited financial statements of the listed entity, whichever is lower. Regulation 2(1)(zc) of the SEBI Listing Regulations defines related party transaction to mean a transaction involving transfer of resources, services or obligations between a listed entity or any of its subsidiaries on one hand and a related party of the listed entity, regardless of whether a price is charged or not.

In view of the provisions of Reg. 23 of Listing Regulations and further clarification provided by SEBI from time to time, prior approval of members for material RPT's is to be taken on annual basis, if the transaction(s) to be entered into individually or taken together with previous transactions during the next Financial Year, exceeds ₹1000 crore or 10% of the annual consolidated turnover of the Company as per the last audited financial statements, whichever is lower.

As the expected value of the transactions with the RP's as mentioned at item nos. 12 to 14 is likely to exceed 10% of the annual consolidated turnover of the Company during the year 2025-26, members approval for the material RPT's is being sought. The Management has provided the Audit Committee with relevant details of the proposed RPTs. The Audit Committee, after reviewing all necessary information, has granted its approval for entering into the below mentioned RPTs. The Audit Committee has noted that the said transaction(s) will be at an arm's length pricing basis and will be in the ordinary course of business. The Audit Committee and the Board of the Company have reviewed the material RPT's and recommended seeking member's approval for the same.

The summary of information required under the Listing Regulations w.r.t RPT's which are likely to exceed 10% of the annual consolidated turnover of the Company during the year 2025-26 and require approval of members is as under:

Sr No.	Particulars	Details of Proposed Related Party Transactions of Ace Software Exports Limited ('Company') with QeDigital Australia Pty Ltd	Details of Proposed Related Party Transactions of QeCAD Studio Private Limited ('QeCAD') with QeDigital Australia Pty Ltd	Details of Proposed Related Party Transactions of QeNomy Digital LLP ('QeNomy') with QeApps Private Limited ('QeApps')
1	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Name: QeDigital Australia Pty Ltd ('QeDigital') Relationship - Ace Infoway Private Limited, Wholly Owned subsidiary of the Company holds 65% stake in the QeDigital		Name: QeApps Private Limited Relationship: Executive Directors of the Company are Shareholders and Directors in the QeApps Private Limited
2	Name of Director(s) or Key Managerial Personnel who is related, if any	Not Applicable		
3	Type, material terms, monetary value and particulars of the proposed RPTs	The Company and QeDigital have entered into /proposed to enter into following RPTs pertaining during FY 2025-26, for an aggregate value not exceeding ₹10 Crore Sale and Purchase of goods and services; leasing of property of any kind; availing or rendering of any services	QeCAD and QeDigital have entered into /proposed to enter into following RPTs pertaining during FY 2025-26, for an aggregate value not exceeding ₹10 Crore Sale and Purchase of goods and services; leasing of property of any kind; availing or rendering of any services	QeNomy and QeApps have entered into /proposed to enter into following RPTs pertaining during FY 2025-26, for an aggregate value not exceeding ₹10 Crore Sale and Purchase of goods and services; leasing of property of any kind; availing or rendering of any services

4	Value of RPT as % of ASEL's consolidated turnover of ₹3154.65 Lakhs for the year 2024-25	15.85%	15.85%	15.85%
5	Justification for the proposed RPTs	For furtherance of business interest of the Company		
6	Details of proposed RPTs relating to any loans, intercorporate deposits, advances or investments made or given by the Company or its subsidiary	Not Applicable		
7	Whether in Ordinary Course of Business and on arm's length basis	Yes (In the Ordinary Course of Business and on arm's length basis)		
8	Any valuation or other external report relied upon by the listed entity in relation to the transactions	Not Applicable		

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 12 to 14 of this Notice except to the extent of their shareholding in the Company.

The Board recommends the Special Resolution set out in Item No. 12 to 14 of the Notice for approval by the Members.

By Order of the Board of Directors

Mansi D. Patel

Company Secretary & Compliance Officer

September 05, 2025

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

Phone: 0281- 2226097, Fax: 02812232918, Email: investorinfo@acesoftex.com

CIN: L72200GJ1994PLC022781, Website: www.acesoftex.com

DIRECTOR'S REPORT

**To
The Members,**

Your directors are pleased to present the 31st Annual Report of Ace Software Exports Limited ("the company") together with the audited financial statements for the financial year ended March 31, 2025.

FINANCIAL SUMMARY AND HIGHLIGHTS

The financial performance for the year ended March 31, 2025 is summarized below:

Particulars	Standalone		Consolidated	
	Current year	Previous Year	Current year	Previous Year
	2024-25	2023-24	2024-25	2023-24
Revenue From Operation	1155.80	820.77	3154.65	2372.31
+Other Income	195.17	569.08	188.34	603.82
Total Revenue	1350.97	1389.85	3342.99	2976.13
Depreciation & Amortization	28.64	30.85	117.63	70.38
Employee Benefit Expense	341.06	283.12	1642.26	1139.69
Finance Cost	13.61	0.52	58.19	12.88
Other Expenses	735.96	602.06	1188.24	1188.13
-Total Expenses	1047.72	903.44	2694.75	2397.97
Profit before tax	303.25	486.41	648.24	578.16
Tax Expenses				
(1) Current Tax	70.12	20.41	93.22	46.78
(2) Deferred Tax	-	-	(4.48)	(3.26)
Profit after Tax	233.13	466.00	559.49	534.65

*Note: Previous year figures have been regrouped wherever necessary.

CONSOLIDATED FINANCIAL STATEMENT.

As per Regulation 33 of the Securities and Exchange Board Regulations, 2015 (hereinafter referred to as "Listing Regulations") and applicable provisions of the Companies Act, 2013 read with the Rules issued there under, the Consolidated Financial Statements of the Company for the financial year 2024-25 have been prepared in compliance with applicable Accounting Standards and on the basis of audited financial statements of the Company and its subsidiaries, as approved by the respective Board of Directors.

The Consolidated Financial Statements together with the Auditors' Report form part of this Annual Report.

STATE OF COMPANY'S AFFAIRS

During the financial year 2024-25, your Company recorded a robust growth in its operating revenues. On a standalone basis, revenue from operations increased to ₹1155.80 lakhs as compared to ₹820.77 lakhs in the previous year, reflecting a growth of over 41%. On a consolidated basis, the revenue from operations stood at ₹3154.65 lakhs as against ₹2372.31 lakhs in the previous year, registering an increase of around 33%. This growth demonstrates the continued strength of the Company's core business operations.

However, Other Income during the year declined, with standalone Other Income falling from ₹569.08 lakhs to ₹195.17 lakhs and consolidated Other Income reducing from ₹603.82 lakhs to ₹188.34 lakhs. The higher Other Income reported in FY 2023-24 was primarily on account of the sale of immovable property by the Company. This reduction impacted the overall profitability on a standalone basis. Total expenses also increased in line with the business expansion; however, the increase in expenses was proportionately lower than the revenue growth, thereby reflecting improved cost absorption.

As a result, the standalone profit before tax declined from ₹486.41 lakhs in the previous year to ₹303.25 lakhs during the year under review, primarily due to lower other income and higher tax outgo. On the other hand, the consolidated profit before tax improved from ₹578.16 lakhs to ₹648.24 lakhs, supported by a strong contribution from subsidiary operations.

Tax expenses have also increased significantly in both standalone and consolidated results, attributable to the higher profitability.

Overall, while the standalone performance of the Company was impacted due to a reduction in other income, the consolidated results reflect resilience and growth, largely driven by the performance of subsidiaries. The management remains committed to sustaining the revenue growth momentum, improving operational efficiencies, and enhancing shareholder value in the coming years.

TRANSFER TO RESERVE

The Company does not propose to transfer any amount to reserves.

DEPOSITS

The Company has not accepted any deposits under Section 73 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014. Further, there are no outstanding deposits that are not in compliance with Chapter V of the Act.

CHANGE IN THE NATURE OF BUSINESS, IF ANY;

The Company, pursuant to approvals by the Board and Shareholders, completed strategic investments to strengthen its business:

- ▶ Invested ₹12.90 crore in Ace Infoway Private Limited, acquiring 60% of its equity from existing shareholders. With this investment, AIPL is now a wholly-owned subsidiary of the Company;
- ▶ Invested ₹14.44 crore in QeNomy Digital LLP to acquire 60% additional stake making it a wholly owned by the Company
- ▶ Invested ₹2.86 crore in QeCAD Studio LLP to acquire 60% additional stake making it a wholly owned by the Company; and
- ▶ Successfully completed a Rights Issue of equity shares aggregating ₹49.92 crore to eligible shareholders.

These investments and the Rights Issue have enhanced the Company's presence in digital and technology initiatives and augmented its capital base for future growth.

ISSUE OF EQUITY SHARES ON RIGHTS BASIS

During the year under review, your Company has undertaken a Rights Issue to raise capital. The key details of Rights Issue are as under:

Issue Size: Rs. 49.92 Crore

Entitlement Ratio - 1 Rights Equity Share for every 1 Fully paid-up Equity Shares held by eligible shareholders on the record date.

Number of Rights Equity Shares allotted: 64,00,000 shares.

Price of Rights Equity Shares: ₹78 per Rights Equity Share when fully paid-up, including a premium of ₹68 per Rights Equity Share.

Objects of the Issue:

1. Acquisition of balance 60% equity shares of Ace Infoway Private Limited from its existing shareholders;
2. Investment in QeNomy Digital LLP by way of capital contribution;
3. Investment in QeCAD Studio LLP by way of capital contribution;
4. Additional investment in AQE Techtools Private Limited by way of subscription of equity shares; and
5. General Corporate Purposes.

Payment terms: On application, ₹39 (comprising ₹5 towards paid-up value and ₹34 towards premium) per Rights Equity Share was paid. The Board of Directors at its meeting held on January 15, 2025, had made the first and final call of ₹39 (comprising ₹5 towards paid-up value and ₹34 towards premium) per Rights Equity Share as on the record date of January 24, 2025. Out of the total partly paid-up shares allotted; the Company has received the first and final call money on 63,65,904 shares. The Board of Directors of the Company at their meeting held on May 30, 2025 approved forfeiture of 34,096 on which first and final call money was not received.

CHANGES IN PAID-UP SHARE CAPITAL

During FY 2024-25, the Company issued 64,00,000 partly paid-up equity shares of face value of ₹10 each. The paid-up share capital of the Company as at March 31, 2025 was as under:

Particulars	No. of Equity Shares (Face Value of ₹10 each)	Paid-up Value (in ₹)	Amount (₹ in Cr)
Fully paid-up	1,25,83,329	10	12,58,33,290
Shares on which first and Final call remains unpaid	2,16,671	5	10,83,355
TOTAL	1,28,00,000	-	12,69,16,645

The Company has not issued:

- ▶ Any shares with differential rights as to dividend, voting, or otherwise;
- ▶ Any sweat equity shares

DIVIDEND

The board of directors of your company does not recommend any dividend for the year.

RELATED PARTY TRANSACTION

During the year under review, the Company has undertaken transactions with related parties as defined under Section 2(76) of the Companies Act, 2013, read with the Companies (Specification of Definitions Details) Rules, 2014, SEBI (LODR) Regulations, and the applicable Accounting Standards. All such transactions were carried out in the ordinary course of business and on an arm's length basis, in line with the Company's Policy on Related Party Transactions.

All contracts/ arrangements/ transactions entered by the Company with the related parties were in the ordinary course of business and on an arm's length basis. In accordance with the provisions of Section 134(3)(h) of the Act, the particulars of such RPTs as required under Section 188(1) of the Act are disclosed in Form AOC-2, which forms part of this Report and is annexed hereto as Annexure 5.

The details of related party transactions, as mandated under the applicable Accounting Standards, have been disclosed in the notes to the financial statements forming part of this Annual Report.

Pursuant to Regulation 23 of the SEBI (LODR) Regulations, the Company has adopted a Related Party Transactions Policy, which is available on its official website: <https://www.acesoftex.com/investor-relations.html>

DISCLOSURE OF LOANS, GUARANTEES AND INVESTMENTS.

The details of Loans, guarantee and Investments covered under the provisions of Section 186 of the Act are given in the Notes to the Standalone Financial Statements forming part of Annual Report.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

1. DIRECTORS:

As on March 31, 2025, the Company has Eight Directors of which 4 are Non-Executive Directors. The Company has 4 Independent Directors (including One Independent Woman Directors). In accordance with the provisions of Section 152 of the Act and Articles of Association of the Company, Mr. Vikram Sanghani (DIN: 00183818), Whole-time Director of the Company, retires by rotation at the ensuing AGM of the Company and being eligible has offered himself for re-appointment. An ordinary resolution in this regard has been proposed for approval of the members which forms part of the AGM Notice.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors at their meetings during the FY 2024-25 had inter alia considered and approved the following appointments:

- a. Mr. Amit M. Mehta (DIN: 00432898) as a Managing Director and CEO to hold office for a term of five consecutive years from August 1, 2024 upto and including July 31, 2029;
- b. Mr. Vikram B. Sanghani as a Whole Time Director to hold office for a term of five consecutive years from August 1, 2024 upto and including July 31, 2029;
- c. Mr. Sanjay H. Dhamsania as a Whole Time Director to hold office for a term of five consecutive years from August 1, 2024 upto and including July 31, 2029;
- d. Mr. Rahul J. Kalaria as a Whole Time Director to hold office for a term of five consecutive years from August 1, 2024 upto and including July 31, 2029;

- e. Mr. Divyesh Aghera (DIN: 09308587) as a Non-Executive, Independent Director to hold office for a term of five consecutive years from August 1, 2024 upto and including July 31, 2029.
- f. Mr. Sanjiv Punjani (DIN: 00418869) as a Non-Executive, Independent Director to hold office for a term of five consecutive years from August 1, 2024 upto and including July 31, 2029.
- g. Mrs. Malini Shah (DIN: 10721410) as a Non-Executive, Independent Director to hold office for a term of five consecutive years from August 1, 2024 upto and including July 31, 2029.
- h. Mr. Dharmesh Dadhania (DIN: 10720100) as a Non-Executive, Independent Director to hold office for a term of five consecutive years from August 9, 2024 upto and including August 08, 2029.

The shareholders at their Annual General Meeting held on September 30, 2024 have approved the aforesaid appointments.

Mr. Dharamshi Vadalia (DIN: 00015165), Mr. Pratik Dadhania (DIN: 02931106) & Mr. Vimal Kalaria (DIN: 00029395) ceased to be an Independent Director of the Company from the close of business hours on August 08, 2024 due to completion of second term as an Independent Director.

Mrs. Dhara Shah (DIN: 06983857) ceased to be an Independent Director of the Company from the close of business hours on September 28, 2024 due to completion of second term as an Independent Director.

Throughout their tenure, their strategic vision and unwavering commitment had significantly strengthened the governance framework of the Company and its subsidiaries.

Independent Directors meet the required criteria of independence, as per the Act and SEBI Listing Regulations. The declarations from the Independent Directors and the Board's opinion on their integrity, expertise, and experience instil confidence in their ability to fulfil their duties. Independent Directors of the Company are registered on the Independent Director Databank maintained by the Indian Institute of Corporate Affairs ("IICA").

2. KEY MANAGERIAL PERSONNEL:

Pursuant to Sections 2(51) and 203 of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (as amended), the following are the Key Managerial Personnel (KMP) of the Company:

- 1) Mr. Amit M. Mehta - Managing Director and Chief Executive Officer (CEO)
- 2) Mr. Vikram B. Sanghani - Chairman Emeritus and Whole Time Director
- 3) Mr. Sanjay H. Dhamsania - Whole Time Director
- 4) Mr. Rahul J. Kalaria - Whole Time Director
- 5) Mr. Jyotin B. Vasavada - Chief Financial Officer
- 6) Mrs. Mansi Patel - Company Secretary and Compliance Officer

BOARD EVALUATION, POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION

The Board of Directors has carried out an annual evaluation of its own performance, board committees, and individual directors pursuant to the provisions of the Act and SEBI Listing Regulations.

The performance of the board was evaluated by the board after seeking inputs from all the directors on the basis of criteria such as the board composition and structure, effectiveness of board processes, information and functioning, etc.

The performance of the committees was evaluated by the board after seeking inputs from the committee members on the basis of criteria such as the composition of committees, effectiveness of committee meetings, etc.

The above criteria are based on the Guidance Note on Board Evaluation issued by the Securities and Exchange Board of India on January 5, 2017

In a separate meeting of independent directors, performance of non-independent directors, the board as a whole and the Chairman of the Company was evaluated, taking into account the views of executive directors and nonexecutive directors.

The Board and the Nomination and Remuneration Committee reviewed the performance of individual directors on the basis of criteria such as the contribution of the individual director to the board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc.

In the board meeting that followed the meeting of the independent directors and meeting of Nomination and Remuneration Committee, the performance of the board, its committees, and individual directors was also discussed.

Performance evaluation of independent directors was done by the entire board, excluding the independent director being evaluated.

The Company has devised a Policy for performance evaluation of the Board, Committees and other individual Directors (including Independent Directors) which includes criteria for performance evaluation of the Non-executive Directors and Executive Directors.

The link of policy of the company on director's appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a director and other matters, as required under sub-section (3) of Section 178 of the Companies Act, 2013, is as under;

<https://www.acesoftex.com/investor-relations.html>

There has been no change in the policy since the last fiscal year. We affirm that the remuneration paid to the directors is as per the terms laid out in the nomination and remuneration policy of the company.

The evaluation of all the directors and the board as a whole was conducted based on the criteria and framework adopted by the board. The board approved the evaluation results as collected by the nomination and remuneration committee.

PARTICULARS OF EMPLOYEES

The table containing particulars of employees in accordance with the provisions of Section 197(12) of the Companies Act, 2013, read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is appended as Annexure - 3 to the Board's report.

There are no employees in the Company drawing remuneration who are in receipt of remuneration of Rs. One Crore and Two lakh or more, or employed for part of the year and in receipt of Rs. Eight lakh and Fifty Thousand or more a month, under Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules, 2016.

The statement containing names of top ten employees in terms of remuneration drawn and the particulars of employees as required under Section 197(12) of the Act read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is provided in a separate annexure forming part of this report. Further, the report and the accounts are being sent to the members excluding the aforesaid annexure. In terms of Section 136 of the Act, the said annexure is open for inspection at the Registered Office of the Company. Any shareholder interested in obtaining a copy of the same may write to the Company Secretary.

BOARD AND COMMITTEE MEETINGS

The details of meetings of the Board of Directors and its various Committees, including their composition, are provided in the Corporate Governance Report, which forms an integral part of this Annual Report. The time gap between two consecutive meetings was within the statutory limits prescribed under Section 173 of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

STATUTORY AUDITORS

J.A. Sheth & Associates, Chartered Accountants (Firm Reg. no. 119980W) appointed as Auditors of the Company, for a term of 5 (five) consecutive years, at the Annual General Meeting held on September 29, 2022. They have confirmed that they are not disqualified from continuing as Auditors of the Company. The requirement to place the matter relating to appointment of auditors for ratification by Members at every AGM has been done away by the Companies (Amendment) Act, 2017 with effect from May 7, 2018. Accordingly, no resolution is being proposed for ratification of appointment of statutory auditors at the ensuing AGM and a note in respect of same has been included in the Notice for this AGM.

The Notes on financial statement referred to in the Auditors' Report are self-explanatory and do not call for any further comments. The Auditors' Report does not contain any qualification, reservation, adverse remark or disclaimer.

SECRETARIAL AUDITOR

Pranay Mandhana & Associates, Practicing Company Secretaries, was appointed to conduct the secretarial audit of the Company for the financial year 2024-25, as required under Section 204 of the Companies Act, 2013 and Rules there under.

The secretarial audit report for FY 2024-25 forms part of the Annual Report as Annexure-1 to the *Board's report*. The Auditors' Report does not contain any qualification, reservation or adverse remark.

COST AUDIT /RECORDS

Company is not required to maintain the cost records as specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013

SUBSIDIARIES.

As on March 31, 2025, the Company has the following wholly owned subsidiaries:

- 1) AQE Techtools Private Limited - 100% Holding Percentage
- 2) QeCAD Studio LLP - 100% Holding Percentage
- 3) QeNomy Digital LLP - 100% Holding Percentage

Subsidiaries

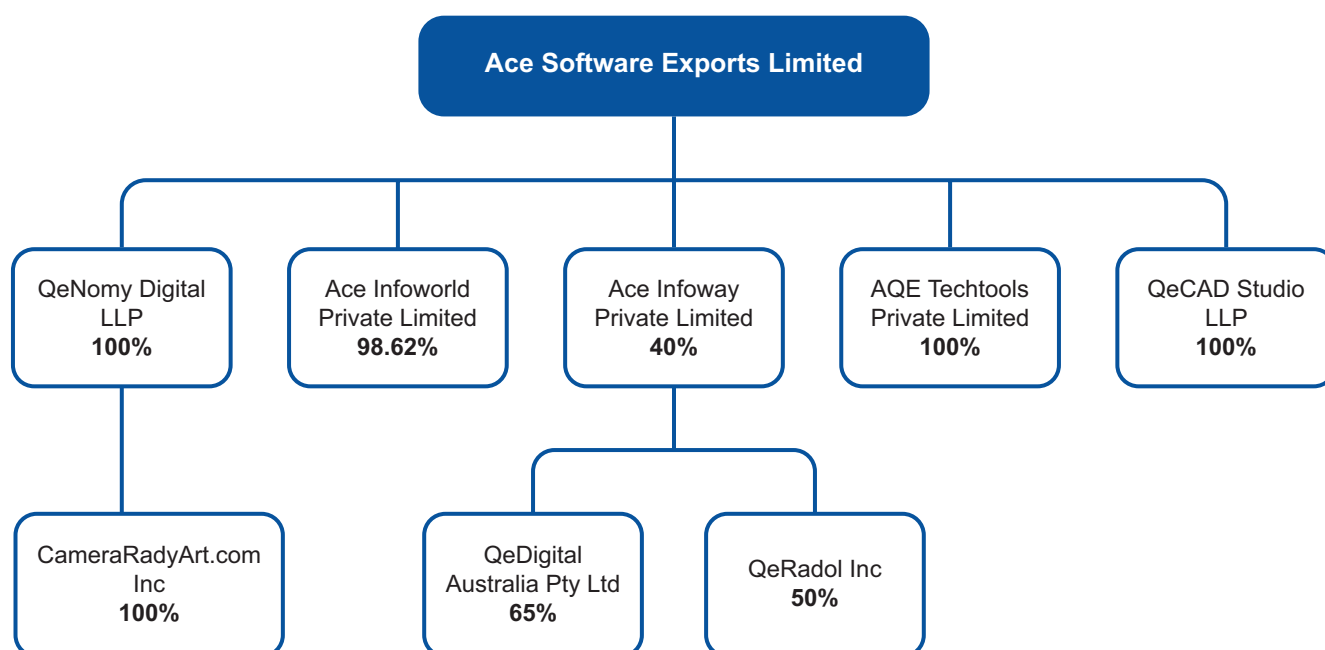
- 4) Ace Infoway Private Limited - 40% Holding Percentage
- 5) Ace Infoworld Private Limited - 98.62% Holding Percentage

Step Down Subsidiary

- 1) QeDigital Australia Pty Ltd - 65% Holding Percentage by Ace Infoway Private Limited

Step Down Wholly Owned Subsidiary

- 1) CameraReadyArt.com INC - 100% Holding Percentage by QeNomy Digital LLP



In compliance with Regulation 16(c) of the SEBI (LODR) Regulations, the Company has adopted a Policy on Determining Material Subsidiary, which is also available on the Company's website. Based on the audited financial statements for the year ended March 31, 2025, Ace Infoway Private Limited qualifies as a material subsidiary of the Company. Policy on Material Subsidiary is uploaded on the website of the Company at <https://www.acesoftex.com/investor-relations.html>. As per Regulation 24A of Listing Regulations, the Secretarial Audit Report of AIPL is annexed as Annexure - 2

To comply with the provisions of Section 129 of the Act, a separate statement containing salient features of Financial Statements of Subsidiaries of your Company (including their performance and financial position) in prescribed Form AOC-1 is annexed herewith as Annexure - 4.

Financial Statements of the above-mentioned subsidiary companies are kept open for inspection by the Members at the Registered Office of your Company on all days except Saturday, Sunday and Public Holidays up to the date of AGM between 11:00 A.M. to 5:00 P.M. as required under Section 136 of the Act. Any Member desirous of obtaining a copy of the said Financial Statements may write to the Company at its Registered Office. The Financial Statements including the Consolidated Financial Statements and all other documents required to be attached with this Report have been uploaded on website of the Company at <https://www.acesoftex.com/investor-relations.html>

DISCLOSURE UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has in place an Anti-Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

The Internal Complaints Committee ("ICC") has been set up to redress the complaints received regarding sexual harassment. All employees are covered under this policy.

The following is the summary of the complaints received and disposed of during the financial

Year 2024-25:

- a) No. of complaints received: NIL
- b) No. of complaints disposed of: NIL

VIGIL MECHANISM// WHISTLE-BLOWER POLICY

The Company has established a whistle blower policy and also established a mechanism for directors and employees to report their concerns. The same has been uploaded on the website of the company link to open the policy is <https://www.acesoftex.com/investor-relations.html>

RISK MANAGEMENT:

The Company continues to use risk management frame work adopted by board in (a) Overseeing and approving the Company's enterprise-wide risk management framework; and (b) Overseeing that all the risks that the organization faces such as strategic, financial, credit, market, liquidity, security, property, IT, legal, regulatory, reputational and other risks have been identified and assessed and there is an adequate risk management infrastructure in place capable of addressing those risks. The Company's management systems, organizational structures, processes, standards, code of conduct that governs how the Company conducts the business and manages associated risks.

INTERNAL FINANCIAL CONTROLS:

The Company has in place adequate internal financial controls with reference to financial statements. During the year, such controls were tested and no reportable material weakness in the design or operation was observed.

BOARD'S RESPONSIBILITY STATEMENT

Pursuant to the requirement under section 134(5), of the Companies Act, 2013 with respect to Director's Responsibility Statements, it is hereby confirmed

that -

- a. in the preparation of the annual accounts for the year ended March 31, 2025, the applicable accounting standards read with requirements set out
- b. under Schedule III to the Act, have been followed and there are no material departures from the same;

- c. the Directors have 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 as at March 31, 2025 and of the profit of the Company for the year ended on that date;
- d. the Directors have taken proper and sufficient care for the 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 fraud and other irregularities;
- e. the Directors have prepared the annual accounts on a 'going concern' basis;
- f. the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and
- g. the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

Based on the framework of internal financial controls and compliance system established and maintained by the Company, work performed by the internal, statutory and secretarial auditor and external consultants audit of financial reporting by the statutory auditor, and reviews performed by management and audit committee, the board is of the opinion that the Company's internal financial controls were adequate and effective during FY 2024-25.

CORPORATE GOVERNANCE REPORT

The equity shares of the Company are listed on BSE Limited and with effect from March 14, 1996

Ace Software Exports Limited remains committed to upholding the highest standards of corporate governance, as laid down under the Securities and Exchange Board of India (SEBI) regulations and the Companies Act, 2013. The Company recognizes that good governance is a key driver of sustainable growth and is fundamental to enhancing stakeholder value. Our governance practices are founded on the principles of transparency, accountability, integrity, and ethical conduct.

In compliance with Regulation 34 read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a detailed Report on Corporate Governance forms an integral part of this Annual Report. The report outlines the Company's governance framework, disclosures, and practices that reflect our continued commitment to comply with the requirements prescribed by SEBI.

Further, a certificate from M/s. Pranay Mandhana & Associates., Practicing Company Secretaries, Nagpur, confirming compliance with the conditions of corporate governance as stipulated under the SEBI (LODR) Regulations, 2015, has been obtained. The said certificate is annexed to the Corporate Governance Report and forms part of this Annual Report.

LISTING

The Equity Shares of the Company are listed on the BSE Limited (BSE), which provide nationwide trading terminals. The Company has duly paid the annual listing fees for the Financial Year 2025-26 to BSE.

ANNUAL RETURN

Pursuant to the provisions of Section 92(3) and Section 134(3)(a) of the Companies Act, 2013, read with Rule 12 of the Companies (Management and Administration) Rules, 2014, the Annual Return of the Company in Form MGT-7 for the financial year ended March 31, 2025, is available on the Company's Website <http://acesoftex.com/investor-relations>.

This disclosure reaffirms the Company's commitment to maintaining transparency and facilitating easy access to statutory information for all stakeholders.

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

Your Company believes that conservation of energy is essential and as a responsible corporate citizen, your Company must encourage all employees, vendors and other stakeholders to act on ensuring reduced usage of energy on a perpetual basis.

The particulars relating to conservation of energy, technology absorption, foreign exchange earnings and outgo, as required to be disclosed under the Act, are as under;

(A) Conservation of energy

- o the Steps taken or impact on conservation of energy

Company is ever mindful of the need for energy conservation, not only as a method of cost reduction, but also because it is a global imperative. We have ensured that the following measures are institutionalized across all our facilities:

- I. Optimal cooling of work areas and data centers.
 - II. Switching off computers when not in use.
 - III. Utilization of lights and standalone air conditioners only when required.
 - IV. Minimal usage of AC s and lights during weekend.
- o the steps taken by the company for utilizing alternate source of energy& Capital investment on energy conservation Equipment's

At present, Company has not utilized any alternate source of energy and emphasize on the Conservation of energy and be frugal in utilizing the energy.

- Impact of these measures:

Taking effective measurements in saving energy has significantly benefitted the company.

(B) Technology absorption: -

the efforts made towards technology absorption, benefit derives & Research and Development

The Company continues to use the latest technologies for improving the productivity and quality of its services and products. The Company's operations do not require significant import of technology. Company has not incurred any expenses for research and development.

(C) Foreign exchange earnings and outgo: -

Particulars	2024-25	2023-24
Foreign Exchange earning	USD 986326.65 INR 8,31,20,044.19 GBP 2227.20 INR 2,34,364.10 AUD 1,60,322 INR 88,21,542	USD 9,28,007.40 INR 7,67,05,204 GBP 2350.44 INR 2,44,838
Foreign Exchange Outgo	NA	(GBP 378) (INR 40,752)

GENERAL

Your directors confirm that no disclosure or reporting is required in respect of the following items as there was no transaction on these items during the year under review:

1. No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.
2. No application made or any proceeding pending under Insolvency and Bankruptcy Code, 2016 as at the end of the Financial Year 2024-25.
3. During the year, the Company is not required to avail credit rating(s) of Securities. The Company has complied with applicable Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI).

CAUTIONARY STATEMENT

Statements made in this Report and in the Management Discussion & Analysis Report describing the Company's objectives, expectations, or forecasts may be forward-looking in nature. Actual results may differ materially due to various factors including changes in government regulations, tax regimes, economic conditions, and other external influences.

ACKNOWLEDGEMENT

Your Directors would like to express their appreciation for the assistance and co-operation received from the investors, banks, regulatory and governmental authorities. Your Directors also wish to place on record their deep sense of appreciation for the committed services by the executives, staff of the Company

ANNEXURE 1**Form No. MR-3
SECRETARIAL AUDIT REPORT****For The Financial Year Ended 31st March, 2025****[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 SOFTWARE EXPORTS LIMITED
CIN: L72200GJ1994PLC022781
801 Everest Commercial Complex Opp: Shastri Maidan,
Rajkot, 360001 Gujarat

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by ACE SOFTWARE EXPORTS LIMITED (hereinafter called "the Company") for the financial year ended 31st March 2025. 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 Company's 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 31st March 2025, 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:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2025 according to the provisions of:

- I.** The Companies Act, 2013 (the Act) and the rules made thereunder;
- II.** The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- III.** The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- IV.** Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; **Not Applicable to the Company during the Audit period**
- V.** The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (SEBI Act):
 - i.** Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
 - ii.** Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2018;
 - iii.** Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - iv.** Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; Not Applicable to the Company during the Audit period
 - v.** Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 - Not Applicable to the Company during the Audit period
 - vi.** Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 - Not Applicable to the Company during the Audit period
 - vii.** Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013 - Not Applicable to the Company during the Audit period
 - viii.** Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations 1993 regarding the companies act and dealing with client - (The Company has complied with the provisions of the Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with clients, as the Company has appointed a SEBI-registered Registrar and Share Transfer Agent (Accurate Securities and Registry Private Limited) to handle share transfer and investor-related services, and no material investor grievance is pending as on the date of this report.)
 - ix.** Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 - The Company has complied with the provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015. (The Company has adopted the Code of Conduct for prevention of insider trading and the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information as required under the

said Regulations. Structured Digital Database has been maintained, and trading window closures were notified as required. No violations or penal actions were observed during the financial year under review.)

- x.** Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996 - The Company has complied with the provisions of the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 [erstwhile 1996 Regulations], including maintaining proper demat connectivity with both NSDL and CDSL through its Registrar and Share Transfer Agent. The Company has filed quarterly reconciliation of share capital audit reports in a timely manner and has not received any adverse remarks from depositories during the year under review.

VI. Other laws as may be applicable specifically to the Company namely Software Technology Parks of India Rules and Regulations.

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

- (i)** Secretarial Standards issued by the Institute of Company Secretaries of India.
- (ii)** The Listing Agreements entered into by the Company with Stock Exchange(s)

As explained to us, during the period under review the company has complied with the provisions of the Act, Rules, Regulation, Guidelines, Standards, etc. mentioned above except registration of office nos. 803 to 810 in the name of the Company, located at 8th floor of Everest building, opp. Shashtri maidan, is kept pending due to pending documentation related to title search at relevant authorities.

We further report that:

- 1.** The Board of Directors of the company is duly constituted.
- 2.** Meetings of the Board and its Committees were duly convened and held as per the provisions of the Act.
- 3.** Adequate notice was given to all directors for the meetings, and decisions were carried through majority.
- 4.** The company has complied with Secretarial Standards issued by the Institute of Company Secretary of India (SS-1 and SS-2)
- 5.** All necessary filings with the Registrar of the companies and other authorities have been made within prescribed timelines.

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

VII. I further report that during the audit period, the Company has undertaken the following events/actions that are reportable:

- 1.** Acquisition of Subsidiaries and LLP Interests: Acquired 100% stake in QeNomy Digital LLP and additional 60% stake in QeCAD Studio LLP as per approval of Board and Members during the financial year.
- 2.** Rights Issue and Share Capital Actions: During the year, the Company approved an increase in authorized share capital from ₹11 crore to ₹15 crore on June 2024, further more in March 2025, the Company approved an increase in authorized share capital from ₹15 crore to ₹20 crore.

The Company allotted 64,00,000 partly paid-up equity shares on 01st January 2025 pursuant to a Rights Issue aggregating to ₹49.92 crores. The shares were issued at ₹78 per share, comprising ₹10 towards face value and ₹68 towards securities premium

- 3.** Incorporation of New Subsidiary: The Company during the year has incorporated a wholly owned subsidiary, AQE TECHTOOLS PRIVATE LIMITED
- 4.** Director Appointments and Re-designations: Appointment of Amit Mansukhlal Mehta as Managing Director & CEO, and Rahul Jayantibhai Kalaria as Whole-time director. And change in designation of Vikram B. Sanghani and Sanjay Harilal Dhamsania from Jt. Managing Director to Whole Time Director.

Re-constitution of Independent Directors: The second terms of Vimal Kalaria, Dharamshi Vadalala, and Pratik Dadhanla ended and new Independent Directors were appointed on August 2024, i) Sanjiv Punjani ii) Malini Shah iii) Divyesh Aghera and iv) Dharmesh Chandulal Dadhanla

This Report is to be read with my letter of even date which is annexed as Annexure-A and forms an integral part of this report.

CS Pranay Mandhana
Practising Company Secretary
UDIN: A060165G000866575
ACS No. A60165
CP No: 23399
Date: 25th July, 2025
Place: Nagpur

ANNEXURE A

To,
The Members,
ACE SOFTWARE EXPORTS LIMITED

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.** No audit has been conducted on the compliance with finance and taxation laws as the same are subject to audit by the Statutory Auditor and Internal Auditor to the Company and their observations, if any, shall hold good for the purpose of this audit report.
- 5.** Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
- 6.** The compliance with the provisions of Corporate and other applicable laws rules, regulations the responsibility of management, our examination was limited to the verification of procedures on test basis.
- 7.** The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.
- 8.** Audit of the compliance with Other Laws has been undertaken based on scope of audit and the applicability of such Laws as ascertained by the Company and informed to us.
- 9.** We have relied on reports of Internal Audit, Regulatory Inspection/Audit to the extent made available to us and the observations, if any, contained in such reports shall hold good for the purpose of this audit report.

CS Pranay Mandhana
Practising Company Secretary
UDIN: A060165G000866575
ACS No. A60165
CP No: 23399
Date: 25th July, 2025
Place: Nagpur

ANNEXURE 2**Form No. MR-3
SECRETARIAL AUDIT REPORT****For The Financial Year Ended 31st March, 2025****[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 INFOWAY PRIVATE LIMITED
CIN: U45201GJ1999PTC035442
801 Aalap B Limda Chowk, Dr. Rajendraprasad Road,
Rajkot, 360001 Gujarat

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by ACE INFOWAY PRIVATE LIMITED (hereinafter called "the Company") for the financial year ended 31st March 2025. 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 Company's 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 31st March 2025, 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:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2025 according to the provisions of:

- I.** The Companies Act, 2013 (the Act) and the rules made thereunder;
- II.** The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder - Not Applicable to the Company
- III.** The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder - Not Applicable to the Company
- IV.** Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- V.** The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - i.** Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Not Applicable directly to the company. However, as the company is a subsidiary of a listed entity, certain obligations may apply indirectly through the holding company (Ace Software Exports Limited).
 - ii.** Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2018 - Not Applicable
 - iii.** Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 - Not Applicable
 - iv.** Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 - Not Applicable
 - v.** Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 - Not Applicable
 - vi.** Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 - Not Applicable
 - vii.** Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013 - Not Applicable
 - viii.** Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 - Not Applicable
 - ix.** Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996 - Not Applicable
- VI.** Other laws as may be applicable specifically to the Company - Since the company is a subsidiary of a listed company (ACE SOFTWARE EXPORTS LIMITED), compliance with applicable SEBI Regulations indirectly applies to the company and the parent company is required to monitor those under Regulation 24 of SEBI (LODR) Regulations. We have also examined compliance with the applicable clauses of the following:
 - (i)** Secretarial Standards issued by the Institute of Company Secretaries of India.
 - (ii)** The Listing Agreements entered into by the Company with Stock Exchange(s) - Not Applicable as the company is an unlisted entity and has not entered into any listing agreement.

We further report that:

1. The Board of Directors of the company is duly constituted.
2. Meetings of the Board were duly convened and held as per the provisions of the Act.
3. Adequate notice was given to all directors for the meetings, and decisions were carried through majority.
4. The company has complied with Secretarial Standards issued by the Institute of Company Secretary of India (SS-1 and SS-2)
5. All necessary filings with the Registrar of the companies and other authorities have been made within prescribed timelines.

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

VII. We further report that during the audit period, the Company has undertaken the following events/actions that are reportable:

1. Appointment of new director Mr. Divyeshkumar Babulal Aghera as Independent Director of the Company w.e.f. 06.09.2024 and Form DIR-12 was filed.
2. The company maintains all statutory registers, and such records were made available for inspection during the audit.

This Report is to be read with my letter of even date which is annexed as Annexure-A and forms an integral part of this report.

CS Pranay Mandhana
Practising Company Secretary
UDIN: A060165G000849571
ACS No. A60165
CP No: 23399
Date: 23rd July, 2025
Place: Nagpur

ANNEXURE A

**The Members,
ACE INFOWAY PRIVATE LIMITED
CIN: U45201GJ1999PTC035442
801 Aalap B Limda Chowk, Dr. Rajendraprasad Road,
Rajkot, 360001 Gujarat**

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. No audit has been conducted on the compliance with finance and taxation laws as the same are subject to audit by the Statutory Auditor and Internal Auditor to the Company and their observations, if any, shall hold good for the purpose of this audit report.
5. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
6. The compliance with the provisions of Corporate and other applicable laws rules, regulations the responsibility of management, our examination was limited to the verification of procedures on test basis.
7. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.
8. Audit of the compliance with Other Laws has been undertaken based on scope of audit and the applicability of such Laws as ascertained by the Company and informed to us.
9. We have relied on reports of Internal Audit, Regulatory Inspection/Audit to the extent made available to us and the observations, if any, contained in such reports shall hold good for the purpose of this audit report.

**CS Pranay Mandhana
Practising Company Secretary
UDIN: A060165G000849571
ACS No. A60165
CP No: 23399
Date: 23rd July, 2025
Place: Nagpur**

ANNEXURE 3

PARTICULARS OF EMPLOYEES

a) Information as per Rule 5(1) of Chapter XIII, Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2024-25, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2024-25 and the comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of the Company are as under:

Sr. No.	Name of Director/KMP and Designation	% Increase in Remuneration in the Financial Year 2024-25	Ratio of remuneration of each Director/to median remuneration of employees	Comparison of the Remuneration of the KMP against the performance of the Company
1	Amit M. Mehta ^(a) Managing Director & CEO	--	--	
2	Vikram Bhupat Sanghani Whole Time Director	6.06%	4.85	The remuneration payable to the KMP is in accordance with the Industry and Geographical standards
3	Sanjay Harilal Dhamsania Whole Time Director	6.06%	4.85	
4	Rahul J. Kalaria ^(b) Whole Time Director	00.00%		
5	Dharamsibhai Ramjibhai Vadalia ^(c) Non-Executive Director	00.00%	0.02	
6	Vimal Laljibhai Kalaria ^(c) Non-Executive Director	00.00%	0.02	
7	Pratik Kumar Chandulal Dadhania ^(c) Non-Executive Director	00.00%	0.02	
8	Dhara Sureshchandra Shah ^(d) Non-Executive Director	00.00%	0.02	
9	Divyesh Aghera ^(e) Non-Executive Director			
10	Sanjiv Punjani ^(e) Non-Executive Director			
11	Malini Shah ^(e) Non-Executive Director			
12	Dharmesh Dadhania ^(f) Non-Executive Director			
13	Jyotin Bhadrakant Vasavada Chief Financial Officer	4.73%	-	The remuneration payable to the KMP is in accordance with the Industry and Geographical standards
14	Mansi Patel Company Secretary & Compliance Officer	14.73%	-	

^(a)Appointed as Managing Director and CEO of the Company w.e.f 01.08.2024

^(b)Appointed as Whole Time Director w.e.f. 01.08.2024

^(c)Ceased to be Independent Director w.e.f. 08.08.2024

^(d)Ceased to be Independent Director w.e.f. 28.09.2024

^(e)Appointed as Non-Executive Independent Director w.e.f. 01.08.2024

^(f)Appointed as Non-Executive Independent Director w.e.f. 09.08.2024

- i) The median remuneration of employees of the Company during the financial year was Rs. 7,21,247/-.
- ii) In the financial year, there was increase of 35.97% in the median remuneration of employees.
- iii) There were 55 permanent employees on the rolls of Company as on March 31, 2025;
- iv) Relationship between average increase in remuneration and company performance: - The remuneration payable to the KMP is in accordance with the Industry and Geographical standards
- v) Average percentage increase/ (decrease) made in the salaries of employees other than the managerial personnel in the last financial year i.e. 2024-25 were 131.58% whereas the increase in the managerial remuneration for the same financial year was 6.06%. The variation is primarily attributable to a significant increase in employee headcount during the year, which has resulted in an inflated year-on-year percentage when computed on an average basis. The remuneration payable to the KMP is in accordance with the Industry and Geographical standards.
- vi) The key parameters for the variable component of remuneration availed by the directors are considered by the Board of Directors based on the recommendations of the Nomination and Remuneration Committee as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.; and
- vii) **It is hereby affirmed that the remuneration paid is as per the as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.**

ANNEXURE - 4

Form AOC-1

Salient Feature Of subsidiaries pursuant to first provision to sub section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014

Reporting Period 1st April, 2024 to 31st March, 2025

Sr No.	Name of Subsidiary Company	Reporting Currency	Share Capital	Reserve and Surplus	Total Assets	Total Liabilities	Investments	Turn-Over	Profit/(Loss) Before Taxation	Provision For taxation	Profit/(Loss) After taxation	% Share holding
					As at March 31, 2025				Year ended March 31, 2025			
1.	Ace InfoWorld Private Limited	INR	6404250	42111951	49756504	49756501	0.00	20500	5062772	0.00	5062772.1	98.62%
2.	Ace Infoway Private Limited	INR	2000000	81554810	133266397	133265977	151380	140385971	13449000	3483532.78	9965445.66	40%
3.	AQE Techtools Private Limited	INR	4100000	35570512	43196910.70	3526399.00	0.00	0.00	4,29,488.30	0.00	4,29,488.30	100%
4.	QeNomy Digital LLP	INR	100000	721159	285565684	40429662	43799	135933194	140026379	2740000	5990487	100%
5.	QeCAD Studio LLP	INR	100000	438	74234231	87734232	8452	43198149	43780664	0.00	485864	100%

Note 1 There is no proposed dividend in any subsidiaries as on March 31, 2025

Salient features of Associate Companies and Joint Ventures pursuant to first proviso to sub section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014

Sr. No	Name of Associates Joint Venture	Latest Audited Balance sheet Date	Shares of Associate the Company on the year end	Amount of Investment	Holding %	Description of how there is significant influence	Net worth attributable to shareholding as per latest audited Balance sheet	Profit/(Loss) for the year considered in consolidation
1	Not Applicable							
2								
3								

For and on behalf of the Board of Directors of
Ace Software Exports Limited

Amit M. Mehta
Managing Director & CEO

Vikram B. Sanghani
Chairman Emeritus and Whole Time Director

Date: 30.05.2025
Place: Rajkot

ANNEXURE 5

PARTICULARS OF CONTRACTS / ARRANGEMENTS MADE WITH RELATED PARTIES

[Pursuant to Clause (h) of Sub-section (3) of Section 134 of the Companies Act, 2013, and Rule 8(2) of the Companies (Accounts) Rules, 2014 - AOC-2]

This Form pertains to the 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 arm's length transactions under third proviso thereto.

Details of contracts or arrangements or transactions not at arm's length basis

Ace Software Exports Limited (the 'Company') has not entered into any contract / arrangement / transaction with its related parties which is not in ordinary course of business or at arm's length during Financial Year 2024-25.

- a. Name(s) of the related party and nature of relationship: Not Applicable
- b. Nature of contracts/arrangements/transactions: Not Applicable
- c. Duration of the contracts/arrangements/transactions: Not Applicable
- d. Salient terms of the contracts or arrangements or transactions including the value, if any: Not Applicable
- e. Justification for entering into such contracts or arrangements or transactions: Not Applicable
- f. Date(s) of approval by the Board: Not Applicable
- g. Amount paid as advances, if any: Not Applicable
- h. Date on which the special resolution was passed in general meeting as required under first proviso to Section 188: Not Applicable

Details of material contracts or arrangement or transactions at arm's length basis

The details of material contracts or arrangement or transactions at arm's length basis for the year ended March 31, 2025 are as follows:

Name (s) of the related party & nature of relationship	Nature of contracts/ arrangements/ transaction*	Duration of the contracts/ arrangements/ transaction	Salient terms of the contracts or arrangements or transaction including the value, if any***	Date of approval by the Board, if any	Amount paid as advances, if any (₹ In Lakhs)
Ace Infoway Private Limited, Subsidiary of Company as at 31.03.2025	Lease and Hire charges agreement	01.09.2014 - on going	The agreement Effective from (01.09.2014) and shall continue, unless otherwise terminated. Amount is 7.20 Lakhs	30.05.2014#	--
CameraReadyArt.com Inc - Step Down Wholly Owned Subsidiary of Company	Sale of services	1 year	Value of transaction is 83.57 Lakhs	06-09-2024	--
QeDigital Australia Pty Ltd- Step Down Subsidiary of the Company	Sale of Services	1 year	Value of transaction is 88.21 Lakhs	06-09-2024	--

Note:

Necessary approval had been taken in the Annual General Meeting of the Company and approval for modification in lease agreement has been obtained in the 29th AGM held on 29.09.2023.

All the related party transactions are approved by Audit Committee and Board of Directors and approval of members were obtained whenever necessary.

For & on behalf of Board of Directors

Amit M. Mehta
Managing Director & CEO
DIN: 00432898

Vikram B. Sanghani
Chairman Emeritus and Whole Time Director
DIN: 00183818

Date: 05.09.2025

Place: Rajkot

REPORT ON CORPORATE GOVERNANCE¹

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Our Company believes that good corporate governance is the cornerstone of sustainable growth, investor confidence, and long-term value creation. As a provider of Information Technology related services with a strong focus on exports, we operate in a highly competitive and fast-evolving business environment where innovation, quality, and trust are paramount. For us, corporate governance is not merely a compliance requirement but a guiding principle that reflects our commitment to ethical business practices, transparency, and accountability in all aspects of our operations.

We are committed to conducting our business with integrity, fairness, and respect for all stakeholders including shareholders, clients, employees, partners, regulators, and the communities in which we operate. Our governance framework is designed to ensure that decisions are taken in the best interest of the Company and its stakeholders, with full adherence to applicable laws, regulations, and global best practices. We strive to maintain open and transparent communication, accurate and timely disclosures, and robust internal controls that safeguard stakeholder interests and enhance operational efficiency.

We believe that ethical conduct, customer satisfaction, and sustainable business practices go hand in hand in creating enduring value. Our Board of Directors and management team remain fully committed to fostering a culture of innovation, accountability, and continuous improvement, ensuring that our governance standards evolve in line with the changing needs of the industry and expectations of our stakeholders.

BOARD OF DIRECTORS

The Board of Directors of your Company is constituted in compliance with the provisions of the Companies Act, 2013 (the "Act") and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"). It comprises an optimal combination of Executive, Non-Executive, Independent, and Women Directors to ensure effective governance and balanced decision-making.

(a) Composition and Category of Directors:

The composition of the Board of Directors of the Company as on March 31, 2025 is as follows:

Sr No.	Name of the Director	Category
1	Mr. Amit Mansukhlal Mehta*	Executive Director/Promoter (Managing Director & CEO)
2	Mr. Vikram Bhupat Sanghani	Executive Director/ Promoter (Chairman Emeritus and Whole Time Director)
3	Mr. Rahul Jayantibhai Kalaria*	Executive Director/ Promoter (Whole Time Director)
4	Mr. Sanjay Harilal Dhamsania	Executive Director/ Promoter (Whole Time Director)
5	Mr. Sanjiv Pravinchandra Punjani*	Independent Non- Executive Director
6	Mrs. Malini Mitesh Shah*	Independent Non- Executive Director
7	Mr. Dharmesh Chandulal Dadhanian [#]	Independent Non- Executive Director
8	Mr. Divyeshkumar. Babulal Aghera*	Independent Non- Executive Director

*Appointed w.e.f. August 01, 2025

[#]Appointed w.e.f. August 09, 2025

Mr. Dharamsibhai R. Vadalia, Mr. Pratik C. Dadhanian, Mr. Vimal L. Kalaria ceased to be Independent Directors of the Company w.e.f. August 08, 2024 and Ms. Dhara Shah ceased to be Independent Director of the Company w.e.f. September 28, 2025 due to completion of second term of five year.

As per the declarations received from the directors, none of the directors is disqualified under Section 164 of the Act.

1 In terms of Regulation 15(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the provisions relating to corporate governance under Regulations 17 to 27 were not applicable to the Company as on March 31, 2023, since the paid-up equity share capital was less than ₹10 crore and the net worth was less than ₹25 crore.

However, based on the audited financial statements for the year ended March 31, 2024, the Company's paid-up capital and net worth exceeded the prescribed thresholds. In accordance with the first proviso to Regulation 15(2)(a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is required to comply with the corporate governance provisions within six months from the date of applicability.

Accordingly, the provisions of corporate governance became applicable to the Company with effect from October 1, 2024.

(b) Details of attendance of each Director at Board Meetings and at the last year's Annual General Meeting is as follows:

The attendance by the board of directors at the board meetings and at the last Annual General Meeting is as follows:

Sr No.	Name of the Director	No. of Board meetings attended		Attendance at last AGM
		Held	Attended	
1.	Mr. Amit Mansukhlal Mehta	8	6	Yes
2.	Mr. Vikram Bhupat Sanghani	8	8	Yes
3.	Mr. Rahul Jayantibhai Kalaria	8	6	Yes
4.	Mr. Sanjay Harilal Dhamsania	8	7	Yes
5.	Mr. Sanjiv Pravinchandra Punjani	8	5	Yes
6.	Mrs. Malini Mitesh Shah	8	4	Yes
7.	Mr. Dharmesh Chadulal Dadhania	8	4	Yes
8.	Mr. Divyeshkumar Babulal Aghera	8	4	Yes
9.	Mr. Dharamsibhai R. Vadaliala	8	4	Yes
10.	Mr. Pratik C. Dadhania	8	4	Yes
11.	Mr. Vimal L. Kalaria	8	4	Yes
12.	Ms. Dhara Shah	8	5	Yes

(c) The number of other boards or committee in which director is a chairman or member including names of the listed companies where the directors are holding directorship with category of directorship as on 31.03.2025 is as follow:*

Not applicable as no director of the Company hold the directorship in any other listed company or any committee except Ace Software Exports Limited.

**Other Directorships do not include all other Companies i.e. Directorships of Private Limited Companies, Foreign Companies and Companies under Section 8 of the Act. For the purpose of determination of limit of the Board Committees, Chairmanship and Membership of the Audit Committee and Stakeholders' Relationship Committee has been considered as per Regulation 26(1)(b) of the SEBI LODR Regulations.*

(d) Number of board meetings and dates on which held:

The Board met 8 (Eight) times during the Financial Year 2024-25 and the time gap between two meetings was not more than 120 days. The Board Meetings were held on, (i) April 16, 2024 (ii) May 30, 2024 (iii) June 5, 2024 (iv) July 30, 2024 (v) September 06, 2024 (vi) November 14, 2024. (vii) January 15, 2025 (viii) February 01, 2025.

(e) Disclosure of Relationship between Director Inter-se:

None of the Directors of the Company are related to each other and there are no inter-se relationships between the Directors.

(f) Number of shares and convertible instruments held by non-executive Directors:

None of the Non-Executive Directors of the Company is holding shares or convertible instruments in the Company.

(g) Familiarization Programme and Web link where details of familiarization programmes imparted to independent directors is disclosed:

Pursuant to Regulation 25(7) of the SEBI LODR Regulations, the Company issues formal letters of appointment to Independent Directors, detailing their roles, rights, responsibilities, and liabilities. Newly appointed Independent Directors undergo an induction program conducted by the Executive Directors and Key Managerial Personnel, providing exposure to the Company's operations through interactions with subject matter experts.

As part of continuous familiarization, the Company includes presentations in Board and Committee meetings on business strategy, financial performance, operational updates of the Company and its subsidiaries, and significant statutory/regulatory changes.

The details of such familiarization programmes for Independent Directors of the Company are posted on the website of the Company and it can be access by this link: <https://www.acesoftex.com/investor-relations.html>

(h) Expertise of the Board of Directors.

The Directors of the Company collectively possess the skills, knowledge, and experience essential to effectively govern and guide the organization.

In line with the nature of the Information Technology industry in which the Company operates, the Board has identified below core competencies /Skills/ Expertise to effectively direct the Company's operations, achieve its strategic goals, and drive sustainable growth.

These criteria are designed to ensure the Board consists of individuals with a balance of skills to oversee the organization, achieve the strategic goals and direct the organization's future.

Sr. No	Name of the Director	Qualification	Skills actually available with the Director
1.	Mr. Amit Mansukhlal Mehta	Bachelors' degree of Business Administration	► Strategic Planning ► Risk Management Expertise ► Financial Expertise ► Marketing Expertise ► Operational Expertise ► Industry Expertise
2.	Mr. Vikram Bhupat Sanghani	Master of Business Administration (MBA)	► Strategic Planning ► Risk Management Expertise ► Financial Expertise ► Operational Expertise ► Industry Expertise
3.	Mr. Rahul Jayantibhai Kalaria	Bachelors' Degree of Engineering in Computer	► Strategic Planning ► Financial Expertise ► Marketing Expertise ► Operational Expertise ► Industry Expertise
4.	Mr. Sanjay Harilal Dhamsania	Masters' Degree in Computer Science	► Strategic Planning ► Financial Expertise ► Marketing Expertise ► Operational Expertise ► Industry Expertise
5.	Mr. Sanjiv Pravinchandra Punjani	Chartered Accountant	► Strategic Planning ► Risk Management Expertise ► Regulatory Expertise ► Financial Expertise ► Operational Expertise ► Industry Expertise
6	Mrs. Malini Mitesh Shah	Masters' Degree of Business Administration	► Strategic Planning ► Risk Management Expertise ► Regulatory Expertise ► Financial Expertise ► Operational Expertise ► Industry Expertise
7.	Mr. Dharmesh Chandulal Dadhania	Chartered Accountant	► Strategic Planning ► Risk Management Expertise ► Regulatory Expertise ► Financial Expertise ► Operational Expertise ► Industry Expertise
8	Mr. Divyeshkumar Babulal Aghera	Diploma in the Engineering	► Strategic Planning ► Risk Management Expertise ► Regulatory Expertise ► Financial Expertise ► Operational Expertise ► Industry Expertise

(i) Confirmation of independence.

The Board confirms that all the Independent Directors fulfil the condition specified in the Act and SEBI LODR Regulation and that they are Independent of the management.

(j) Reason for resignation, if any, of Independent Director:

During the Financial 2024-25, (i) Mr. Dharamsibhai R. Vadalía (ii) Mr. Pratik C. Dadhania (iii) Mr. Vimal L. Kalaria & (iv) Ms. Dhara Shah ceased to be the Independent Directors of the Company due to completion of their second term as an Independent Director.

(k) Code of Conduct.

Board of directors, and KMP, which suitably incorporates guidance and help in recognizing and dealing with ethical issues, provide mechanisms to report unethical conduct, and to help promote a culture of honesty.

Your Company has also framed Code of Conduct for Independent Directors which suitably incorporates the duties of independent directors as laid down in the Act as well as SEBI LODR Regulations.

In respect of Financial Year 2024-25, all Board members and Senior Management Personnel of the Company have affirmed compliance with the code as applicable to them and a declaration to this effect signed by the CEO is forms part of the report.

(l) Information supplied to the Board of Directors.

The dates of Board and Committee Meetings were communicated to the Directors and Committee members respectively well in advance in compliance with various provision of the law. Members were given agenda along with necessary documents and information in advance of each meeting of the Board and Committee(s) by e-mail /physical as well as in meeting itself also except price sensitive information which was available in meeting only.

The Board periodically reviews compliance reports with respect to laws and regulations applicable to the Company. The Company provides inter alia the following information to the Board, which is given either as part of the agenda or by way of presentations during the meetings:

- ▶ Annual operating plans and budgets, capital budgets and other updates.
- ▶ Quarterly, half-yearly and annual financial results of the Company and its operating divisions or business segments.
- ▶ Detailed presentations on business strategy and future outlook of the Company.
- ▶ Oversight of the performance of the business.

The Board members may bring up any matter for consideration of the Board, in consultation with the Chairman. The Meetings of the Board and Committees are generally held at registered office of the company or through video conferencing.

(m) Independent Director:

Your Company complies with the requirements of Sections 149, 152, Schedule IV, and other applicable provisions of the Companies Act, 2013, along with the rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations").

Mr. Sanjiv Pravinchandra Punjani, Mrs. Malini Mitesh Shah, Mr. Divyeshkumar Babulal Aghera, Mr. Dharmesh Chandulal Dadhania serve as Independent Directors on the Board. As per the provisions of the Act, they are not liable to retire by rotation.

At the first meeting of the Board held during the current financial year, each of the Independent Directors submitted a declaration confirming that they meet the criteria of independence as prescribed under Section 149(7) of the Companies Act, 2013, read with the SEBI LODR Regulations.

They have further confirmed that they do not hold chairmanships or memberships in committees of other companies beyond the limits prescribed under Regulation 26(1) of the SEBI LODR Regulations for the Audit Committee and the Stakeholders' Relationship Committee.

In addition, none of the Independent Directors of the Company serve as an Independent Director in more than seven listed companies. Further, in cases where an Independent Director holds the position of Whole-Time Director or Managing Director in any listed entity, they do not act as an Independent Director in more than three listed entities, in line with Regulation 17A of the SEBI LODR Regulations.

(n) Formal letter of appointment to the Independent Director:

The Company has issued formal letter of appointment to all the Independent Directors on their appointment explaining inter-alia, their roles, responsibilities, code of conduct, functions and duties as directors of the Company. The terms and conditions of appointment of independent directors have been hosted on the website of the Company and can be accessed at <https://www.acesoftex.com/investor-relations.html>

(o) Separate Meeting of Independent Director:

In accordance with the provisions of Schedule IV of the Companies Act, 2013, read with Regulation 25(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a separate meeting of the Independent Directors of the Company was convened on 17th March 2025.

The purpose of this meeting was to enable the Independent Directors to discharge their responsibilities more effectively, without the presence of Executive Directors or members of management. The key matters discussed during the meeting included:

The meeting was held, among other things, to:

- ▶ Review the performance of the Non-Independent Directors and the Board as a whole;
- ▶ Assess the quality, quantity, and timeliness of the flow of information between the Company's management and the Board, enabling the Board to discharge its duties effectively and efficiently.

All Independent Directors of the Company were present at the meeting held on March 17, 2025.

(p) Non-Executive Director compensation and disclosure:

Your Company has not paid any fees / compensation to independent directors except sitting fees within limit as specified under the Act read with Rules framed there under for board meeting attended by them. There were no pecuniary relationship or transactions of non-executive directors vis-à-vis the Company.

BOARD COMMITTEES.

In Compliance with the various provision of the Act read with Rules framed thereunder, the SEBI LODR Regulations and other applicable law, your Company has constituted, (1) Audit Committee (2) Nomination and Remuneration Committee (3) Stakeholders Relationship Committee (4) Risk Management Committee (5) Fund Raising Committee.

The minutes of Committee meetings are tabled at the next Board meetings for their review, consideration, noting and doing needful. The minutes of the proceedings of the Committee Meetings are captured in the same manner as the Board Meetings and in accordance with the provisions of the Act read with rules framed thereunder and as per Secretarial Standard - 1.

Majority of the Members constituting the Committees are Independent Directors and each Committee is guided by its Terms of Reference, which provides for the scope, powers, duties and responsibilities.

Audit Committee	Nomination and Remuneration Committee	Stakeholders Relationship Committee	Risk Management Committee	Fund Raising Committee
Vimal Kalaria*	Vimal Kalaria*	Dharmshibhai Vadalia*	Malini Shah	Amit Mehta
Pratik C. Dadhania*	Pratik Dadhania*	Pratik C. Dadhania*	Sanjiv Punjani	Vikram Sanghani
Dharmshibhai Vadalia*	Dharmshibhai Vadalia*	Vikram Sanghani	Divyesh Aghera	Sanjiv Punjani
Sanjiv Punjani [#]	Malini Shah [#]	Sanjay Dhamsania*		Malini Shah
Malini Shah [#]	Divyesh Aghera [#]	Malini Shah [#]		
Divyesh Aghera [#]	Dharmesh Dadhania [#]	Dharmesh Dadhania [#]		
		Amit Mehta [#]		

*Upto August 08, 2024

[#]With effect from August 09, 2024

1. AUDIT COMMITTEE.

(a) Brief description of terms of references:

Your company has constituted a qualified and independent Audit Committee in line with provisions of Section 177 of the Act read with rules framed thereunder and Regulation 18 of the SEBI LODR Regulations. As on March 31, 2025, Audit Committee comprises three members and all three members are Non-Executive Independent Directors. Ms. Mansi Patel, Company Secretary acts as a Secretary to the Audit Committee. The brief description of Terms of reference of the Audit Committee is as under:

- ▶ Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- ▶ Recommendation for appointment, remuneration and terms of appointment of auditors of the company;
- ▶ Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- ▶ Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - ▶ Matters required being included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013
 - ▶ Changes, if any, in accounting policies and practices and reasons for the same Major accounting entries involving estimates based on the exercise of judgment by management
 - ▶ Significant adjustments made in the financial statements arising out of audit findings
 - ▶ Compliance with listing and other legal requirements relating to financial statements
 - ▶ Disclosure of any related party transactions
 - ▶ Qualifications in the draft audit report
- ▶ Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- ▶ Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
- ▶ Review and monitor the auditor's independence and performance, and the effectiveness of the audit process; Approval or any subsequent modification of transactions of the company with related parties;

- ▶ Scrutiny of inter-corporate loans and investments;
- ▶ Valuation of undertakings or assets of the company, wherever it is necessary;
- ▶ Evaluation of internal financial controls and risk management systems;
- ▶ Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- ▶ Reviewing the adequacy of the internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- ▶ Discussion with internal auditors of any significant findings and follow up there on;
- ▶ Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- ▶ Discussion with statutory auditors before the audit commences, about the nature and scope of the audit as well as post-audit discussion to ascertain any area of concern;
- ▶ To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- ▶ To review the functioning of the Whistle Blower mechanism;
- ▶ Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience, background, etc. of the candidate;
- ▶ Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

Explanation (i): The term “related party transactions” shall have the same meaning as provided in Clause 49(VII) of the Listing Agreement.

- ▶ The Audit Committee shall mandatorily review the following information:
 - ▶ Management discussion and analysis of financial condition and results of operations;
 - ▶ Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
 - ▶ Management letters / letters of internal control weaknesses issued by the statutory auditors;
 - ▶ Internal audit reports relating to internal control weaknesses; and
 - ▶ The appointment, removal and terms of remuneration of the Chief internal auditor shall be subject to review by the Audit Committee.

(b) The details about the composition of the committee, name of chairperson & members and attendance at the meetings are as under

During FY 2024-25, the Audit Committee met 7 (Seven) times during the Financial Year 2024-2025 and the time gap between two meetings was not more than 120 days. The Meetings were held on (i) 16th April 2024 (ii) 30th May 2024 (iii) 05th June 2024 (iv) 30th July 2024 (v) 6th September 2024 (vi) 14th November 2024 (vii) 01st February 2025

Name and Category	No. of meetings eligible to attend	No. of Meetings attended by member
Mr. Sanjiv Punjani® (ID)	3	3
Mrs Malini Shah* (ID)	3	3
Mr. Divyesh Aghera* (ID)	3	3
Mr. Vimal Kalaria# (ID)	4	4
Mr. Pratik Dadhanias (ID)	4	4
Mr. Dharmshibhai Vadalia§ (ID)	4	4

(ID) - Non-Executive Independent Director

®Appointed as Chairperson w.e.f. August 09, 2024

#Ceased to be Chairperson w.e.f. August 08, 2024

*Member w.e.f. August 09, 2024

§Ceased to be member w.e.f. August 08, 2024

All the members of the committee are well-versed in matters relating to finance, accounts and general management practices. The CFO regularly attend the meeting of the Audit Committee as permanent invitee. Other invitees were invited on need basis to brief the Audit Committee on important matters.

2. NOMINATION AND REMUNAREATION COMMITTEE.

(a) Brief description of terms of reference

Your Company has constituted a duly qualified Nomination and Remuneration Committee in accordance with the provisions of Section 178 of the Companies Act, 2013, read with the rules framed thereunder, and Regulation 19 of the SEBI (LODR) Regulations, 2015.

The Nomination and Remuneration Committee, as on March 31,2025, comprises 3 (Three) directors and all 3 (Three) directors are Non-Executive Independent Directors of the Company.

The terms of reference of the Nomination and Remuneration Committee inter alia, includes the following:

- ▶ The Committee shall formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, Key managerial personnel and other employees.
- ▶ The Committee shall ensure:
 - ▶ Level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;
 - ▶ Relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
 - ▶ Remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.
- ▶ Formulation of criteria for evaluation of Independent Directors and the Board.
- ▶ Devising a policy on Board diversity;

(b) The details about the composition of the committee, name of members and attendance at the meetings are as under

The Nomination and Remuneration Committee met 5 (Five) times during the Financial Year 2024-2025 and the time gap between two meetings was not more than 120 days. The Meetings were held on (i) 30th May 2024 (ii) 30th July 2024 (iii) 6th September 2024 (iv) 14th November 2024 (v) 05th February 2025.

Name and Category	No. of meetings eligible to attend	No. of Meetings attended by member
Mrs Malini Shah® (ID)	3	3
Mr Divyesh Aghera* (ID)	3	3
Mr. Dharmesh Dadhanian* (ID)	3	3
Mr. Vimal Kalaria# (ID)	2	2
Mr. Pratik Dadhanian§ (ID)	2	2
Mr. Dharmshibhai Vadalia§ (ID)	2	2

(ID) – Non-Executive Independent Director

®Appointed as Chairperson w.e.f. August 09, 2024

#Ceased to be Chairperson w.e.f. August 08, 2024

*Member w.e.f. August 09, 2024

§Ceased to be member w.e.f. August 08, 2024

(c) Performance Evaluation Criteria for Independent Directors:

The Nomination and Remuneration policy of the Company lays down the criteria of appointment and remuneration of Directors/Key Managerial Personnel including criteria for determining qualification, positive attributes, independence of Directors, criteria for performance evaluation of Executive and Non-Executive Directors (including Independent Directors) and other matters as prescribed under the provisions of the Act and SEBI LODR Regulations. An indicative list of factors that may be evaluated including but not limited to participation and contribution by a director, commitment, effective deployment of knowledge and expertise, effective management of relationship with stakeholders, integrity and maintenance of confidentiality and independence of behavior and judgement.

(d) Nomination and Remuneration Policy of the Company

The Remuneration Policy for Directors, Key Managerial Personnel and other employees of the Company is available on our website, at <https://www.acesoftex.com/investor-relations.html>

In accordance with the provisions of sub-section (3) of Section 178 of the Companies Act, 2013, read with Part D of the SEBI (LODR) Regulations, the Committee has laid down clear criteria for the appointment and remuneration of Directors, including the determination of qualifications, positive attributes, independence, and other relevant aspects.

3. STAKEHOLDERS RELATIONSHIP COMMITTEE:

In compliance with provisions of section 178(5) of the Act read with Rules framed thereunder and Regulation 20 of the SEBI LODR Regulation, the Company has duly constituted Stakeholders Relationship Committee (SRC).

The role of the Stakeholders' Relationship Committee includes the following:

1. The Committee shall receive the grievances of the stakeholders and after analysing them, resolve the queries and grievances in the expedite manner.
2. Take disciplinary action against any officer or employee of the company, if found guilty during the investigation of the grievance of the stakeholder.
3. Call any officer or employee to inquiry the matter or complains of the stakeholders;
4. Appoint any consultant or professional for the legal opinion;

(a) The details about the composition of the committee, name of chairperson & members and attendance at the meetings are as under

Stakeholders Relationship Committee met 4 (Four) times during the Financial Year 2024-2025 and the time gap between two meetings was not more than 120 days. The Meetings were held on (i) 30th May 2024 (ii) 30th July 2024 (iii) 14th November 2024 (vi) 05th February 2025.

Name and Category	No. of meetings eligible to attend	No. of Meetings attended by member
Mrs Malini Shah® (ID)	2	2
Mr Dharmesh Dadhania* (ID)	2	2
Mr. Amit Mehta* (ED)	2	2
Mr. Vikram Sanghani (ED)	2	2
Mr. Dharamshi Vadalia# (ID)	2	2
Mr. Pratik Dadhania§ (ID)	2	2
Mr. Sanjay Dhamsania§ (ID)	2	2

(ID) - Non-Executive Independent Director

(ED) - Executive Director

®Appointed as Chairperson w.e.f. August 09, 2024

*Ceased to be Chairperson w.e.f. August 08, 2024

#Member w.e.f. August 09, 2024

§Ceased to be member w.e.f. August 08, 2024

(b) Name and designation of Compliance Officer:

Mrs. Mansi Patel, Company Secretary is the Compliance Officer for complying with the requirements of Securities laws and the SEBI LODR Regulations.

(c) Number of shareholders' complaints received, number not solved to the satisfaction of Shareholders and number of pending complaints:

During the Financial Year 2024-25, the Company received Two complaints during the year and same was solved to the satisfaction of shareholder. There is no complaint pending at the end of the Financial Year.

4. RISK MANAGEMENT COMMITTEE**(a) Brief description of terms of reference:**

- ▶ To formulate a detailed risk management policy which shall include:
 - ▶ A framework for identification of internal and external risks specifically faced by the listed entity, in particular including financial, operational, information, cyber security risks, or any other risk as may be determined by the Committee

- ▶ Measures for risk mitigation including systems and processes for internal control of identified risks
- ▶ Business continuity plan
- ▶ To ensure that appropriate methodology, processes, and systems are in place to monitor and evaluate risks associated with the business of the Company
- ▶ To monitor and oversee the implementation of the risk management policy, including evaluating the adequacy of risk management systems
- ▶ To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity
- ▶ To keep the board of directors informed about the nature and content of its discussions, recommendations, and actions to be taken
- ▶ To seek information from any employee, obtain outside legal or other professional advice, and secure the attendance of outsiders with relevant expertise, if it considers necessary.
- ▶ To review financial and risk management policies;
- ▶ To review report on compliance of laws and risk management including Cybersecurity, reports issued by Statutory / Internal Auditors; and
- ▶ To carry out any other function as is mentioned in the terms of the Risk Management Committee and entrusted by the Board Risk Management Committee met once during the Financial Year 2024-2025.

(b) Composition, name of members & chairperson and attendance of meetings during the year:

The Meetings were held on 14th November 2024 and 05th February 2025.

Name and Category	No. of meetings eligible to attend	No. of Meetings attended by member
Mrs Malini Shah (ID)	2	2
Mr Sanjiv Punjani (ID)	2	2
Mr. Divyesh Aghera (ID)	2	2

(ID) – Non-Executive Independent Director

5. FUND RAISING COMMITTEE

The Fund-Raising Committee of the Board was constituted on June 05, 2024. The Fund-Raising Committee was constituted to decide on the matters related to fund raising by the Company.

The Meetings were held on (i) 19th September 2024, (ii) 23rd November 2024 (iii) 4th December, 2024 (iv) 01st January 2025 (v) 28th January 2025 (vi) 27th February 2025

The Fund-Raising Committee met 6 times during the financial year 2024-25

Composition of the Fund-Raising Committee of the Board of Directors as of March 31, 2025

Name and Category	No. of meetings eligible to attend	No. of Meetings attended by member
Mr. Amit M. Mehta (ED)	6	6
Mrs Malini Shah (ID)	6	6
Mr Sanjiv Punjani (ID)	6	6
Mr. Vikram Sanghani (ED)	6	6

(ID) – Non-Executive Independent Director

(ED) – Executive Director

6. REMUNERATION TO DIRECTORS:

(a) Pecuniary relationship or transactions with Nonexecutive Director's vis-à-vis the Company:

There were no any pecuniary relationship or transactions with non-executive Director's vis-à-vis the Company except payment of sitting fees.

(b) Criteria for Making payment to non-executive directors:

The Board, on the recommendation of the NRC, shall review and approve the remuneration payable to the Non-Executive Directors of the Company within the overall limits approved by the shareholders.

Non-Executive Directors shall be entitled to sitting fees for attending the meetings of the Board and the Committees thereof.

(c) Disclosure with respect to remuneration:

The detail of remuneration and sitting fees paid to the directors during the financial year 2024-25 is as under:

(Amount in Lakhs)

Name	Salary, Perquisites, Allowances and Incentive	Sitting Fees	Total
Mr. Amit M. Mehta [%]	34,40,000		34,40,000
Mr. Vikram B. Sanghani [^]	35,00,000		35,00,000
Mr. Sanjay H. Dhamsania [^]	35,00,000		35,00,000
Mr. Rahul J. Kalaria [^]	24,00,000		24,00,000
Mr. Divyesh B. Aghera [@]		15000	15000
Mr. Sanjiv Punjani [@]		15000	15000
Mr. Dharmesh Dadhanian [§]		15000	15000
Mrs. Malini Shah [@]		15000	15000
Mr. Dharamshi Vadalia [*]		15000	15000
Mr. Vimal Kalaria [*]		15000	15000
Mr. Pratik Dadhanian [*]		15000	15000
Mrs. Dhara Shah [#]		15000	15000

*Ceased to be Independent Director w.e.f. August 08, 2024

#Ceased to be Independent Director w.e.f. September 28, 2024

@Appointed as Independent Director w.e.f. August 01, 2024

§Appointed as Independent Director w.e.f. August 09, 2024

^Appointed as Whole Time Directors w.e.f. August 01, 2024

%Appointed as Managing Director & CEO w.e.f. August 01, 2024

Your Company is not paying anything to non-executive director except sitting fees for board meeting attended by them.

7. GENERAL BODY MEETINGS:

Location and Time of Last Three Annual General Meeting (AGMs) were held and special resolution passed in the previous three AGMs:

Financial Year Ended	Day/Date of AGM	Time	Location	No. of Special Resolution Passed
31-03-2024	Monday, 30 th September 2024	11:00 A.M.	801, Everest Commercial Complex Opp: Shashtri Maidan Rajkot-360001	8 (Note No. 1)
31-03-2023	Friday, 29 th September 2023	11:00 A.M.	801, Everest Commercial Complex Opp: Shashtri Maidan Rajkot-360001	0
31-03-2022	Thursday, 29 th September 2022	11:00 A.M.	801, Everest Commercial Complex Opp: Shashtri Maidan Rajkot-360001	2 (Note No. 2)

Note No. 1 During the Annual General Meeting convened on 30th September 2024 Eight (08) Special Resolutions, as detailed below:

1. Appointment of Mr. Amit M. Mehta as Managing Director and Chief Executive Officer of the Company.
2. Appointment of Mr. Rahul Jayantilal Kalaria as Whole Time Director of the Company
3. Appointment of Mr. Vikram Sanghani (DIN: 00183818) as a Whole Time Director of the Company
4. Appointment of Mr. Sanjay Harilal Dhamsania (DIN: 00013892) as a Whole Time Director of the Company
5. Appointment of Mr. Divyesh Aghera (DIN: 09308587) as an Independent Director, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years commencing from August 01, 2024 to July 31, 2029.
6. Appointment of Mr. Sanjiv Punjani (DIN: 00418869) as an Independent Director, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years commencing from August 01, 2024 to July 31, 2029.
7. Appointment of Mrs. Malini Shah (DIN: 10721410) as an Independent Director, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years commencing from August 01, 2024 to July 31, 2029.
8. Appointment of Mr. Dharmesh Dadhanian (DIN: 10720100) as an Independent Director, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years commencing from August 09, 2024 to July 31, 2029.

Note No. 2 During the Annual General Meeting convened on 29th September 2022 Two (2) Special Resolutions, as detailed below:

1. Revision in Remuneration of Mr. Vikram B. Sanghani (DIN: 00183818), Jt. Managing Director of the Company.
2. Revision in Remuneration of Mr. Sanjay H. Dhamsania (DIN: 00013892), Jt. Managing Director of the Company.

8. MEANS OF COMMUNICATION.

1	Quarterly Result	The quarterly results are published in the newspapers and displayed on the Company's website.
2	Newspapers wherein result normally published	The Quarterly, Half Yearly Financial Results are generally published in Financial Express in English language & also in Gujarati language in Financial Express.
3	Company's website, where displayed	The separate section named "INVESTOR RELATIONS" in the Company's website https://www.acesoftex.com/investor-relations.html is displaying required information in respect of interest of various stakeholders. The Annual Report for this financial year 2024-2025 as well as Quarterly / Half Yearly Financial Results of the Company is also available therein.

9. GENERAL SHAREHOLDER INFORMATION.**a) AGM Date, Time and Venue:**

Tuesday, 30th September at 11 A.M. For details refer Notice of this AGM. The Proceeding of the AGM shall be deemed to be conducted at the 1001, Aalap B, Limda Chowk, Dr. Rajendraprasad Road, Rajkot - 360001.

b) Financial Year:

Financial Year of the Company is from April 01 to 31st March and financial results will be declared for the financial year 2025-26 as per the following schedule:

Particulars	Tentative and Subject to Change
Quarterly Unaudited Results	
Quarter ending June 30, 2025	Within 45 days from the end of quarter
Quarter ending September 30, 2025	Within 45 days from the end of quarter
Quarter ending December 30, 2025	Within 45 days from the end of quarter
Fourth Quarter and financial year ending on March 31, 2025	Within 60 days from the end of quarter

c) Name and address of stock exchanges at which the Company's shares are listed & details of annual listing fee paid

The Company's equity share listed on the BSE Limited of India w.e.f. 14-03-1996

BSE Limited (BSE), Corporate office: Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400 001

Annual Listing Fees for the year 2024-25 has been paid by the Company to BSE

Demat ISIN number in CDSL & NSDL is INE849B01010

BSE Script Code is 531525

d) In case the securities are suspended from trading, the Director Report shall explain the reason thereof:

NOT APPLICABLE

e) Registrar and share transfer agents:

Share Registrar and Transfer Agent:	Accurate Securities & Registry Private Limited K P Epitome Nr, B1105-1108, Lake, nr. Siddhi Vinayak Tower, Makarba, Ahmedabad, Gujarat-380051 Email id: investor@accuratesecurities.com
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f) Share Transfer System:

97.56% of equity shares of the Company are in demat mode. Transfer of these shares is done through depositories with no involvement of the Company.

Share Transfer and related operations for the Company are processed by the Company's RTA viz. Accurate Securities & Registry Private Limited.

The Registrar and Share Transfer Agent have put in place an appropriate Share Transfer system to ensure timely share transfers. Share transfers are registered and returned in the normal course within an average period of 30 days from the date of receipt, if the documents are clear in all respects. Requests for dematerialization of shares are processed and confirmation is given to the respective depositories i.e. NSDL and CDSL within 21 days.

g) Distribution of Shareholding

(1) The distribution of shareholding of the Company as on March 31, 2025 (Fully Paid-up Shares)

No. of Shares	Number of Shareholders	% of Total Shareholders	Number of Shares held	% of Total Share Capital
1 to 500	4838	90.14	485718	7.59
501 to 1000	251	4.68	204906	3.20
1001 to 2000	112	2.09	164443	2.57
2001 to 3000	39	0.73	97049	1.52
3001 to 4000	14	0.25	47398	0.74
4001 to 5000	17	0.32	75619	1.18
5001 to 10000	36	0.67	257943	4.03
10001 and above	60	1.12	5066924	79.17
Total	5367	100.00	6400000	100.00

(2) The distribution of shareholding of the Company as on March 31, 2025 (Partly Paid-up Shares)

No. of Shares	Number of Shareholders	% of Total Shareholders	Number of Shares held	% of Total Share Capital
1 to 500	1238	78.50	122183	1.91
501 to 1000	127	8.05	92655	1.44
1001 to 2000	77	4.88	101472	1.58
2001 to 3000	24	1.52	57321	0.89
3001 to 4000	17	1.07	58657	0.91
4001 to 5000	11	0.70	46243	0.72
5001 to 10000	26	1.64	167108	2.61
10001 and above	57	3.61	5754361	89.91
Total	1577	100.00	64,00,000	100.00

(3) Shareholding pattern by Ownership as on March 31, 2025:

Sr No.	Category	Number of Shares held	Percentage (%)
1	Clearing members	1958	0.02%
2	Other Bodies Corporate	100078	0.78%
3	Hindu Undivided Family	182152	1.42%
4	Non-Resident Indians	595299	4.65%
5	Public	3124153	24.41%
6	Promoters	77,76,232	60.75%
7	Promoters - HUF	954946	7.46%
8	Body Corporate - Limited Liability Partnership	64714	0.51%
9	Key Managerial Personnel	437	0.00%
10	Escrow Account	31	0.00%
	TOTAL	12800000	100.00%

h) Dematerialization of shares and Liquidity:

Equity shares of the Company can be traded in dematerialized form only. The Company has established connectivity with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) through its Registrars & Share Transfer Agents Accurate Securities & Registry Private Limited.

Break up of shares in physical and d-mat form as on March 31, 2025:

Sr No.	Particulars	No. of Shares	% of Shares
1	Demat		
	NSDL	10853366	84.79%
	CDSL	1629727	12.73%
2	Physical	316907	2.48%
	Total	12800000	100.00%

i) Outstanding GDRS / ADRS / Warrants or any Convertible Instruments, conversion date and likely impact on equity:

Not Applicable

j) Commodity price risk or foreign exchange risk and hedging activities:

Not Applicable

k) Plant Locations:

The Company is in the business of Information Technology, therefore, it does not have any manufacturing plants.

l) Address for correspondence

To contact Registrar & Transfer Agent for all matters relating to Shares

Accurate Securities & Registry Private Limited

K P Epitome Nr, B1105-1108, Lake, nr. Siddhi Vinayak Tower, Makarba, Ahmedabad, Gujarat-380051

Email id: investor@accuratesecurities.com

For any other General Matters or in case of any difficulties / grievances including matters relating to Shares, Annual Reports as above

Mansi Patel,

Compliance Officer

Ace Software Exports Limited

801, Everest Commercial Complex,

Opp. Shashtri Maidan,

Rajkot - 360001

m) List of all credit ratings obtained by the entity:

Not Applicable

10. OTHER DISCLOSURES:**(a) Disclosures on materially significant related party transactions that may have potential conflict with the interest of company at large:**

During the Financial year 2024-2025, no materially significant related party transaction undertaken by the Company under Section 188 of the Act, read with rules framed thereunder, Indian Accounting Standards (Ind AS 24) that may have potential conflict with the interest of the Company at large. The Company has entered into some transactions with related parties as defined under Section 2(76) of the Act, which were at arms' length basis and the same were duly approved or reviewed by the Audit Committee. The necessary disclosures regarding the transactions with related parties are given in the notes to the financial statements.

Your Company has formulated a Policy on materiality of Related Party Transactions and dealing with Related Party Transaction. It is available on the website of the Company, which can be accessed at <https://www.acesoftex.com/investor-relations.html>

(b) Details of non-compliance by the Company, penalties and strictures imposed on the Company by Stock Exchange or the Board or any statutory authority on any matter related to capital markets during the last three years:

There have been no instances of material non compliances by the Company on any matter related to the capital markets and no penalties and/ or strictures have been imposed on it by the stock exchanges or by SEBI or by any statutory authority on any matter related to the capital markets during the last three financial years.

(c) Whistle-blower policy and affirmation that no personnel has been denied access to the Audit Committee:

Pursuant to the provision of the section 177(9) of the Act read with rules framed thereunder, Regulation 4(2)(d) (iv) and 22 of the SEBI LODR Regulations, your company has established Vigil Mechanism/ Whistle Blower Policy for their Directors and Employees to report concerns about illegal or unethical practices, unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct or ethics policy.

The details of establishment of such mechanism available on the website of the Company and it can be access by the following link: <https://www.acesoftex.com/investor-relations.html>. It is affirmed that no personnel has been denied to access the Chairman of the Audit Committee.

(d) Details of compliance with mandatory requirements and adoption of the non-mandatory requirements:

The Company has complied with all applicable mandatory requirements as specified in the SEBI LODR Regulations. The following non-mandatory requirements under Part E of Schedule II of the SEBI LODR Regulations to the extent they have been adopted are mentioned below:

- i.** Modified Opinion in Auditors Report: The Company's financial statements for the year ended March 31, 2025 do not contain any modified opinion.

- ii. Reporting of Internal Auditor: The Report of Internal Auditor is quarterly put up before the Audit Committee in their meeting.
- iii. Risk Management Committee: The Company has constituted Risk Management Committee as a part of good corporate governance practice

(e) Web link where policy for determining Material Subsidiaries:

The Company has formulated a policy for determining material subsidiary and it is available on the web link <https://www.acesoftex.com/investor-relations.html>

(f) Web link where policy on dealing with related party transaction:

The Policy on dealing with related party transaction is disclosed on the website of the Company and can be accessed at <https://www.acesoftex.com/investor-relations.html>

(g) Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A):

Not Applicable

(h) Certificate from a company secretary in practice that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority.

A certificate from Mr. Pranay Mandhana, practicing company secretary confirming that none of the Directors on the board of the Company were debarred or disqualified Corporate Governance from being re-appointed under retirement by rotation and/or continuing as Directors of the Company by the SEBI, Ministry of Corporate Affairs or any other statutory authorities is attached as "Annexure - A".

(i) Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

Number of complaints filed during the financial year	Number of complaints disposed of during the financial year	Number of complaints pending as on end of the financial year
NIL		

(j) disclosure by listed entity and its subsidiaries of 'Loans and advances in the nature of loans to firms/ companies in which directors are interested by name and amount

As on March 31, 2025, there were no loans or advances in the nature of loans to firms/companies granted by the Company or its subsidiaries in which the Directors are interested.

(k) Disclosure of loans / guarantees / comfort letters / securities etc.

No loans / guarantees / comfort letters / securities etc. were given to Directors during the year under review.

(l) Details of material subsidiaries of the listed entity; including the date and place of incorporation and the name and date of appointment of the statutory auditors of such subsidiaries

Name of the material subsidiaries	Date and Place of Incorporation	Name of the Statutory Auditors of such subsidiary	Date of appointment of Statutory Auditors
Ace Infoway Private Limited	17-02-1999 - Rajkot, Gujarat	Arun M. Kothari, Chartered Accountant	30th September 2022

(m) Non-compliance of any requirement of corporate governance report of sub-paras (2) to (10) above, with reasons thereof shall be disclosed.

Nil

(n) The disclosure of the compliance with corporate governance requirements specified in regulation 17 to 27 and clauses (b) to (i) of sub regulation (2) of regulation 46 of SEBI LODR Regulations.

The Company has complied with corporate governance requirements specified in regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 of SEBI LODR Regulations, 2015.

(o) Disclosures with respect to demat suspense account/ unclaimed suspense account:

The Company does not have any shares in the demat suspense account or unclaimed suspense account.

(p) Particulars of Directors seeking appointment / reappointment at the ensuing Annual General Meeting have been provided in the Notice of the Annual General Meeting.

(q) Declaration by the CEO on Code of Conduct as required by Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015:

It is attached as "Annexure - B".

(r) COMPLIANCE CERTIFICATE:

Certificate from Pranay Mandhana, Practicing Company Secretaries, confirming compliances with the conditions of Corporate Governance as stipulated under the Listing Regulations attached as "Annexure - C".

(s) CEO/ CFO CERTIFICATION

In compliance with Regulation 17(8) of the SEBI (LODR) Regulations, 2015, a certificate from Chief Executive Officer and Chief Financial Officer of the Company to the Board of Directors as specified in Part B of Schedule II of the said Regulations attached as "Annexure - D".

For & on behalf of Board of Directors

Amit M. Mehta
Managing Director & CEO
DIN: 00432898

Vikram B. Sanghani
Chairman Emeritus & Whole Time Director
DIN: 00183818

Date: 05th September, 2025
Place: Rajkot

ANNEXURE A

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS
(Schedule V Para C clause (10)(i) of the SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members of
ACE SOFTWARE EXPORTS LIMITED
CIN: L72200GJ1994PLC022781
801 Everest Commercial Complex
Opp Shastri Maidan, Rajkot 360001 Gujarat

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Ace Software Exports Limited having CIN L72200GJ1994PLC022781 and having registered office at 801 Everest Commercial Complex Opp Shastri Maidan, Rajkot 360001 Gujarat (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI letter dated September 23, 2021.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company and its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2025 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No.	Name of Director	Designation	DIN	Date of appointment in Company
1	Sanjay Harilal Dhamsania	Whole-time director	00013892	17/08/1994
2	Vikram Bhupat Sanghani	Whole-time director	00183818	17/08/1994
3	Sanjiv Pravinchandra Punjani	Director	00418869	01/08/2024
4	Divyeshkumar Babulal Aghera	Director	09308587	01/08/2024
5	Dharmesh Chandulal Dadhanania	Director	10720100	09/08/2024
6	Malini Mitesh Shah	Director	10721410	01/08/2024
7	Rahul Jayantibhai Kalaria	Whole-time director	00432774	30/05/2024
8	Amit Mansukhlal Mehta	Managing Director	00432898	30/05/2024

*As per MCA records, the date of change in designation of Sanjay Dhamsania and Vikram Sanghani is 15/10/2007 and 29/03/2005 respectively.

Ensuring the eligibility of the appointment / continuity of every Director on the Board, is the responsibility of the management of the Company. Our responsibility is to express an opinion on these, based on our verification. This certificate is valid as on the date of issue, and 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.

For Pranay Mandhana & Associates

CS Pranay Mahesh Mandhana
UDIN : A060165G001074420
ACS : 60165
CP No : 23399
August 25, 2025
Nagpur

ANNEXURE B
DECLARATION ON CODE OF CONDUCT

This is to certify that Company "Ace Software Exports Limited" has in place a Code of Conduct applicable to the Board Members as well as the Senior Management Personnel and that the same has been uploaded on the Company's website www.acesoftex.com. I further certify that all the board Members and the Senior Management personnel have affirmed compliance with the Code of Conduct for All Board Members and Senior Management Personnel of the company for the Financial Year 2024-2025.

Place: Rajkot

Date: 30-05-2025

Amit Mansukhlal Mehta
Managing Director & CEO
Ace Software Exports Limited

ANNEXURE C

COMPLIANCE CERTIFICATE ON CORPORATE GOVERNANCE

The Members,
ACE SOFTWARE EXPORTS LIMITED
CIN: L72200GJ1994PLC022781
801 Everest Commercial Complex
Opp Shastri Maidan, Rajkot 360001 Gujarat

We have examined the compliance with the conditions of Corporate Governance of ACE SOFTWARE EXPORTS LIMITED ("the Company") for the year ended on 31st March, 2025, as prescribed **Schedule IV** of The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the Financial Statements of the Company. We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance, as mandatorily applicable, as specified in **the aforesaid provisions** of the Listing Regulations.

For Pranay Mandhana & Associates

CS Pranay Mahesh Mandhana
UDIN: A060165G001074431
ACS : 60165
CP No : 23399
August 25, 2025
Nagpur

ANNEXURE D
CERTIFICATION BY CEO AND CFO UNDER REGULATION 17(8) OF THE SEBI
(LODR) REGULATIONS, 2015

To,
 The Board of Directors,
 Ace Software Exports Limited

We have reviewed the financial statements and the cash flow statement of Ace Software Exports Limited for the year ended March 31, 2025 and that to the best of our knowledge and belief:

- a. i.** these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
- ii.** these statements together present a true and fair view of the Company's affairs and are in compliance with existing Accounting Standards, applicable laws and Regulations.
- b.** There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.
- c.** We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take for rectifying these deficiencies.
- d.** We have indicated to the Auditors and the Audit Committee that during the year under reference:
 - i.** There have not been any significant changes in internal control over financial reporting;
 - ii.** There have not been any significant changes in accounting policies made during the year except that mandated under the Companies Act 2013 read with Rule 3 of the Companies (Indian Accounting Standard) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016; and
 - iii.** There have not been any instances of significant fraud of which we have become aware of and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

For, Ace Software Exports Limited

Amit M. Mehta
 Managing Director & CEO
 DIN: 00432898

Jyotin Vasavada
 Chief Financial Officer

Date: 15-04-2025

MANAGEMENT DISCUSSION AND ANALYSIS REPORTS

Overview of the Industry

Global Economy

The global economy displayed resilience in 2024, recovering faster than anticipated from inflationary pressures, supply-chain disruptions, and the lingering impact of geopolitical conflicts. Coordinated policy tightening by central banks led to moderation in inflation, reducing the risk of a severe recession.

Global IT spending is estimated to reach USD 5.43 trillion in 2025, marking a 7.9% growth over 2024, driven by accelerated adoption of Artificial Intelligence (AI), cloud computing, and data center modernization. Data center systems alone are projected to surge by 42.4% in 2025, underlining the infrastructure shift necessary to support GenAI adoption.

Despite optimism, the growth outlook remains clouded by geopolitical tensions, tighter financing conditions, social inequality, and regional conflicts. Policy support for education, climate transition, and inclusive digitalization remains critical for sustained global productivity.

India

India remains one of the world's fastest-growing major economies. With strong macroeconomic fundamentals, growth is propelled by healthy domestic consumption, robust public capital expenditure, rising private investments, and relentless services exports. Key contributors in FY 2024-25 include manufacturing profitability, Rabi harvest revival, firm service demand, and strengthened private capital deployment, supported by upbeat business sentiment and stable corporate and banking finances.

a. Industry Structure & Developments

Global IT Services Market

The global IT services industry remains on a strong growth trajectory:

- ▶ Market size: USD 1.50 trillion in 2024, projected to reach USD 2.6 trillion by 2030 (CAGR ~9.4%).
- ▶ Key drivers: Cloud migration, GenAI integration, IoT expansion, and digital transformation initiatives.
- ▶ Regional trends: North America remains dominant (~37% share), while Asia-Pacific is the fastest growing region (~11.6% CAGR).

The Indian IT services sector continues to be a cornerstone of global outsourcing, with exports projected to touch USD 210 billion in FY 2024-25. The rapid growth of Global Capability Centers (GCCs) in India underscores the country's transition from a cost-arbitrage model to a knowledge- and innovation-driven hub.

Challenges include talent retention, pricing pressures, cyber risks, and increasing competition from GCCs and automation-driven models.

Indian IT Services Landscape

India's role in global IT services remains pivotal. IT exports are forecasted to reach **USD 210 billion in FY 2024-25**, equating to roughly 18% of global IT outsourcing spend. This is underpinned by sturdy U.S. demand and rapid growth of Global Capability Centers (GCCs) in India—acting faster and more agile than traditional providers.

India also leads M&A activity within IT services: in CY 2024, the sector continued to dominate India's M&A landscape, with strategic deals up 25% YoY and accounting for 59% of overall deal value—driven by cloud, AI, and digital transformation capabilities.

b. Opportunities, Threats, Risks and Concerns

The IT industry is poised for sustained growth, driven by digital transformation, AI adoption, cloud migration, and cybersecurity imperatives. For Ace Software, these megatrends create opportunities to enhance its offerings and deliver higher value to customers through AI-led delivery, automation, analytics, and industry-specific platforms.

However, challenges remain in the form of:

- ▶ Rapid technological advancements requiring continuous innovation and agility.
- ▶ Competitive pressures from established IT majors and emerging players.
- ▶ Regulatory changes and geopolitical uncertainties that may impact cross-border operations.
- ▶ Cybersecurity and data protection risks, which demand ongoing investment in secure practices.

Ace is well positioned to leverage opportunities while mitigating risks through its customer-centric approach, innovation focus, and healthy client relationships. The Company has consistently delivered value to long-term clients, resulting in stability and resilience, with minimal disruption to operations despite evolving global challenges.

c. Segment / Product-wise Performance

The Company operates in a single reportable segment, namely Computer Software and Services Exports. Accordingly, segment-wise performance is not furnished.

d. Internal Control Systems and Their Adequacy

The Company has in place a robust internal control system commensurate with its size and nature of operations. These systems ensure the safeguarding of assets, compliance with corporate policies, and reliability of financial reporting.

- ▶ Authority and power limits are clearly defined across levels of management.
- ▶ A cross-functional internal audit team with predefined roles and responsibilities periodically reviews the adequacy and effectiveness of controls.
- ▶ The system facilitates an effective information flow, risk monitoring, and operational oversight.

The Audit Committee of the Board regularly reviews the internal audit findings and monitors implementation of recommendations, thereby strengthening governance standards.

e. Discussion on Financial Performance with respect to Operational Performance

The financial performance of the Company for the year under review, in relation to its operational performance, has been discussed in detail in the Directors' Report, which forms part of this Annual Report.

f. Human Resources / Industrial Relations

Human capital remains the most valuable asset of Ace Software Exports Ltd. The Company firmly believes that investment in its workforce enhances organizational performance, fosters innovation, and improves retention. During the year, the Company provided a meaningful and enabling environment to its 55 employees, encouraging personal and professional growth. The positive and collaborative work culture continues to stimulate a high-performance mindset, innovation, and employee engagement.

The Company has maintained healthy and cordial industrial relations throughout the year.

g. Ratio Analysis

In accordance with the SEBI (Listing Obligations and Disclosure Requirements 2018) (Amendment) Regulations 2018, the company is required to give details of significant changes (change of 25% or more as compared to the immediately previous financial year) in key sector specific financial ratios.

The company has identified the following ratios as key financial ratios;

	Standalone		Consolidated	
	F.Y. 2024-25	F.Y. 2023-24	F.Y. 2024-25	F.Y. 2023-24
Operating Profit Margin	29.45	5.39	35.45	18.26
Net Profit Margin	20.17	56.77	17.74	22.54
Debt-Equity Ratio (Times)	0	0	0.06	0.06
Current Ratio (Times)	29.85	6.08	5.75	5.22
Return on Net Worth	2.99	17.03	5.98	15.53
Price Earning Ratio	99.71	9.61	41.54	10.92

INDEPENDENT AUDITOR'S REPORT

To
The Members of
ACE SOFTWARE EXPORTS LIMITED

REPORT ON THE AUDIT OF THE STANDALONE FINANCIAL STATEMENTS

OPINION

I have audited the standalone financial statements of Ace Software Exports Limited ("the Company") which comprise the Balance Sheet as at March 31, 2025, and the Statement of Profit and Loss (including Other Comprehensive Income/(Loss)), Statement of Changes in Equity, Statement of Cash Flows for the year then ended and notes to the standalone financial statements, including a summary of material accounting policies and other explanatory information for the year ended on that date (hereinafter referred to as "Standalone Financial Statements").

In my opinion and to the best of my information and according to the explanations given to me, the aforesaid Standalone Financial Statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2025, its Profit including other comprehensive income/(Loss), changes in equity and its cash flows for the year ended on that date.

BASIS FOR OPINION

I conducted my audit of Standalone Financial Statement in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. My responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Standalone Financial Statements' section of my report. I am 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 my audit of the standalone financial statements under the provisions of the Act and the Rules thereunder, and I have fulfilled my other ethical responsibilities in accordance with these requirements and the Code of Ethics. I believe that the audit evidences I have obtained are sufficient and appropriate to provide a basis for my opinion.

KEY AUDIT MATTERS

Key audit matters are those matters that, in my professional judgment, were of most significance in my audit of the standalone financial statements of the current period. These matters were addressed in the context of my audit of the standalone financial statements as a whole, and in forming my opinion thereon, and I do not provide a separate opinion on these matters.

I have determined that there are no key audit matters to communicate in my report.

INFORMATION OTHER THAN THE STANDALONE FINANCIAL STATEMENT AND AUDITOR'S REPORT THEREON

Management is responsible for the other information. The other information comprises the information included in the Annual Report, but does not include the standalone financial statements and my auditor's report thereon.

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

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

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

MANAGEMENT'S RESPONSIBILITY FOR THE STANDALONE 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 standalone financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate implementation and maintenance of accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. The Board of Directors are also responsible for overseeing the Company's financial reporting process.

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE STANDALONE FINANCIAL STATEMENTS

My objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes my 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 standalone financial statements.

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

- ▶ Identify and assess the risks of material misstatement of the standalone 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 my 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 omissions, misrepresentations, or the override of internal control.
- ▶ Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, I am also responsible for expressing my 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 disclosures made by management.
- ▶ Conclude on the appropriateness of management's use of the 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 I conclude that a material uncertainty exists, I am required to draw attention in my auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify my opinion. My conclusions are based on the audit evidence obtained up to the date of my 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 standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

I also provide those charged with governance with a statement that I 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 my independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, I determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. I describe these matters in my auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, I determine that a matter should not be communicated in my report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, I 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, I report that:
 - a) I have sought and obtained all the information and explanations which to the best of my knowledge and belief were necessary for the purposes of my audit.
 - b) In my opinion, proper books of account as required by law have been kept by the Company so far as it appears from my examination of those books.
 - c) The standalone Balance Sheet, the standalone Statement of Profit and Loss (including other Comprehensive Income/ (Loss)), the Statement standalone of Changes in Equity and the standalone Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d) In my opinion, the aforesaid standalone financial statements comply with the Indian 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 March 31, 2025 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2025 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 my separate Report in "Annexure B".
 - 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 my opinion and to the best of my information and according to the explanations given to me:
 - 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 derivative 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 during the year ended on March 31, 2025.
 - iv. a) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person or entity, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other person or entity identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - b) The management has represented that, to the best of its knowledge and belief, no funds have been received by the company from any person or entity, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other person or entity identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
 - c) Based on such audit procedures that were considered reasonable and appropriate in the circumstances, nothing has come to my notice that has caused me to believe that the representations under sub-clause (a) and (b) contain any material misstatement.
 - v. The Company has not declared or paid dividend during the year.
 - vi. The Company uses accounting software Tally for maintaining its books of account which has a feature of recording audit trail (edit log) facility and as represented by the management the same has operated throughout the year for all relevant transactions recorded in the accounting software. However, there are some inherent limitations of this accounting software.

3. With Respect to the other matters to be included in Auditors' Report in accordance with the requirements of Section 197(16) of the Act, as amended:

In my opinion and according to the information and explanation given to me, the remuneration paid during the current year by the Company to its directors is in accordance with the provisions of Section 197 of the Act.

For J. A. Sheth & Associates,
Chartered Accountants
(Firm Registration Number - 119980W)

Jingal A. Sheth
Proprietor
(Membership No.107067)
UDIN : 25107067BMLFCH9863

Rajkot, Dated May 30, 2025

"Annexure A" to the Independent Auditors' Report

(Referred to in paragraph 1 under the heading of "Report on other Legal and Regulatory Requirements" of my report of even date)

Report on Companies (Auditor's Report) Order, 2020 ("the order") issued by the central government in terms of section 143(11) of the Companies Act, 2013 ('the Act') of Ace Software Export Limited ('the company')

On the basis of the records produced to me for my verification/perusal, such checks as I considered appropriate, and in terms of information and explanations given to me on my enquiries, I state that:

- (i) (a)** (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment.
- (B) The Company has maintained proper records showing full particulars of intangible assets.
- (b)** According to the information and explanations given to me and on the basis of my examination of the records of the Company, the property, plant and equipment are physically verified by the Management according to a phased programme designed to cover all the items over a period of two years which, in my opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the programme, a portion of the property, plant and equipment have been physically verified by the Management during the year and no material discrepancies have been noticed on such verification.
- (c)** According to the information and explanations given to me and on the basis of my examination of the records of the Company, the title deeds of immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) disclosed in note 2A to the Standalone Financial Statements are held in the name of the Company except the following:

Description of Property	Gross carrying value	Held in name of	Whether promoter, director or their relative or employee	Period held - indicate range, where appropriate	Reason for not being held in the name of Company
Offices no. 803 to 810, located at 8th floor of Everest building, Opp. Shashtri Maidan, Rajkot, Gujarat, India 360 001	218.88 Lakh	Ace Software Exports	Yes	From FY 2015-16	Pending completion of legal formalities relating to conveyance

- (d)** According to the information and explanations given to me and on the basis of my examination of the records of the Company, the company has not revalued its Property, Plant and Equipments during the year under review.
- (e)** According to the information and explanations given to me and on the basis of my examination of the records of the Company, there is no proceeding initiated or is pending against the company for holding any benami Property under Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.
- (ii) (a)** The Company's nature of operation is such that the inventories cannot be physically verified. Accordingly Clause (ii) of the Order is not applicable.
- (b)** The company has not been sanctioned working capital limits in excess of Rs. 5 crores in aggregate from banks during the year.
- (iii) (a)** According to the information and explanations given to me and on the basis of my examination of the records of the Company, the Company has made investments in companies, firms, limited liability partnerships and any other parties during the year. The company has neither given any guarantee nor has provided any security or advances in the nature of loans to companies, firms, limited liability partnerships or any other parties during the year. The Company has granted loans to one company during the year, the details of which the loan are stated in sub-clause (A) & (B) below:

(A) The Company has granted Loan to subsidiary as below:

(₹ in lakhs)

Particulars	Loans
Aggregate amount during the year	
Subsidiary*	20.00
Balance outstanding as at balance sheet date	
Subsidiary*	20.00

*As per the Companies Act, 2013

(B) The Company has granted loans to parties other than subsidiary or joint ventures or associates as below :

(₹ in lakhs)

Particulars	Loans
Aggregate amount during the year	
Others	2.36
Balance outstanding as at balance sheet date	
Others	25.86

- (b) According to the information and explanations given to me and on the basis of my examination of the records of the Company, the terms and conditions of the loans given, prime facie are not prejudicial to the company's interest.
- (c) According to the information and explanations given to me and on the basis of my examination of the records of the Company, the loans are repayable on demand.
- (d) According to the information and explanations given to me and on the basis of my examination of the records of the Company, there is no overdue amount in respect of loans given.
- (e) There are no loans and advances in nature of loan granted which has fallen due during the year, has been renewed or extended or fresh loans granted to settle the overdue of existing loans given to the same parties.
- (f) The company has granted loans or advances in the nature of loans repayable on demand to companies, firms, limited liability partnership or any other parties as follows

(₹ in lakhs)

Particulars	All Parties	Promoters	Related Parties
Aggregate amount of loans/ advances in nature of loans	--	--	--
▶ Repayable on demand (A)	45.86	--	20.00
▶ Agreement does not specify any terms or period of repayment (B)	--	--	--
Total (A+B)	45.86	--	20.00
Percentage of loans/ advances in nature of loans to the total loans	100.00%	--	43.61%

- (iv) The company has complied with the provisions of section 185 and 186 of the Act in respect of loans and investments made and guarantees and security provided by it.
- (v) The Company has neither accepted any deposits from the public nor accepted any amounts which are deemed to be deposits within the meaning of Sections 73 to 76 of the Act and the rules made thereunder, to the extent applicable. Accordingly, the requirement to report on clause 3(v) of the Order is not applicable to the Company.
- (vi) The Company is not in the business of sale of any goods or provision of such services as prescribed by the Central Government for maintenance of cost records under Section 148(1) of the Act. Accordingly, the requirement to report on clause 3(vi) of the Order is not applicable to the Company.
- (vii) (a) The Company was regular in depositing undisputed statutory dues including Goods and Service Tax, Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, Duty of Customs, Duty of excise, Value added Tax, cess and any other statutory dues with appropriate authorities during the period ending March 31, 2025 apart of delay in few cases in TDS. There are no undisputed statutory dues outstanding as at March 31, 2025, for the period of more than six month from the date they become payable.
- (b) There are no dues of Goods and Service Tax, Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, Duty of Customs, Duty of excise, Value added Tax, cess and any other statutory dues which have not been deposited on account of any dispute.

- (viii)** The Company has not surrendered or disclosed any transaction, previously unrecorded in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year. Accordingly, the requirement to report on clause 3(viii) of the Order is not applicable to the Company.
- (ix) (a)** The Company has not defaulted in repayment of loan or other borrowings or in payment of interest thereon to any lender.
- (b)** The Company has not been declared willful defaulter by any bank or financial institution or other lender.
- (c)** The company has not availed of or has not been disbursed any term loan during the year.
- (d)** On an overall examination of the standalone financial statements of the Company, no funds raised on short-term basis have been used for long-term purposes by the Company.
- (e)** On an overall examination of the standalone financial statements of the Company, I report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.
- (f)** The company has not raised loans during the year on pledge of securities held in its subsidiaries, joint ventures or associates companies.
- (x) (a)** The company has not raised moneys by way of initial public offer or further public offer including debt instruments. Accordingly, the requirement to report on clause 3(x)(a) of the Order is not applicable to the Company.
- (b)** According to the information and explanations given to me and on the basis of my examination of the records of the company, the company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year.
- (xi) (a)** During the course of my examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to me, I have neither come across any instance of material fraud by the Company or on the Company, noticed or reported during the year, nor have I been informed of any such case by the Management.
- (b)** During the year, no report under sub-section (12) of section 143 of the Act has been filed by secretarial auditor or by me in Form ADT - 4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c)** There are no instances of whistle-blower complaints received during the year by the company.
- (xii)** The Company is not a Nidhi Company as per the provision of the Act. Accordingly, the requirement to report on clause 3(xii) of the Order is not applicable to the Company.
- (xiii)** In my opinion and according to the information and explanations given to me, all transactions with the related parties are in compliance with section 177 and 188 of the Act and the details have been disclosed in the Standalone Financial Statements as required by the applicable accounting standards.
- (xiv) (a)** The company has an internal audit system commensurate with the size and nature of its business.
- (b)** The reports of the Internal Auditor for the period under audit have been considered by me.
- (xv)** The company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly the requirement to report on clause 3(xv) of the Order is not applicable to the Company.
- (xvi) (a)** The company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934. Accordingly, the requirement to report on clause 3 (xvi)(a) of the Order is not applicable to the Company
- (b)** The company has not conducted any Non-Banking Financial or Housing Finance activities without a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934. Accordingly, the requirement to report on clause 3 (xvi)(b) of the Order is not applicable to the Company
- (c)** The company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, the requirement to report on clause 3 (xvi)(c) of the Order is not applicable to the Company
- (d)** There is no Core Investment Company as a part of the Group. Accordingly, the requirement to report on clause 3(xvi)(d) of the Order is not applicable to the Company.
- (xvii)** The company has not incurred cash losses in the current financial year & in Previous Financial year.
- (xviii)** There has not been any resignation of the statutory auditors during the year. Accordingly, the requirement to report on clause 3(xvi)(d) of the Order is not applicable to the Company.
- (xix)** On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the standalone financial statements and my knowledge of the Board of Directors and management plans and based on my examination of the evidence supporting the assumptions, nothing has come to my attention which causes me to believe that any material uncertainty exists as on the date of the audit report indicating that company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. I, however, state

that this is not an assurance as to the future viability of the Company. I further state that my reporting is based on the facts up to the date of the audit report and I neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

- (xx)** The company does not fall in the criteria mentioned in Section 135(1) of the Act, Accordingly, the requirement to report on clause 3(xvi)(d) of the Order is not applicable to the Company.

For J. A. Sheth & Associates,
Chartered Accountants
(Firm Registration Number - 119980W)

Jingal A. Sheth
Proprietor
(Membership No.107067)
UDIN : 25107067BMLFCH9863

Rajkot, Dated May 30, 2025

"Annexure B" to the Independent 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")

I have audited the internal financial controls over financial reporting of **ACE SOFTWARE EXPORTS LIMITED** ("the Company") as of March 31, 2025 in conjunction with my audit of the standalone 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 the Guidance Note on Audit of Internal Financial Control over Financial Reporting issued by the Institute of Chartered Accountants of India. 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 Act.

AUDITORS' RESPONSIBILITY

My responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on my audit. I have conducted my 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 Act, to the extent applicable to an audit of internal financial controls, issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that I 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.

My audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. My 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 risks of material misstatement of the standalone financial statements, whether due to fraud or error.

I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my 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 standalone 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) pertain 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 standalone 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 standalone 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 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 my opinion and to the best of my information and according to explanations given to me, 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 March 31, 2025, based on internal financial 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 Control over Financial Reporting issued by the Institute of Chartered Accountants of India.

For J. A. Sheth & Associates,
Chartered Accountants
(Firm Registration Number - 119980W)

Jingal A. Sheth
Proprietor
(Membership No.107067)
UDIN : 25107067BMLFCH9863

Rajkot, Dated May 30, 2025

ACE SOFTWARE EXPORTS LIMITED

STANDALONE BALANCE SHEET AS AT MARCH 31, 2025

[₹ in Lakhs]

Particulars	Note No.	As at MARCH 31, 2025	As at March 31, 2024
ASSETS			
NON-CURRENT ASSETS			
Property, Plant and Equipment	2a	298.93	324.01
Intangible assets	2b	0.43	1.28
Financial Assets			
Investments	3	4,451.47	1,266.48
Other financial assets	4	55.13	52.42
Deferred tax assets (Net)		22.27	22.27
		4,828.23	1,666.46
CURRENT ASSETS			
Inventories		196.79	125.24
Financial Assets			
Investments	5	186.94	685.92
Trade receivables	6	95.66	32.80
Cash and cash equivalents	7	2,423.73	18.10
Loans	8	46.06	292.72
Current tax asset		37.84	47.37
Other current assets	9	97.63	77.87
		3,084.65	1,280.01
Total Assets		7,912.88	2,946.48
EQUITY AND LIABILITIES			
EQUITY			
Equity share capital	10	1,269.17	640.00
Other Equity	11	6,537.44	2,096.05
		7,806.61	2,736.05
LIABILITIES			
Non - current liabilities			
Provisions	12	2.91	-
		2.91	-
Current liabilities			
Financial liabilities			
Trade payables	13	-	-
-Micro & Small enterprises*		-	-
-Other than Micro & Small enterprises		53.63	45.54
Other financial liabilities	14	-	123.42
Other current liabilities	15	49.11	23.10
Provisions	16	0.62	18.37
		103.35	210.43
Total Equity and Liabilities		7,912.88	2,946.48

* Refer Note No. 13 of Notes forming part of financial statements

See accompanying Statement on Material accounting policies & Notes to Accounts

As per my Report of even date

For J. A. Sheth & Associates,
Chartered Accountants
(Firm Registration No. 119980W)

Jingal A. Sheth
Proprietor
Membership No. 107067

Rajkot, Dated May 30, 2025

For & on behalf of the Board of Directors,

Amit Mehta
Managing Director & CEO
(DIN: 00432898)

Mansi Patel
Company Secretary

Vikram Sanghani
Whole Time Director
(DIN: 00183818)

Jyotin Vasavada
Chief Financial Officer

Rajkot, Dated May 30, 2025

ACE SOFTWARE EXPORTS LIMITED

STANDALONE STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2025

[₹ in Lakhs]

Particulars	Note No.	For the year ended March 31, 2025	For the year ended March 31, 2024
INCOME			
Revenue from operations	17	1,155.80	820.77
Other income	18	195.17	569.08
Total Income		1,350.97	1,389.85
EXPENSE			
Changes in inventories of finished goods	19	(71.55)	(13.11)
Employee benefits expense	20	341.06	283.12
Finance costs	21	13.61	0.52
Depreciation and amortization expense	2	28.64	30.85
Other expenses	22	735.96	602.06
Total Expenses		1,047.72	903.45
Profit before tax		303.25	486.40
Tax expenses			
Current tax		35.76	66.50
Short / (Excess) Provision for Tax		18.15	-
MAT Credit		16.21	(46.09)
		70.12	20.41
Profit for the period		233.13	465.99
Other Comprehensive Income			
Items that will not be reclassified to profit or loss			
Changes in fair value of FVOCI equity Instruments, net of tax		0.17	11.35
Remeasurement of Defined benefit obligations, net of tax		(8.82)	8.15
Total other comprehensive income		(8.65)	19.50
Total comprehensive income for the period		224.48	485.49
Earning per equity share [Face Value Rs. 10 Per Share]			
Basic	23	3.12	9.49
Diluted	23	1.82	9.49

See accompanying Statement on Material accounting policies & Notes to Accounts

As per my Report of even date

For J. A. Sheth & Associates,
Chartered Accountants
(Firm Registration No. 119980W)

Jingal A. Sheth
Proprietor
Membership No. 107067

Rajkot, Dated May 30, 2025

For & on behalf of the Board of Directors,

Amit Mehta
Managing Director & CEO
(DIN: 00432898)

Mansi Patel
Company Secretary

Vikram Sanghani
Whole Time Director
(DIN: 00183818)

Jyotin Vasavada
Chief Financial Officer

Rajkot, Dated May 30, 2025

ACE SOFTWARE EXPORTS LIMITED

STANDALONE CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2025

[₹ in Lakhs]

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
A. Cash flow from Operating Activities		
Net profit before tax and extraordinary items	303.25	486.40
Adjustments for :		
Depreciation and amortization expense	28.64	30.85
Remeasurement of Defined benefit Plans	(8.82)	8.15
Dividend Income	(0.08)	(0.03)
Share of Loss/(Profit) from LLP	(90.10)	(9.77)
Loss/(Gain) on sale of Investments/Assets	(9.44)	(525.84)
Interest Income	(4.46)	(26.06)
Finance Cost	13.61	0.52
Operating Profit before working capital changes	232.60	(35.78)
Adjustments for :		
Increase/(decrease) in current & non current liabilities	(104.16)	(10.40)
(Increase)/decrease in current & non current assets	99.30	169.59
Cash generated from Operations	227.74	123.41
Direct taxes paid (net of refunds)	(61.52)	(48.13)
Cash flow before extra-ordinary items	166.22	75.27
Net cash from operating activities	166.22	75.27
B. Cash flow from investing activities		
Purchase/Sale of Fixed Assets (Net)	(2.70)	(12.56)
Sale/Purchase of Investments (Net)	(2,603.84)	(675.31)
Interest Received	4.46	26.06
Dividend Income	0.08	0.03
Net cash generated/used in investing activities	(2,602.01)	(661.79)
C. Cash flow from financing activities		
Equity share Capital issued	629.17	602.00
Share premium received	4,225.87	
Interest paid	(13.61)	(0.52)
Net cash generated/used in financing activities	4,841.43	601.48
Net increase in cash and cash equivalent	2,405.63	14.97
Opening Balance of Cash and cash equivalent	18.10	3.13
Closing Balance of Cash and cash equivalent	2,423.73	18.10

See accompanying Statement on Material accounting policies & Notes to Accounts

As per my Report of even date

For J. A. Sheth & Associates,
Chartered Accountants
(Firm Registration No. 119980W)

Jingal A. Sheth
Proprietor
Membership No. 107067

Rajkot, Dated May 30, 2025

For & on behalf of the Board of Directors,

Amit Mehta
Managing Director & CEO
(DIN: 00432898)

Mansi Patel
Company Secretary

Vikram Sanghani
Whole Time Director
(DIN: 00183818)

Jyotin Vasavada
Chief Financial Officer

Rajkot, Dated May 30, 2025

ACE SOFTWARE EXPORTS LIMITED

STANDALONE STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2023

A Equity Share Capital

[₹ in Lakhs]

Balance as at April 1, 2024	Changes in Equity Share Capital due to prior period errors	Restated Balance as at April 1, 2024	Changes during 2024-25	Balance as at March 31, 2025
640.00	-	640.00	629.17	1,269.17
Balance as at April 1, 2023	Changes in Equity Share Capital due to prior period errors	Restated Balance as at April 1, 2023	Changes during 2023-24	Balance as at March 31, 2024
468.00	-	468.00	172.00	640.00

B Other Equity

[₹ in Lakhs]

Particulars	Reserves and surplus				Other Reserve	Total
	Capital Redemption Reserve	Capital Reserve	General Reserve	Retained Earnings	FVOCI-Equity Instruments	
Balance as at April 1, 2024	102.00	6.75	30.46	1,514.58	12.26	1,666.05
Changes in accounting policy or prior period errors	-	-	-	-	-	-
Restated Balance as at April 1, 2024	102.00	6.75	30.46	1,514.58	12.26	1,666.05
Profit for the year	-	-	-	233.12	-	233.12
Gain/(Loss) on disposal of Financial instruments recalsify to Profit and Loss	-	-	-	-	(8.95)	(8.95)
Other Comprehensive Income for the year, net of Income Tax	-	-	-	(8.82)	0.17	(8.65)
Balance as at March 31, 2025	102.00	6.75	30.46	1,738.89	3.48	1,881.60

[₹ in Lakhs]

Particulars	Reserves and surplus				Other Reserve	Total
	Capital Redemption Reserve	Capital Reserve	General Reserve	Retained Earnings	FVOCI-Equity Instruments	
Balance as at April 1, 2023	102.00	6.75	30.46	1,040.44	126.37	1,306.02
Changes in accounting policy or prior period errors	-	-	-	-	-	-
Restated Balance as at April 1, 2023	102.00	6.75	30.46	1,040.44	126.37	1,306.02
Profit for the year	-	-	-	465.99	-	465.99
Gain/(Loss) on disposal of Financial instruments recalsify to Profit and Loss	-	-	-	-	(125.46)	(125.46)
Other Comprehensive Income for the year, net of Income Tax	-	-	-	8.15	11.35	19.50
Balance as at March 31, 2024	102.00	6.75	30.46	1,514.58	12.26	1,666.05

See accompanying Statement on Material accounting policies & Notes to Accounts

As per my Report of even date

For J. A. Sheth & Associates,
Chartered Accountants
(Firm Registration No. 119980W)

For & on behalf of the Board of Directors,

Jingal A. Sheth
Proprietor
Membership No. 107067

Amit Mehta
Managing Director & CEO
(DIN: 00432898)

Vikram Sanghani
Whole Time Director
(DIN: 00183818)

Mansi Patel
Company Secretary

Jyotin Vasavada
Chief Financial Officer

Rajkot, Dated May 30, 2025

Rajkot, Dated May 30, 2025

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

NOTE 1

1.1 CORPORATE INFORMATION

Ace Software Exports Limited (ASEL or Company) was incorporated on August 17, 1994 under the provision of the Companies Act, 1956. ASEL's shares are listed on Bombay Stock Exchange Ltd., Mumbai. Ace Software Exports Limited is mainly engaged in the business of creation of Database.

Director's Information:

Sr. No.	Name	Director Identification Number (DIN)
1	Vikram Bhupatbhai Sanghani	00183818
2	Sanjay Harilal Dhamsania	00013892
3	Sanjiv Pravinchandra Punjani	00418869
4	Divyeshkumar Babulal Aghera	09308587
5	Dharmesh Chandulal Dadhanania	10720100
6	Malini Mitesh Shah	10721410
7	Rahul Jayantibhai Kalaria	00432774
8	Amit Mansukhlal Mehta	00432898
9	Dharamsibhai Ramjibhai Vadalia*	00015165
10	Vimal Laljibhai Kalaria*	00029395
11	Pratikkumar Chandulal Dadhanania*	02931106
12	Dhara Sureshchandra Shah*	06983857

* Ceased to be independent directors w.e.f 08.08.2024

* Ceased to be independent directors w.e.f 28.09.2024

1.2 BASIS OF PREPARATION

I. Compliance with Ind AS

The financial statements comply in all material aspects with Indian Accounting Standards ("Ind AS") notified under section 133 of the Companies Act, 2013 ("the Act"), Companies (Indian Accounting Standards) Rules, 2015 as amended by Companies (Indian Accounting Standards) (Amendment) Rules, 2016 and guidelines issued by Security Exchange Board of India (SEBI).

II. Historical cost convention

The financial statements have been prepared on a historical cost basis, except following:

- (i) Certain financial assets and liabilities that are measured at fair value;
- (ii) Defined benefit plans - plan assets measured at fair value.

III. Functional and presentation currency

These financial statements are presented in Indian Rupees, which is Company's functional currency, and all values are rounded to the nearest lakhs except otherwise indicated.

1.3 MATERIAL ACCOUNTING POLICIES

A. Property, Plant and Equipment:

I. Recognition and measurement

Freehold land is carried at cost and not depreciated. All other items of property, plant and equipment are measured at cost less accumulated depreciation any accumulated impairment losses. Cost includes expenditure that is directly attributable to the acquisition of the items.

Income and expenses related to the incidental operations, not necessary to the item to the location and condition necessary for it to be capable of operating in the manner intended by management, are recognized in the Statement Profit and Loss.

If material parts of an item of property, plant and equipment have different useful life, then they are accounted and depreciated for as separate items (major components) of property, plant and equipment.

An Item of Property, Plant and Equipment is derecognized upon disposal when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss on disposal of an item of property, plant equipment is recognized in the Statement of Profit and Loss.

II. Subsequent Expenditure

Subsequent expenditure is capitalized only if it is probable that the future economic benefits associated with the expenditure will flow to the Company.

III. Capital Work-in-Progress

Plant and properties in the course of construction for production, supply or administrative purposes are carried at cost, less any recognized impairment loss. Cost includes professional fees and, for qualifying asset, borrowing costs capitalized in accordance with the Company's accounting policies. Such plant and Properties are classified and capitalized to the appropriate categories of Property, Plant and Equipment when completed when ready for intended use. Depreciation of these assets, on the same basis as other property assets, commences when the asset are ready for their intended use.

IV. Depreciation

Depreciation is recognised so as to write off the cost of the assets (other than freehold land and Capital work in progress) less their residual values over their useful lives, using the written down value method as per the useful life prescribed in schedule II to the Companies Act, 2013. The Estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in the estimated accounted for on a prospective basis.

B. Intangible Assets:

I. Recognition and measurement

Intangible Assets are stated at cost of acquisition less accumulated amortization and accumulated impairment, if any. Amortization is done over their estimated useful life on written down value basis from the date that they are available intended use, subjected to impairment test.

II. Amortization

Software, which is not an integral part of the related hardware is classified as an intangible asset and is amortized over the useful life of 10 years.

C. Impairment:

I. Non - financial assets

At each balance sheet date, the Company assesses whether there is indication that any property, plant and equipment and intangible assets finite life may be impaired. If any such impairment exists, the recoverable amount of an asset is estimated to determine the extent of impairment, if any. Where it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

Recoverable amount is the higher of fair value less costs of disposal and value in use. If the recoverable amount of the asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised in statement of Profit and Loss.

D. Inventories:

Inventories are valued only for final products at the rates contained in customer's pro-forma invoice, as the sale is assured under a contract.

E. Investments and Other Financial Assets:

Classification:

Company classifies its financial assets in the following measurement categories

- (i)** Those to be measured subsequently at fair value (either through other comprehensive income, or through Statement of Profit and Loss), and
- (ii)** Those measured at amortized cost.

The classification depends on the Company's business model for managing the financial assets and the contractual terms of the cash flows. For assets measured at fair value, gains and losses will either be recorded in Statement of Profit and loss or other comprehensive income. For investments in debt instruments, this will depend on the business model in which the investment is held. For investments in equity instruments, this will depend on whether the

Company made an irrevocable election at the time of initial recognition to account for equity investment at fair value through other comprehensive income.

The Company reclassifies debt or equity investments when and only when its business model for managing those assets changes.

Measurement

At initial recognition, in case of a financial asset not at fair value through profit and loss, the Company measures a financial asset at its fair value plus, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through Statement of Profit and Loss are expensed in Statement of Profit and Loss.

- a) Amortized cost: Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortized cost.
- b) Fair Value through Other Comprehensive Income (FVOCI): Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets cash flows represent solely payments of principal and interest, are measured at FVOCI. Movements in the carrying amount are taken through Other Comprehensive Income (OCI), except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognized in Statement of Profit and Loss. When the financial asset is derecognized, the cumulative gain or loss previously recognized in OCI is reclassified from equity to profit and loss and recognized in other gains/ losses. Interest income from these financial assets is included in other income using the effective interest rate method.
- c) Fair value through profit and loss: Assets that do not meet the criteria for amortized cost or FVOCI are measured at fair value through Statement of Profit and Loss. Interest income from these financial assets is included in other income.

Equity Instruments

The Company measures all equity investments at fair value. Where the Company's management has elected to present fair value gains and losses on equity investments in OCI, there is no subsequent reclassification of fair value gains and losses to Statement of Profit and Loss. Dividends from such investments are recognized in Statement of Profit and Loss as other income when the Company's right to receive payment is established.

Changes in the fair value of financial assets at fair value through profit and loss are recognized in other gain/losses in the Statement of Profit and Loss. Impairment losses (and reversal of impairment losses) on equity investments measured at FVOCI are not reported separately from other changes in fair value.

Derecognition

A financial asset is derecognized only when

- (i) The Company has transferred the rights to receive cash flows from the financial asset or
- (ii) Retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

F. Cash and Cash Equivalents:

Cash and cash equivalents in the balance sheet comprise cash at banks and on hand and highly liquid investments with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

G. Financial Liabilities:

Measurement

All financial liabilities are recognized initially at fair value and in the case of loans, borrowings and payables recognized net of directly attributable transaction costs.

The Company's financial liabilities include trade and other payables, loans and borrowings.

Derecognition

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. Gains and losses are recognized in Statement of Profit and Loss when the liabilities are derecognized as well as through the Effective Interest rate (EIR) amortization process.

H. Foreign Currency Translation:

Items included in the financial statements of the Company are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The Indian Rupee (INR) is the functional and presentation currency of the Company.

Foreign currency transactions are recorded on initial recognition in the functional currency, using the exchange rate at the date of the transaction. At each balance sheet date, foreign currency monetary items are reported using the closing exchange rate. Exchange differences that arise on settlement of monetary items or on reporting at each balance sheet date of the Company's monetary items at the closing rate are recognized as income and expenses in the Statement of Profit and Loss, in the period in which they arise.

I. Revenue recognition:

Revenue is recognized to the extent that it is possible that the economic benefits will flow to the Company and the revenue can be reliably measured. Revenue is measured at the fair value of the consideration received or receivable, taking into the account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government.

I. Revenue from software services

Revenue from software service is recognized when the rendering of services under a contract is completed.

II. Dividend income

Dividend income from investments is recognized when the Company's right to receive dividend is established provided it is probable that the economic benefits associated with the dividend will flow to the Company as also the amount of dividend income can be reliably measured.

III. Interest income

Interest income from the financial assets is recognized on a time basis, by reference to the principle outstanding using the effective interest method provided it is probable that the economic benefits associated with the interest will flow to the Company and the amount of interest can be measured reliably. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of that financial asset.

IV. Other Income:

(i) Other income is accounted for on accrual basis except where the receipt of income is uncertain in which case it is accounted for on receipt basis.

(ii) Claims/Insurance Claim etc, are accounted for when no significant uncertainties are attached to their eventual receipts.

J. Employee benefits:

Short-term obligations:

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employee's services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

Provident Fund:

Contribution towards provident fund for employees is made to the regulatory authorities, where the Company has no further obligations. Such benefits are classified as Defined Contribution Schemes as the Company does not carry any further obligations, apart from the contributions made on a monthly basis.

Gratuity

Incremental expenditure on gratuity for each year is arrived at as per actuarial valuation and is recognised and charged to the statement of profit and loss in the year in which employee has rendered services.

K. Borrowing costs:

Borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalization. Other borrowing costs are expensed in the period in which they are incurred.

L. Income tax:

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate adjusted by changes in deferred tax assets and liabilities attributable to temporary differences.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period in India. Management periodically evaluates positions taken in tax returns with respect to situations

in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the standalone financial statements. Deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit nor loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred tax assets are recognised for all deductible temporary differences only if it is probable that future taxable amounts will be available to utilise those temporary differences.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously. Current and deferred tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

M. Provisions and Contingencies:

(i) Provisions

Provisions for legal claims and make good obligations are recognised when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognised for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Long-term provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money. Short term provisions are carried at their redemption value and are not offset against receivables from reimbursements.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

(ii) Contingent Liabilities

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made.

N. Earnings per Share:

(i) Basic earnings per share

Basic earnings per share is calculated by dividing:

- the profit attributable to owners of the company, excluding any costs of servicing equity other than ordinary shares.
- by the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year.

(ii) Diluted earnings per share

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

- the after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and
- the weighted average number of additional ordinary shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

O. Exceptional items:

Certain occasions, the size, type or incidence of an item of income or expense, pertaining to the ordinary activities of the Company is such that its disclosure improves the understanding of the performance of the Company, such income or expense is classified as an exceptional item and accordingly, disclosed in the notes accompanying to the financial statements.

P. Share Capital

During the year ended March 31, 2025, the board of Ace Software Exports Limited ('ASEL') had issue 64,00,000 equity shares of face value of Rs. 10 each on right basis ('Right Equity Shares'). In accordance with the terms of issue, Rs. 39 i.e. 50% of the issue price per equity share was received from the allottees on application and shares were allotted. The board had made final call of Rs. 39 per right equity share (Including a premium of Rs. 34 per share) in February, 2025. As on March 31, 2025, 2,16,671 partly paid-up Equity shares are outstanding on which aggregate amount (Including premium) of Rs. 84.50 Lakhs is unpaid.

NOTE: 1.4 USE OF JUDGEMENTS, ESTIMATES AND ASSUMPTIONS

While preparing financial statements in conformity with Ind AS, the management has made certain estimates and assumptions that require subjective and complex judgments. These judgments affect the application of accounting policies and the reported amount of assets, liabilities, income and expenses, disclosure of contingent liabilities at the statement of financial position date and the reported amount of income and expenses for the reporting period. Financial reporting results rely on the management estimate of the effect of certain matters that are inherently uncertain. Future events rarely develop exactly as forecasted and the best estimates require adjustments, as actual results may differ from these estimates under different assumptions or conditions. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized prospectively.

Judgment, estimates and assumptions are required in particular for:

a) Recognition and measurement of defined benefit obligations

The obligation arising from defined benefit plan is determined on the basis of actuarial assumptions. Key actuarial assumptions include discount rate, trends in salary escalation, actuarial rates and life expectancy. The discount rate is determined by reference to market yields at the end of the reporting period on government bonds. The period to maturity of the underlying bonds correspond to the probable maturity of the post-employment benefit obligations. Due to complexities involved in the valuation and its long term nature, defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting period.

b) Recognition of deferred tax liabilities

Deferred tax assets and liabilities are recognized for the future tax consequences of temporary differences between the carrying values of assets and liabilities and their respective tax bases, and unutilized business loss and depreciation carry-forwards and tax credits. Deferred tax assets are recognized to the extent that it is probable that future taxable income will be available against which the deductible temporary differences, unused tax losses, depreciation carry-forwards and unused tax credits could be utilized.

c) Discounting of financial assets / liabilities

All financial assets / liabilities are required to be measured at fair value on initial recognition. In case of financial assets / liabilities which are required to be subsequently measured at amortized cost, interest is accrued using the effective interest method.

d) Provisions

Significant estimates are involved in the determination of provisions. The Company records a provision for onerous sales contracts when current estimates of total contract costs exceed expected contract revenue. The provision for expenses is based on the best estimate required to settle the present obligation at the end of the reporting period.

Legal proceedings often involve complex legal issues and are subject to substantial uncertainties. Accordingly, considerable judgment is part of determining whether it is probable that there is a present obligation as a result of a past event at the end of the reporting period, whether it is probable that such a Legal Proceeding will result in an outflow of resources and whether the amount of the obligation can be reliably estimated. Internal and external counsels are generally part of the determination process.

ACE SOFTWARE EXPORTS LIMITED

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

[₹ in Lakhs]

2a Property, Plant and Equipment

Property, Plant and Equipment		Particulars	Tangible Assets					
			Buildings	Computers	Furniture and Fixtures	Office Equipments	Vehicles	Total
I	Gross carrying amount							
	Balance as at March 31, 2023		311.13	376.68	84.69	91.68	163.81	1,028.00
	Additions		-	1.04	-	1.24	9.94	12.22
	Disposals						-	-
	Balance as at March 31, 2024		311.13	377.72	84.69	92.92	173.75	1,040.22
	Additions		0.04	1.92	-	0.74	-	2.70
	Disposals						-	-
	Balance as at March 31, 2025		311.17	379.64	84.69	93.67	173.75	1,042.92
	II	Accumulated Depreciation						
Balance as at March 31, 2023		71.79	355.99	58.19	63.39	66.75	616.10	
Depreciation for the year		8.31	3.64	-	1.90	15.26	29.11	
Deductions/Adjustments during the year							-	
Balance as at March 31, 2024		80.10	359.62	58.19	65.29	82.01	645.21	
Depreciation for the year		8.29	2.70	-	0.24	16.55	27.78	
Deductions/Adjustments during the year							-	
Balance as at March 31, 2025		88.39	362.32	58.19	65.53	98.56	672.99	
III	Impairment							
	Balance as at March 31, 2025		-	17.00	26.50	27.50	-	71.00
	Balance as at March 31, 2024		-	17.00	26.50	27.50	-	71.00
IV	Net Carrying amount							
	Balance as at March 31, 2025		222.79	0.31	0.01	0.63	75.19	298.93
	Balance as at March 31, 2024		231.03	1.10	0.01	0.13	91.75	324.01

[₹ in Lakhs]

2b Intangible assets

	Particular	Computer Software	Total Intangible Assets
I	Deemed Cost		
	Balance as at March 31, 2023	40.25	40.25
	Additions		
	Disposals		
	Balance as at March 31, 2024	40.25	40.25
	Additions		
	Disposals		
	Balance as at March 31, 2025	40.25	40.25
II	Accumulated Depreciation		
	Balance as at March 31, 2023	37.22	37.22
	Depreciation for the year	1.75	1.75
	Deductions/Adjustments during the year		
	Balance as at March 31, 2024	38.97	38.97
	Depreciation for the year	0.86	0.86
	Deductions/Adjustments during the year		
	Balance as at March 31, 2025	39.82	39.82
III	Net Carrying amount		
	Balance as at March 31, 2025	0.43	0.43
	Balance as at March 31, 2024	1.28	1.28

[₹ in Lakhs]

3 Non-Current Investments

Particulars	As at March 31, 2025		As at March 31, 2024	
	Units (In No.)	Amount	Units (In No.)	Amount
Investments in Equity Instruments				
Unquoted (all fully paid unless otherwise specified)				
(A) At Cost				
(i) In Subsidiary Company				
Equity shares				
Ace Infoworld Private Limited	6,31,525	205.81	6,31,525	205.81
(ii) In wholly owned Subsidiary Company				
Equity shares				
Aqe Techtools Private Limited	4,09,990	401.00	-	-
(iii) In Associate Company				
Ace Infoway Private Limited	80,000	860.00	80,000	860.00
(B) Carried at Fair Value Through Other Comprehensive Income				
(i) In Equity Shares of Other Entity				
Sanjay Oilcake Industries Private Limited	10	0.00	10	0.00
Investments in Limite Liability Partnership firms				
(A) At Cost				
(i) In Wholly owned Subsidiaries LLP				
Qecad Studio LLP	-	570.41	-	200.67
Qenomy Digital LLP	-	2,414.24	-	-
Total [Aggregate Book Value of Investments]		4,451.47		1,266
Aggregate amount of unquoted investments - At cost		4,451.47		1,266.48

5 Investments - Current

Particulars	As at March 31, 2025		As at March 31, 2024	
	Units (In No.)	Amount	Units (In No.)	Amount
Investments in Equity Instruments				
Quoted (all fully paid unless otherwise specified)				
(A) Carried at Fair Value Through Other Comprehensive Income				
Indian Metals & Ferro Alloys Ltd.	200	1.22	200	1.28
B L Kashyap Ltd	5,000	2.57	5,000	3.43
Investment in Mutual Funds (Quoted)				
(A) Carried at Fair Value Through Other Comprehensive Income				
DSP Black Rock Equity Fund - Regular Plan-Growth	6,756.82	6.49	596	0.50
HDFC Flexi Cap Fund - Growth	198.96	3.67	-	-
HDFC Low Duration Fund - Regular Growth	2,86,574.86	162.14	12,92,196	680.40
ABSL Flexi Cap Fund Growth	216.11	3.57	-	-
ABSL PSU Equity Fund Growth Regular Plan	10,883.01	3.37	-	-
ICICI Prudential Bluechip Fund Growth	3,794.87	3.91	316	0.30
Total [Aggregate Book Value of Investments]		186.94		685.92
Aggregate amount of quoted investments - At cost		183.68		673.88
Aggregate amount of quoted investments - At market value		186.94		685.92

[₹ in Lakhs]

4 Other Financial Assets

Particulars	As at MARCH 31, 2025	As at March 31, 2024
(Unsecured, considered good)		
Banks Deposits with more than 12 months maturity	44.46	41.74
Security Deposits	10.67	10.67
Total	55.13	52.42

6 Trade Receivables

Particulars	As at MARCH 31, 2025	As at March 31, 2024
(Unsecured, considered good)		
Unsecured, considered good*	95.66	32.80
Trade Receivables which have significant increase in credit risk	-	-
Trade Receivables - credit impaired	-	-
	95.66	32.80
Trade Receivables which have significant increase in credit risk	-	-
Less: Trade Receivables - credit impaired	-	-
Total	95.66	32.80

(*For related party transaction Refer note no. 26)

7 Cash & Cash balance

Particulars	As at MARCH 31, 2025	As at March 31, 2024
Cash on hand	0.73	0.40
Balances with Banks:		
In Current Accounts	11.45	17.70
In Overdraft Accounts	0.05	-
In Escrow Account	2,411.50	
Total	2,423.73	18.10

Out of total 64,00,000 rights issue shares, proceeds for 61,83,329 shares (comprising of face value of Rs. 5 and premium of Rs. 34 per share) were received in escrow account on 27th February 2025. These funds were subsequently credited to the company's current account on 3rd April, 2025

8 Loans

Particulars	As at MARCH 31, 2025	As at March 31, 2024
[Unsecured, considered good]		
Loans to employees	0.58	1.72
Other Short Term Loans & Advances	45.48	291.00
Total	46.06	292.72

[₹ in Lakhs]

9 Other Current Assets

Particulars	As at MARCH 31, 2025	As at March 31, 2024
[Unsecured, considered Good]		
Balances receivable from government authorities	93.72	71.45
Prepaid Expenses	3.91	2.20
Excess of Fair Value of Plan Asset over Gratuity benefit obligation	-	4.22
Total	97.63	77.87

10 Share Capital
10.1 Details relating to Authorised, Issued, Subscribed & Paid up Share Capital

Particulars	As at MARCH 31, 2025	As at March 31, 2024
Authorised Share Capital: 2,00,00,000 Equity Shares of ₹ 10/- each with voting rights (In P.Y. 1,10,00,000 Equity Shares of ₹ 10/- each with voting rights)	2,000.00	1,100.00
Issued, Subscribed & Paid-up Share Capital: 64,00,000 Equity Shares of ₹ 10/- each with voting rights, fully paid up & 64,00,000 right equity shares of Rs. 10 each with voting rights, out of which 61,83,329 fully paid up & 2,16,671, Rs. 5 paid up (In P.Y. 64,00,000 Equity Shares of ₹ 10/- each with voting rights)	1,269.17	640.00
	1,269.17	640.00

10.2 Reconciliation of the No. of Shares Outstanding as on Balance Sheet Date

Particulars	As at March 31, 2025	
	No. of shares	Amounts
Shares outstanding as at the beginning of the year	64,00,000	640.00
Right Shares issued during the year	64,00,000	629.17
Shares bought-back during the year	-	-
Shares outstanding as at the end of the year	1,28,00,000	1269.17

Particulars	As at March 31, 2024	
	No. of shares	Amounts
Shares outstanding as at the beginning of the year	46,80,000	468.00
Shares issued during the year	17,20,000	172.00
Shares bought-back during the year	-	-
Shares outstanding as at the end of the year	64,00,000	640.00

10.3 Company has only one class of Equity share of face value of ` 10/- each carrying one voting right for each equity share held.

In the event of the Liquidation of the company, the equity shareholders are eligible to receive the remaining assets of the company, after distribution of all preferential amounts. The distribution will be in the proportion to the number of the equity shares held by the shareholders.

10.4 Issue of shares under Right Issue

The Company had Issue 64,00,000 equity shares of face value of Rs. 10 each basis (' Right Equity Shares'). In accordance with terms of issue, Rs.39 i.e. 50% of the issue price per equity share was received from the allottees on application and shares were allotted. The board had made final call of Rs. 39 per right equity share (Including a premium of Rs. 34 per share) in February, 2025. as on March 31,2025 2,16,671 Partly paid-up Equity shares are outstanding on which aggregate amount (Including premium) of Rs. 84.50 Lakhs is unpaid.

10.5 Details of shareholders holding more than 5% equity shares as on Balance Sheet date

Name of the shareholders	As at March 31, 2025	
	No. of shares	% of Shareholding
Vikram Bhupatbhai Sanghani	13,74,200	10.74%
Amit Mansukhlal Mehta	18,28,310	14.28%
Sanjay Harilal Dhamsania(Jointly with Madhavi Sanjay Dhamsania)	10,44,202	8.16%
Rahul Jayantibhai Kalaria	9,59,349	7.49%
Vaishali Amit Mehta	8,62,836	6.74%
Total	60,68,897	47.41%
Total no. of shares of the company	1,28,00,000	100.00%

Name of the shareholders	As at March 31, 2024	
	No. of shares	% of Shareholding
Vikram Bhupatbhai Sanghani	10,49,061	16.39%
Amit Mansukhlal Mehta	8,47,360	13.24%
Sanjay Harilal Dhamsania(Jointly with Madhavi Sanjay Dhamsania)	5,80,978	9.08%
Jhamkunver H Dhamsania	4,05,850	6.34%
Rahul Jayantibhai Kalaria	4,44,742	6.95%
Vaishali Amit Mehta	4,00,000	6.25%
Total	37,27,991	58.25%
Total no. of shares of the company	64,00,000	100.00%

11 Other Equity

Particulars	As at MARCH 31, 2025	As at March 31, 2024
Reserves and surplus		
Capital Redemption Reserve	102.00	102.00
Capital Reserve	6.75	6.75
General Reserve	30.46	30.46
Retained Earnings	1,738.89	1,514.58
Share Premium	4,655.87	430.00
Other Comprehensive Income		
Equity Instrument through Other Comprehensive Income	3.48	12.26
Total	6,537.44	2,096.05

12 Provisions - Non current

Particulars	As at MARCH 31, 2025	As at March 31, 2024
Provision for employee Benefit		
Gratuity*	2.91	-
Total	2.91	-

(* For detailed working refer note no. 25)

13 Trade payables

Particulars	As at MARCH 31, 2025	As at March 31, 2024
Trade payable - Micro and small enterprise*	-	-
Trade payable - Other than Micro and small enterprise	53.63	45.54
Total	53.63	45.54

* The company has requested the suppliers to give information about their status as Micro, Small and Medium Enterprises as defined under the MSMED Act, 2006. In the absence of this information, company is unable to provide the details regarding the over dues to such Enterprises.

14 Other Financial Liabilities

Particulars	As at MARCH 31, 2025	As at March 31, 2024
Payable for Capital Expenditure*	-	123.42
Total	-	123.42

(*For related party transaction Refer note no. 26)

15 Other Current Liabilities

Particulars	As at MARCH 31, 2025	As at March 31, 2024
Expenses Payables	21.73	0.85
Balances payable to Government authorities	10.59	7.65
Liability for Employees	16.79	14.59
Total	49.11	23.10

16 Provisions - Current

Particulars	As at MARCH 31, 2025	As at March 31, 2024
Provision for employee Benefit		
Gratuity*	0.62	-
Provision For Tax [As at 31.03.2023, Net of advance tax ` 40,00,000 and TDS/TCS receivable ` 8,37,590]	-	18.37
Total	0.62	18.37

(* For detailed working refer note no. 25)

[₹ in Lakhs]

17. Revenue from Operations

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Revenue from software services*	1,155.80	820.77
Total	1,155.80	820.77

(*For related party transaction Refer note no. 26)

18. Other Income

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Interest Income		
Interest from Banks on Deposits	3.02	2.88
Interest on Loans and Advances	1.44	23.18
Dividend Income	0.08	0.03
Rental Income*	7.20	7.20
Other Income	-	0.18
Share of Profit from LLP*	172.35	9.77
Profit/(Loss) on Sale of Investment / Asset	9.44	525.84
Foreign exchange gain (Net)	1.64	-
Total	195.17	569.08

(*For related party transaction Refer note no. 26)

19. Changes in inventories of finished goods

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Inventories at the beginning of the year	125.24	112.13
Inventories at the end of the year	(196.79)	(125.24)
	(71.55)	(13.11)

20. Employee benefit expenses

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Salaries*	327.29	269.39
Contribution to provident and other funds	11.18	9.54
Contribution to Gratuity funds^	1.93	2.45
Staff welfare expense	0.67	1.74
Total	341.06	283.12

(*For related party transaction Refer note no. 26)

(^ For detailed working refer note no. 25)

21. Finance Costs

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Interest Expenses on Borrowings		
Borrowings		
Interest paid on Overdraft	9.54	0.08
Interest on Unsecured loan*	1.29	-
Interest on Others	0.01	-
Interest on TDS	0.00	0.05
Other Borrowing Costs		
Bank Charges	2.77	0.39
Total	13.61	0.52

(*For related party transaction Refer note no. 26)

22. Operating & Other Expenses

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Operating Expenses		
Software Sourcing Charges	545.87	506.49
Other Expenses		
Advertisement	5.28	0.49
Power Expense	19.55	20.66
Rent	13.00	13.00
Repairs & Maintenance	6.23	9.22
Insurance	2.15	1.29
Rates & Taxes*	12.92	1.70
Travelling & Conveyance	2.76	3.06
Printing & Stationery	1.82	1.83
Legal & Professional Fees	21.72	11.57
Share of Loss from LLP	82.25	-
Donation	1.50	10.00
Sitting Fees to Directors	1.20	0.60
Office Expenses	3.32	3.29
Internet Charges	3.35	3.31
Listing Fee	3.25	6.25
Miscellaneous Expenses	9.80	9.29
Total	735.96	602.06

(*For related party transaction Refer note no. 26)

23. Earning per Share (EPS)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Basic and Diluted Earning per Share (EPS)		
Profit available for Equity Shareholder	233.13	465.99
Weighted Average Number of Equity Shares outstanding at the end of respective year	74,68,561	49,10,273
Basic Earning per Share (EPS)	3.12	9.49
Diluted Earning per Share (EPS)	1.82	9.49
Face value of Share	10.00	10.00

24. Earnings and Expenditure in Foreign Exchange, CIF Value of Imports

Particulars	For the Year ended on 31.03.2025	For the Year ended on 31.03.2024
Earnings in foreign exchange		
FOB Value of Exports	256.09	285.11
Expenditure in foreign currency		
Expenses	-	-
CIF Value of Imports	-	-

[₹ in Lakhs]

25 Disclosure Pursuant To Ind AS 19 - Employee Benefits**25.1 Defined Contribution Plan**

The company makes contributions towards Provident Fund and Superannuation fund to defined contribution retirement benefit plan for the qualifying employees. The provident fund contributions are made to the Government administered Employees Provident Fund. Both the employees and the company make monthly contributions to the provident fund plan equal to a specified percentage of covered employee's salary. The superannuation fund is administered by the Life Insurance Corporation of India. Under the plan, the company is required to contribute a specified percentage of the covered employee's salary to the retirement benefit plan to fund the benefits.

The Company has recognized Rs. 10.75 Lakhs & Rs. (5.70) Lakhs in the Statement of Profit & Loss for the year ended March 31, 2025 & March 31, 2024 respectively under Defined Contribution Plan.

25.2 Defined Benefit Plan

The Company's plan assets in respect of gratuity are partly funded through the Group Scheme of Life Insurance Corporation of India. The scheme provides for the payment to vested employees as under:

- i) On normal retirement/ early retirement/ withdrawal/ resignation : As per the provisions of Gratuity Act, 1972 with vesting period of 5 years of service.
- ii) On death in service : As per the provisions of Payment of Gratuity Act, 1972 without any vesting period.

The following table sets out the status of Gratuity and the amounts recognised in the company's financial statements as at March 31, 2025 and as at March 31, 2024

Particulars	As at MARCH 31, 2025	As at March 31, 2024
Change in Present Value of Defined Benefit Obligations:		
Present Value of Benefit Obligation at beginning of the period	27.51	37.49
Current Service Cost	1.95	2.01
Interest Cost	1.86	2.66
Benefits Paid	(10.93)	(6.33)
Actuarial (Gains)/Losses arising from change in Financial Assumption.	0.72	0.63
Actuarial (Gains)/Losses arising from experience adjustments	7.70	(8.95)
Present Value of Benefit Obligation at the end of the period	28.82	27.51
Change in Fair Value of Plan Asset:		
Fair Value of plan asset at beginning of the period	31.74	33.01
Expected Return on plan Asset	1.87	2.23
Company Contributions	3.00	3.00
Benefits Paid	(10.93)	(6.33)
Actuarial (Losses) / gains	(0.39)	(0.17)
Closing Fair Value of Plan Assets	25.30	31.74
Amount Recognized in Balance Sheet:		
Present Value of Benefit Obligation at the end of the period	28.82	27.51
Fair Value of Planed Assets at the end of the period	25.30	31.74
Net Liability/(Asset) recognized in Balance Sheet	3.53	(4.22)
Expenses Recognized in Profit and Loss Statement:		
Current Service Cost	1.95	2.01
Net Interest on net Defined Liability/(Asset)	(0.02)	0.44
Expenses recognized in Statement of Profit and Loss	1.93	2.45
Expenses Recognized in Other Comprehensive Income Remeasurements:		
Actuarial (Gains)/Losses on Liability	8.43	(8.32)
Return on plan assets excluding amount included in 'Net interest on net Defined liability / (Asset)'	0.39	0.17
Total	8.82	(8.15)
Assumption used in accounting for Gratuity Plan:		
Discount Rate	6.75%	7.10%
Salary Escalation	7.00%	7.00%
Retirement Age	58 Years	58 Years
Attrition - Withdrawal Rates	5% to 1%	5% to 1%

Note 1 : Discount rate is determined by reference to market yields at the balance sheet date on Government bonds, where the currency and terms of the Government bonds are consistency with the currency and estimated terms for the benefit obligation.

Note 2: The estimate of future salary increases taken into account inflation, seniority, promotion, and other relevant factors such as supply and demand in the employment market.

Sensitivity Analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumption, holding other assumptions constant, would have affected the defined benefit obligation by the amount shown below.

Particulars	As at MARCH 31, 2025	As at March 31, 2024
Discounte Rate - 1% Increase	34.90	34.55
Discounte Rate - 1% Decrease	40.42	40.83
Salary Escalation Rate - 1% Increase	42.05	41.63
Salary Escalation Rate - 1% Decrease	33.49	33.83
Withdrawal Rate - 1% Increase	38.33	37.95
Withdrawal Rate - 1% Decrease	36.65	37.02

Although the analysis does not take account of the full distribution of cash flows expected under the plan, it does provide an approximation of the sensitivity of the assumption shown.

Based on the actuarial valuation obtained in this respect, the following table sets out the status of the gratuity plan and the amounts recognized in the company's financial statement at the balance sheet date:

Particulars	As at MARCH 31, 2025	As at March 31, 2024
Total Employee Benefit Liability		
Current Liability	5.04	4.78
Non - Current Liability	23.78	22.73
Total	28.82	27.51

[₹ in Lakhs]

26. Related Party Disclosures

As per Ind AS - 24, the disclosure of Party List, Relationship, Nature of Transactions, Transaction Amount & Outstanding Balances with Related Parties are given below:

26.1 List of related parties and relationships:

Related Party	Nature of Relationship
Sanjay H. Dhamsania Vikram B. Sanghani Rahul Jayantibhai Kalaria Amit Mansukhlal Mehta	Key Management Personnel
Sohel Vikram Sanghani Amit Mansukhlal Mehta HUF Vaishali Amit Mehta Jaybhai Sanghani Jayantibhai Kalaria HUF Pushpaben Jayantibhai Kalaria Vikram B. Sanghani HUF Rahul Jayantibhai Kalaria HUF Jamkunverben Dhamsania	Relative of Key Management Personnel
Sanjiv P. Punjani Malini M. Shah Dharmesh C. Dadhania Divyesh B. Aghera	Independent Directors
Dharamshibhai Vadalia Dhara Shah Vimal Kalaria Pratik Dadhania	Independent Directors (ceased to be independent directors w.e.f 08.08.2024) Independent Directors (ceased to be independent directors w.e.f 28.09.2024) Independent Directors (ceased to be independent directors w.e.f 08.08.2024) Independent Directors (ceased to be independent directors w.e.f 08.08.2024)
Ace InfoWorld Pvt. Ltd. Ace Infoway Pvt. Ltd.	Subsidiary
Qecad Studio LLP Qenomy digital LLP	Wholly Owned Subsidiary (LLP) (w.e.f 16.01.2025)
Age Techtools Private Limited Qedigital Australis Pty. Ltd.	Wholly Owned Subsidiary (Private Limited) (w.e.f 04.07.2024) Step Down Subsidiary
CameraReadyArt. Inc	Step Down Wholly Owned Subsidiary (w.e.f. 16-01-2025)
Ace Software Exports Ace Riverside Pvt Ltd Cuisinec Nutrition Pvt. Ltd.	Enterprise over which KMP are able to exercise significant influence

26.2 Transactions during the year with related parties and year-end balances

Nature of Transaction		Key Management Personnel	Relative of Key Management Personnel	Independent Directors	Old Independent Directors	Subsidiary	Wholly owned subsidiary (LLP & Private limited)	Step down Subsidiary	Step Down Wholly Owned Subsidiary (w.e.f. 16-01-2025)	Enterprise over which KMP are able to exercise significant influence
A. Transactions with related parties										
Loan and Advance Given	19.86	-	-	-	-	3.19	20.00	-	-	-
Loan Accepted	18.50	-	-	-	-	0.04	-	-	-	-
Loan and Advance received back	-	-	-	-	-	3.15	-	-	-	240.08
Rent Income	-	-	-	-	-	7.20	-	-	-	32.63
Employee Benefit Expenses	124.53	-	-	-	-	7.20	-	-	-	-
Directors' sitting fees	66.00	-	-	0.60	0.60	-	-	-	-	-
Share of Profit/(Loss)	-	-	-	-	-	-	172.35	-	-	-
Revenue from Operation	-	-	-	-	-	-	9.77	88.22	33.41	-
Share Purchased of Ace Infoway	176.03	-	509.28	-	-	-	174.69	-	-	19.70
Paid for Capital Asset	-	-	-	-	-	-	-	-	-	-
Interest Income	-	-	-	-	-	-	-	-	-	13.93
B. Balances outstanding at the end of the year										
Capital Contribution in LLP / Pvt. Ltd.	-	-	-	-	-	-	3,385.65	-	-	-
Loan and Advance given	(1.36)	-	-	-	-	-	200.67	-	-	-
Trade Receivable	-	-	-	-	-	-	20.00	-	-	240.08
Advance Salary	-	-	-	-	-	-	-	29.21	33.41	-
Payable for Capital Asset	1.02	-	-	-	-	-	-	-	-	-
Expenses Payable	-	-	-	-	-	-	-	-	-	19.70
	-	-	-	-	-	-	3.18	-	-	-

* Previous Figures in Italics

27. FAIR VALUE MEASUREMENTS

Financial Instruments by category

[Figures in Lakhs]

Particulars	31.03.2025		31.03.2024	
	FVOCI	Amortized Cost	FVOCI	Amortized Cost
Financial Assets				
Non Current Investments	--	4451.47	--	1,266.48
Security Deposit	--	10.67	--	10.67
Current Investments	186.94	--	685.92	--
Trade receivables	--	95.66	--	32.80
Cash and cash balance	--	56.69	--	59.84
Loans	--	46.06	--	292.72
Financial Liabilities				
Borrowings	--	--	--	--
Trade Payables	--	53.63	--	45.54
Other Financial Liabilities	--	--	--	123.42

Financial instruments by category

(i) Fair value hierarchy

This section explains the judgments and estimates made in determining the fair value of the financial instruments that are (a) recognized and measured at fair value and (b) measured at amortized cost and for which fair values are disclosed in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the Company has classified its financial instruments into the three levels prescribed under the accounting standard. Explanations of level follows are as under.

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments and mutual funds that have quoted price. The fair value of all equity instruments which are traded in the stock exchanges is valued using the closing price as at the reporting period. The equity instruments and mutual funds are valued using the closing NAV.

Level 2: The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximize the use of observable market data and rely as little as possible on entity specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

(ii) Valuation technique used to determine fair value

Specific valuation techniques used to value financial instruments include:

- The use of quoted market prices or quotes for similar instruments

28. FINANCIAL RISK MANAGEMENT

The Company's Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework.

The Company's risk management policies are established to identify and analyze the risks faced by the company, to set appropriate risk limits and controls and to monitor risks.

Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities.

a) Credit risk

Credit risk is the risk of incurring a loss that may arise from a borrower or debtor failing to make required payments. Credit risk arises mainly from outstanding receivables from free market dealers, cash and cash equivalents, employee advances and security deposits. The Company manages and analyses the credit risk for each of its new clients before standard payment and delivery terms and conditions are offered.

(i) Credit risk management

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The demographics of the customer and including the default risk of the industry, also has an influence on credit risk assessment. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which Company grants credit terms in the normal course of business.

The Company considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis through each reporting period. To assess whether there is a significant increase in credit risk the company compares the risk of default occurring on asset as at the reporting date with the risk of default as at the date of initial recognition. It considers reasonable and supportive forwarding-looking information such as

- ▶ Actual or expected significant adverse change in business;
- ▶ Actual or expected significant changes in the operating results of the counterparty;
- ▶ Financial or economic conditions that are expected to cause a significant change to the counterparty's ability to meet its obligation;
- ▶ Significant increase in credit risk on other financial instruments of the same counterparty;
- ▶ Significant changes in the value of the collateral supporting the obligation or in the quality of the third-party guarantees or credit enhancements.

Financial assets are written off when there are no reasonable expectations of recovery, such as a debtor failing to engage in a repayment plan with the Company. Where loans or receivables have been written off, the Company continues to engage in enforcement activity to attempt to recover the receivable due. Where recoveries are made, these are recognized as income in the statement of profit and loss.

For trade receivables, the Company applies the simplified approach permitted by Ins AS-109 Financial Instruments, which requires expected lifetime losses to be recognized from initial recognition of the receivable. When determining whether the credit risk of the financial asset has increased significantly since initial recognition and when estimating expected credit losses, the Company considers reasonable and relevant information that is available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Company's historical experience and informed credit assessment and including forward looking information.

b) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The responsibility for liquidity risk management rests with the board of directors, which has established an appropriate liquidity risk management framework for the management of the company's short-term and long-term funding and liquidity management requirements. The company manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

(i) Maturities of financial liabilities

All Financial liabilities disclosed in balance sheet are contractual undiscounted cash outflow due within 12 months.

c) Market risk

i. Price Risk

The company is mainly exposed to the price risk due to its investments in equity instrument and equity mutual funds. The price risk arises due to uncertainties about the future market values of these investments. The above instruments risks are arise due to uncertainties about the future market values of these investments.

ii. Currency Risk

The company has not significant exposure for export's revenue and import of raw material and property, plant and equipment so the company is not subject to risk that changes in foreign currency value impact.

iii. Foreign Currency Risk

Foreign currency risk is the risk that the fair value of future cash flows of an exposure will fluctuate because of changes in foreign currency rates. Exposures can arise on account of the assets which are denominated in currency other than Indian Rupee. The company has negligible foreign currency exposure in US Dollar.

29. CAPITAL MANAGEMENT

For the purpose of the company's capital management, equity includes equity share capital and all other equity reserves attributable to the equity holders of the company. The company manages its capital to optimize returns to the shareholders and makes adjustments to it in light of changes in economic conditions or it's business requirements. The company's objectives are to safeguard continuity, maintain a strong credit rating and healthy capital ratios in order to support its business and provide adequate return to shareholders through continuing growth and maximize the shareholders value. The company funds its operation through internal accruals. The management and Board of Directors monitor the return on capital as well as the level of dividends to shareholders.

ACE SOFTWARE EXPORTS LIMITED

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

30. OTHER STATUTORY INFORMATION

- (i) Contingent Liabilities not provided for **NIL**
- (ii) Estimated amount of Contract remaining to be executed on Capital Accounts and not provided for, net of advance is - NIL (Previous year - NIL)
- (iii) The Company does not have any Benami property, where any proceeding has been initiated or pending against the Group for holding any Benami property.
- (iv) The Company does not have any transactions with companies struck off.
- (v) The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
- (vi) The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.
- (vii) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- (viii) The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
- (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
 - (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries
- (ix) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Group shall:
- (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
 - (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries
- (x) The Company has not any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961.
- (xi) According to the opinion of the management of the Company the value of realization of Trade & Other Receivables and Loans & Advances given in the ordinary course of business would not be less than the amount at which they are stated in the Balance sheet.
- (xii) The Company's operations fall under single segment namely Computer Software and Services Exports, hence Segment wise information is not furnished.
- (xiii) Previous year's figure have been regrouped/reclassified wherever necessary to confirm with the current year's presentation.

See accompanying Statement on Material accounting policies & Notes to Accounts

As per my Report of even date

For & on behalf of the Board of Directors,

For J. A. Sheth & Associates,
Chartered Accountants
(Firm Registration No. 119980W)

Jingal A. Sheth
Proprietor
Membership No. 107067

Amit Mehta
Managing Director & CEO
(DIN: 00432898)

Vikram Sanghani
Whole Time Director
(DIN: 00183818)

Mansi Patel
Company Secretary

Jyotin Vasavada
Chief Financial Officer

Rajkot, Dated May 30, 2025

Rajkot, Dated May 30, 2025

INDEPENDENT AUDITOR'S REPORT

To
The Members of
ACE SOFTWARE EXPORTS LIMITED

REPORT ON THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

OPINION

I have audited the Consolidated Financial Statements of Ace Software Exports Limited (hereinafter referred to as "the Holding Company"), and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group"), which comprise the Consolidated Balance Sheet as at March 31, 2025, and the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), Consolidated Statement of Cash Flows and Consolidated Statement of Changes in Equity for the year then ended, and notes to the Consolidated Financial Statements, including a summary of material accounting policies and other explanatory information for the year ended on that date (hereinafter referred to as "consolidated financial statements").

In my opinion and to the best of my information and according to the explanations given to me, the aforesaid consolidated 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 Standards prescribed under section 133 of the Act, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Group as at March 31, 2025, its Profit, and total comprehensive Income, changes in equity and its cash flows for the year ended on that date.

BASIS FOR OPINION

I conducted my audit of consolidated financial statement in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. My responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Consolidated Financial Statements' section of my report. I am independent of the Group 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 my audit of the consolidated financial statements under the provisions of the Act and the Rules thereunder, and I have fulfilled my other ethical responsibilities in accordance with these requirements and the Code of Ethics. I believe that the audit evidences I have obtained are sufficient and appropriate to provide a basis for my opinion.

KEY AUDIT MATTERS

Key audit matters are those matters that, in my professional judgment, were of most significance in my audit of the consolidated financial statements of the current period. These matters were addressed in the context of my audit of the consolidated financial statements as a whole, and in forming my opinion thereon, and I do not provide a separate opinion on these matters.

I have determined that there are no key audit matters to communicate in my report.

INFORMATION OTHER THAN THE STANDALONE FINANCIAL STATEMENT AND AUDITOR'S REPORT THEREON

Management is responsible for the other information. The other information comprises the information included in the Annual Report, but does not include the consolidated financial statements and my auditor's report thereon.

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

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

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

MANAGEMENT'S RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The Holding Company's Board of Directors is responsible for the preparation and presentation of these consolidated financial statements in term of the requirements of the Act that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group including in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified under section 133 of the Act. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring 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 misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Management and Board of Directors of the companies included in the Group are responsible for assessing the ability of each Company to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. The respective Board of Directors of the companies included in the group are responsible for overseeing the financial reporting process of the each Company.

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

My objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes my 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 consolidated financial statements.

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

- ▶ Identify and assess the risks of material misstatement of the consolidated 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 my 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 omissions, misrepresentations, or the override of internal control.
- ▶ Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, I am also responsible for expressing my opinion on internal financial controls with reference to the consolidated financial statements and the operating effectiveness of such controls.
- ▶ Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- ▶ Conclude on the appropriateness of management's use of the 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 I conclude that a material uncertainty exists, I am required to draw attention in my auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify my opinion. My conclusions are based on the audit evidence obtained up to the date of my auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- ▶ Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- ▶ Obtain sufficient appropriate audit evidence regarding the financial information of entities within the Group to express an opinion on the consolidated financial statements. I am responsible for the direction, supervision and performance of the audit of financial information of such entities included in the consolidated financial statements. I remain solely responsible for my audit opinion.

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

I also provide those charged with governance with a statement that I 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 my independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, I determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. I describe these matters in my auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, I determine that a matter should not be communicated in my report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

OTHER MATTERS

I did not audit the financial statements of wholly owned subsidiaries, subsidiaries, Step down wholly owned subsidiaries & step-down subsidiaries included in the consolidated financial results, whose financial statements reflect total assets of Rs. 6,561.33 Lakhs as at 31st March, 2025, total revenues of Rs. 2,427.76 Lakhs, total net profit after tax of Rs. 442.81 Lakhs and total comprehensive income/ (loss) of Rs. 31.54 Lakhs for the year ended on that date, as considered in the Statement which have been audited by other auditor whose reports have been furnished to us by the Management and our opinion, on the Statement, insofar as it relates to the amounts and disclosures included in respect of these subsidiaries, wholly owned subsidiaries, Step down subsidiaries & wholly owned step-down subsidiaries is based solely on the reports of the other auditor.

Two of above subsidiaries is located outside India whose financial statements and other financial information have been prepared in accordance with accounting principles generally accepted in its country and which has been audited by other auditor under generally accepted auditing standards applicable in its country. The Holding Company's management has converted the financial information of such subsidiary located outside India from accounting principles generally accepted in its country to accounting principles generally accepted in India. I have audited these conversion adjustments made by the Holding Company's management. My opinion in so far as it relates to the balances and affairs of such subsidiary located outside India is based on the report of other auditor and the conversion adjustments prepared by the management of the Holding Company and audited by me.

My opinion on the consolidated financial statements, and my report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to my reliance on the work done and the reports of the other auditors.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, I 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, I report that:
 - a) I have sought and obtained all the information and explanations which to the best of my knowledge and belief I require necessary for the purposes of my audit.
 - b) In my opinion, proper books of account as required by law relating to preparation of the aforesaid consolidation of the financial statement have been kept so far as it appears from my examination of those books.
 - c) The consolidated Balance Sheet, the consolidated Statement of Profit and Loss (including other Comprehensive Income), the Statement consolidated of Changes in Equity and the consolidated Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d) In my opinion, the aforesaid consolidated financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act.
 - e) On the basis of the written representations received from the directors of the Holding company as on March 31, 2025 taken on record by the Board of Directors of the Holding Company and the and the reports of the statutory auditors of its subsidiary companies, none of the directors of the Group companies is disqualified as on March 31, 2025 from being appointed as a director in terms of Section 164 (2) of the Act.
 - f) With respect to the adequacy of internal financial controls over financial reporting of the Group and the operating effectiveness of such controls, refer to my separate Report in "Annexure B".
 - 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 my opinion and to the best of my information and according to the explanations given to me:
 - i. The Group does not have any pending litigations which would impact its financial position.

- ii. The Group did not have any long-term contracts including derivative 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 during the year ended on March 31, 2025.
 - iv. a) The respective management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person or entity, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other person or entity identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - b) The respective management has represented that, to the best of its knowledge and belief, no funds have been received by the company from any person or entity, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other person or entity identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
 - c) Based on such audit procedures that were considered reasonable and appropriate in the circumstances, nothing has come to my notice that has caused me to believe that the representations under sub-clause (a) and (b) contain any material misstatement.
 - v. The Group does not declare or paid dividend during the year.
 - vi. The Company uses accounting software Tally for maintaining its books of account which has a feature of recording audit trail (edit log) facility and as represented by the management the same has operated throughout the year for all relevant transactions recorded in the accounting software. However, there are some inherent limitations of this accounting software. The audit trail has been preserved by the Parent as per the statutory requirements for record retention.
3. With Respect to the other matters to be included in Auditors' Report in accordance with the requirements of Section 197(16) of the Act, as amended:

In my opinion and according to the information and explanation given to me, the remuneration paid during the current year by the Holding Company and its subsidiaries to its directors is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director by the Holding Company and its subsidiaries is not in excess of the limit laid down under Section 197 of the Act.

For J. A. Sheth & Associates,
Chartered Accountants
(Firm Registration Number - 119980W)

Jingal A. Sheth
Proprietor
(Membership No.107067)
UDIN : 25107067BMLFCI3393

Rajkot, Dated May 30, 2025

"Annexure A" to the Independent Auditors' Report

(Referred to in paragraph 1 under the heading "Report on other Legal and Regulatory Requirements" of my report of even date)

On the basis of the records produced to me for my verification/perusal, such checks as I considered appropriate, and in terms of information and explanations given to me on my enquiries, I state that:

(3)(xxi) There are no qualifications or adverse remarks in the Companies (Auditors Report) Order (CARO) reports of the Company and its subsidiary companies included in the Consolidated Financial Statements.

For J. A. Sheth & Associates,
Chartered Accountants
(Firm Registration Number - 119980W)

Jingal A. Sheth
Proprietor
(Membership No.107067)
UDIN : 25107067BMLFCI3393

Rajkot, Dated May 30, 2025

"Annexure B" to the Independent 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")

I have audited the internal financial controls with reference to Consolidated Financial Statement of the Holding Company and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group"), as of March 31, 2025 in conjunction with my audit of the consolidated financial statements of the Company for the year ended on that date.

MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

The respective management of the companies 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 the Guidance Note on Audit of Internal Financial Control over Financial Reporting issued by the Institute of Chartered Accountants of India. 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 Act.

AUDITORS' RESPONSIBILITY

My responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on my audit. I have conducted my 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 Act, to the extent applicable to an audit of internal financial controls, issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that I 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.

My audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. My 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 risks of material misstatement of the consolidated financial statements, whether due to fraud or error.

I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my 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 consolidated 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) pertain 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 consolidated 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 consolidated financial statements.

INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

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

Other Matters

My aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to financial statements in so far as it relates to 7 subsidiaries, of which 5 companies are incorporated in India and 2 subsidiaries incorporated outside India is based on the corresponding reports of the auditors of such companies incorporated in India and incorporated outside India.

The internal financial controls with reference to financial information in so far as it relates to 7 subsidiaries included in this consolidated financial statements, have not been audited by me. In my opinion and according to the information and explanations given to me by the management, such audited subsidiaries are material to the Group.

My opinion is not modified in respect of above matters.

OPINION

In my opinion and to the best of my information and according to explanations given to me, 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 March 31, 2025, based on internal financial 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 Control over Financial Reporting issued by the Institute of Chartered Accountants of India.

For J. A. Sheth & Associates,
Chartered Accountants
(Firm Registration Number - 119980W)

Rajkot, Dated May 30, 2025

Jingal A. Sheth
Proprietor
(Membership No.107067)
UDIN: 25107067BMLFCI3393

ACE SOFTWARE EXPORTS LIMITED

CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2025

[₹ in Lakhs]

Particulars	Note No.	As at MARCH 31, 2025	As at March 31, 2024
ASSETS			
NON-CURRENT ASSETS			
Property, Plant and Equipment	2a	933.35	404.57
Goodwill	2b	2,489.00	589.43
Other Intangible assets	2b	0.43	1.28
Intangible assets under development	2c	392.39	-
Investment Property	3	87.85	34.89
Financial Assets		-	
Investments	4	149.03	242.59
Loans	5	27.00	-
Other financial assets	6	505.59	52.52
Deferred tax assets		36.14	31.66
Other non-current assets	7	106.94	110.37
Total Non current Assets		4,727.72	1,467.31
CURRENT ASSETS			
Inventories		679.12	125.24
Financial Assets		-	
Investments	8	188.97	1,015.28
Trade receivables	9	333.19	127.71
Cash and cash balance	10	3,024.98	507.21
Bank Balance other than Cash and Cash equivalents	11	802.63	-
Loans	12	360.13	533.90
Current tax asset		51.45	51.19
Other current assets	13	314.56	124.52
Total current assets		5,755.03	2,485.04
Total Assets		10,482.75	3,952.35
EQUITY AND LIABILITIES			
EQUITY			
Equity share capital	14	1,269.17	640.00
Other Equity	15	7,582.88	2,368.36
Non-controlling interests		500.78	435.29
Total Equity		9,352.83	3,443.65
LIABILITIES			
Non - current liabilities			
Financial liabilities			
Borrowings	16	76.46	-
Provisions	17	53.25	32.71
		129.71	32.71
Current liabilities			
Financial liabilities			
Borrowings	18	497.03	190.14
Trade payables	19	-	
Micro & Small Enterprise		0.02	0.19
Other than Micro & Small Enterprise		82.85	62.16
Other current liabilities	20	401.93	75.95
Provisions		18.38	24.13
		1,000.21	475.99
Total Equity and Liabilities		10,482.74	3,952.35

See accompanying Statement on Material accounting policies & Notes to Accounts

As per my Report of even date

For J. A. Sheth & Associates,
Chartered Accountants
(Firm Registration No. 119980W)

Jingal A. Sheth
Proprietor
Membership No. 107067

Rajkot, Dated May 30, 2025

For & on behalf of the Board Of Directors,

Amit Mehta
Managing Director & CEO
(DIN: 00432898)

Mansi Patel
Company Secretary

Vikram Sanghani
Whole Time Director
(DIN: 00183818)

Jyotin Vasavada
Chief Financial Officer

Rajkot, Dated May 30, 2025

ACE SOFTWARE EXPORTS LIMITED

CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2025

[₹ in Lakhs Except EPS]

Particulars	Note No.	For the year ended March 31, 2025	For the year ended March 31, 2024
INCOME			
Revenue from operations	21	3,154.65	2,372.31
Other income	22	188.34	603.82
Total Income		3,342.99	2,976.13
EXPENSE			
Changes in inventories of finished goods		(311.57)	(13.11)
Employee benefits expense	23	1,642.26	1,139.69
Finance costs	24	58.19	12.88
Depreciation and amortization expense	2	117.63	70.38
Other expenses	25	1,188.24	1,188.13
Total Expenses		2,694.75	2,397.97
Profit/(loss) before tax		648.24	578.16
Tax expenses			
Current tax		75.07	92.87
Short / (Excess) Provision for Tax		18.15	-
Deferred tax		(4.48)	(3.26)
MAT Credit		-	(46.09)
Profit/(loss) for the period		559.49	534.65
Other Comprehensive Income			
Items that will not be reclassified to profit or loss			
Changes in fair value of FVOCI equity Instruments, net of tax		0.19	33.48
Remeasurement of Defined benefit Plans, net of tax		22.70	8.15
Total other comprehensive income		22.89	41.63
Total comprehensive income for the period		582.38	576.28
Profit for the year attributable to			
Owners of the Company		508.59	494.73
Non-controlling Interest		50.90	39.92
other Comprehensive income for the year attributable to			
Owners of the Company		8.30	41.20
Non-controlling Interest		14.59	0.43
Total Comprehensive income for the year attributable to			
Owners of the Company		516.89	535.92
Non-controlling Interest		65.49	40.35
Earning per equity share [Face Value Rs. 10 Per Share]			
Basic EPS	26	7.49	8.35
Diluted EPS	26	4.37	8.35

See accompanying Statement on Material accounting policies & Notes to Accounts

As per my Report of even date

For J. A. Sheth & Associates,
Chartered Accountants
(Firm Registration No. 119980W)

Jingal A. Sheth
Proprietor
Membership No. 107067

Rajkot, Dated May 30, 2025

For & on behalf of the Board Of Directors,

Amit Mehta
Managing Director & CEO
(DIN: 00432898)

Mansi Patel
Company Secretary

Vikram Sanghani
Whole Time Director
(DIN: 00183818)

Jyotin Vasavada
Chief Financial Officer

Rajkot, Dated May 30, 2025

ACE SOFTWARE EXPORTS LIMITED

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2025

[₹ in Lakhs]

Particulars		For the year ended March 31, 2025	For the year ended March 31, 2024
A. Cash flow from Operating Activities			
Net profit before tax and extraordinary items		648.24	578.16
Adjustments for :			
Depreciation & other non cash charges		117.63	70.38
Dividend Income		(0.08)	(0.03)
Remeasurement of Defined benefit Plans		22.70	8.15
Share of Profit/(loss) from LLP		(90.10)	(9.77)
Profit on Sale of Asset		(38.02)	(528.47)
Interest Income		(81.42)	(48.36)
Interest Expenses		58.19	12.88
Operating Profit before working capital changes		637.16	82.95
Adjustments for :			
Increase/(decrease) in current & non current liabilities		468.31	(46.93)
(Increase)/decrease in current & non current assets		(2,045.81)	(293.62)
Cash generated from Operations		(940.35)	(257.61)
Direct taxes paid (net of refunds)		(39.09)	(74.59)
Cash flow before extra-ordinary items		(979.44)	(332.20)
Net cash generated/(used) in operating activities		(979.44)	(332.20)
B. Cash flow from investing activities			
Purchase/Sale of Fixed Assets (Net)		(2,375.44)	(47.76)
Sale/Purchase of Investments (Net)		775.92	(459.78)
Interest Received		81.42	48.36
Dividend Income		0.08	0.03
Net cash generated/used in investing activities		(1,518.02)	(459.17)
C. Cash flow from financing activities			
Change in Composition of Non Controlling Interest		65.49	488.37
Equity Share issued		629.17	602.00
Long term Borrowings		76.46	-
Security premium received		4,225.87	-
Short term Borrowings		76.46	190.14
Interest paid		(58.19)	(12.88)
Net cash generated/used in financing activities		5,015.25	1,267.63
Net increase in cash and cash equivalent		2,517.77	476.26
Opening Balance of Cash and cash equivalent		507.21	30.95
Closing Balance of Cash and cash equivalent		3,024.98	507.21

See accompanying Statement on Material accounting policies & Notes to Accounts

As per my Report of even date

For J. A. Sheth & Associates,
Chartered Accountants
(Firm Registration No. 119980W)

Jingal A. Sheth
Proprietor
Membership No. 107067

Rajkot, Dated May 30, 2025

For & on behalf of the Board Of Directors,

Amit Mehta
Managing Director & CEO
(DIN: 00432898)

Mansi Patel
Company Secretary

Vikram Sanghani
Whole Time Director
(DIN: 00183818)

Jyotin Vasavada
Chief Financial Officer

Rajkot, Dated May 30, 2025

ACE SOFTWARE EXPORTS LIMITED

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2025

[₹ in Lakhs]

A EQUITY SHARE CAPITAL

As at 1 st April, 2023	Movement during the year	As at 31 st March, 2024	Movement during the year	As at 31 st March, 2025
468.00	172.00	640.00	629.17	1,269.17

B OTHER EQUITY

Particulars	Reserves and surplus						Other Reserve	Total Equity
	Capital Reserve	Capital Redemption Reserve	General Reserve	Share Premium	Capital Reserve on Consolidation	Retained Earnings	FVOCI-Equity Instruments	
Balances as at 31st March, 2023	6.75	102.00	31.81	-	209.72	1,037.40	140.21	1,527.89
Profit for the year	-	-	-	-	-	494.73	-	494.73
Addition during the year	-	-	-	430.00	-	-	-	430.00
Gain/(Loss) on disposal of Financial instruments recalsify to Profit and Loss	-	-	-	-	-	-	(125.46)	(125.46)
Other Comprehensive Income for the year, net of Income Tax	-	-	-	-	-	8.15	33.05	41.20
Balances as at 31st March, 2024	6.75	102.00	31.81	430.00	209.72	1,540.27	47.80	2,368.36
Profit for the year	-	-	-	4,225.87	72.14	508.59	-	508.59
Addition during the year	-	-	-	-	-	408.58	-	4,706.58
Gain/(Loss) on disposal of Financial instruments recalsify to Profit and Loss	-	-	-	-	-	-	(8.95)	(8.95)
Other Comprehensive Income for the year, net of Income Tax	-	-	-	-	-	22.70	(14.41)	8.30
Balances as at 31st March, 2025	6.75	102.00	31.81	4,655.87	281.85	2,480.15	24.44	7,582.88

See accompanying Statement on Material accounting policies & Notes to Accounts

As per my Report of even date

For J. A. Sheth & Associates,
Chartered Accountants
(Firm Registration No. 119980W)

For & on behalf of the Board Of Directors,

Jingal A. Sheth
Proprietor
Membership No. 107067

Amit Mehta
Managing Director & CEO
(DIN: 00432898)

Vikram Sanghani
Whole Time Director
(DIN: 00183818)

Mansi Patel
Company Secretary

Jyotin Vasavada
Chief Financial Officer

Rajkot, Dated May 30, 2025

Rajkot, Dated May 30, 2025

NOTE: 1**1.1 GROUP INFORMATION:**

Ace Software Exports Limited (ASEL or Company) was incorporated on August 17, 1994 under the provision of the Companies Act, 1956. ASEL's shares are listed on Bombay Stock Exchange Ltd., Mumbai. Ace Software Exports Limited is mainly engaged in the business of creation of Database.

1.2 THE COMPANY, ITS SUBSIDIARIES, CONTROLLED ENTITIES AND ITS ASSOCIATE (JOINTLY REFERRED TO AS THE 'GROUP' HEREIN UNDER) CONSIDERED IN THESE CONSOLIDATED FINANCIAL STATEMENTS ARE:

a) Subsidiary

The subsidiaries considered in these consolidated financial statements are as under:

Name of Subsidiary	Country of Incorporation	Relation	Percentage of Ownership Interest	
			As at 31.03.25	As at 31.03.24
Ace Infoway Pvt. Ltd.	India	Subsidiary	40.00%	40.00%
Ace Infoworld Pvt. Ltd.	India	Subsidiary	98.62%	98.62%
Qecad Studio LLP	India	Wholly Owned Subsidiary	100%	40.00%
Qenomy Digital LLP	India	Wholly Owned Subsidiary	100%	--
Aqetechtool Pvt. Ltd.	India	Wholly Owned Subsidiary	100%	--
Qedigital australia Pty Ltd	Australia	Step Down Subsidiary	65.00%	65.00%
CameraReadyArt. Inc.	USA	Step Down Wholly Owned Subsidiary	100%	--

The financial statements of the Holding Company and its subsidiaries are combined on a line by line basis by adding together like items of assets, liabilities, equity, incomes, expenses and cash flow, after fully eliminating intra-group balances and intra-group transaction.

Profits or losses resulting from intra-group transactions that are recognized in assets, such as inventory and property, plant and equipment, are eliminated in full.

The consolidated financial statements have been prepared using uniform accounting policies for like transactions and other events in similar circumstances.

The carrying amount of the parent's investment in each subsidiary is offset (eliminated) against the parent's portion of equity in each subsidiary.

The difference between the proceeds from disposal of investment in subsidiaries and the carrying amount of its assets less liabilities as on the date of disposal is recognized in the Consolidated Statement of Profit and Loss being the profit or loss on disposal of investment in subsidiary.

Non-Controlling Interest's share of profit/loss of consolidated subsidiaries for the year is identified and adjusted against the income of the Group in order to arrive at the net income attributable to shareholders of the company.

Non-Controlling Interest's share of net assets of consolidated subsidiaries is identified and presented in the consolidated Balance Sheet.

b) Disclosures mandated by Schedule III of Companies Act 2013, by way of additional information

Particulars	Net Assets i.e. total Assets minus total liabilities		Share in profit/(loss)	
	As a % of consolidated net assets	Amount	As a % of consolidated net Profit	Amount
Parent				
Ace Software Export Limited	83.47%	7806.62	38.54%	224.48
Subsidiary				
Ace Infoway Pvt. Ltd.	8.93%	835.54	21.29%	123.98
Ace Infoworld Pvt. Ltd.	5.19%	485.16	8.69%	50.63
Qecad Studio LLP	6.03%	568.81	23.71%	138.07
Qenomy Digital LLP	25.89%	2420.98	-3.78%	-22.04
Aqetech Tool Pvt. Ltd.	4.24%	396.71	-0.74%	-4.29
Qedigital Pty Ltd	-0.19%	-17.41	-2.23%	-12.98
CameraReadyArt. Inc.	3.95%	369.40	34.51%	200.98
Subtotal	137.56%	12865.81	120.00%	698.83
Intercompany Elimination	-37.56%	-3527.37	-20.00%	-116.45
Grand Total	100.00%	9352.83	100.00%	582.38
Non Controlling Interest in Subsidiary		500.78		65.49

1.3 BASIS OF PREPARATION

I. Compliance with Ind AS

The financial statements comply in all material aspects with Indian Accounting Standards ("Ind AS") notified under section 133 of the Companies Act, 2013 ("the Act"), Companies (Indian Accounting Standards) Rules, 2015 as amended by Companies (Indian Accounting Standards) (Amendment) Rules, 2016 and guidelines issued by Security Exchange Board of India (SEBI).

II. Historical cost convention

The financial statements have been prepared on a historical cost basis, except following:

- (i) Certain financial assets and liabilities that are measured at fair value;
- (ii) Defined benefit plans - plan assets measured at fair value.

III. Functional and presentation currency

These financial statements are presented in Indian Rupees, which is Company's functional currency, and all values are rounded to the nearest lakhs except otherwise indicated.

1.4 MATERIAL ACCOUNTING POLICIES

A. Property, Plant and Equipment:

I. Recognition and measurement

Freehold land is carried at cost and not depreciated. All other items of property, plant and equipment are measured at cost less accumulated depreciation any accumulated impairment losses. Cost includes expenditure that is directly attributable to the acquisition of the items.

Income and expenses related to the incidental operations, not necessary to the item to the location and condition necessary for it to be capable of operating in the manner intended by management, are recognized in the Statement Profit and Loss.

If significant parts of an item of property, plant and equipment have different useful life, then they are accounted and depreciated for as separate items (major components) of property, plant and equipment.

An Item of Property, Plant and Equipment is derecognized upon disposal when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss on disposal of an item of property, plant equipment is recognized in the Statement of Profit and Loss.

II. Subsequent Expenditure

Subsequent expenditure is capitalized only if it is probable that the future economic benefits associated with the expenditure will flow to the Company.

III. Capital Work-in-Progress

Plant and properties in the course of construction for production, supply or administrative purposes are carried at cost, less any recognized impairment loss. Cost includes professional fees and, for qualifying asset, borrowing costs capitalized in accordance with the Company's accounting policies. Such plant and Properties are classified and capitalized to the appropriate categories of Property, Plant and Equipment when completed when ready for intended use. Depreciation of these assets, on the same basis as other property assets, commences when the asset are ready for their intended use.

IV. Depreciation

Depreciation is recognised so as to write off the cost of the assets (other than freehold land and Capital work in progress) less their residual values over their useful lives, using the written down value method as per the useful life prescribed in schedule II to the Companies Act, 2013. The Estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in the estimated accounted for on a prospective basis.

B. Intangible Assets:

I. Recognition and measurement

Intangible Assets are stated at cost of acquisition less accumulated amortization and accumulated impairment, if any. Amortization is done over their estimated useful life on written down value basis from the date that they are available intended use, subjected to impairment test. Goodwill represents the cost of acquired businesses in excess of the fair value of net identifiable assets acquired.

II. Amortization

Software, which is not an integral part of the related hardware is classified as an intangible asset and is amortized over the useful life of 3 years.

C. Impairment:

I. Non - financial assets

At each balance sheet date, the Company assesses whether there is indication that any property, plant and equipment and intangible assets finite life may be impaired. If any such impairment exists, the recoverable amount of an asset is estimated to determine the extent of impairment, if any. Where it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

Recoverable amount is the higher of fair value less costs of disposal and value in use. If the recoverable amount of the asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised in statement of Profit and Loss.

II. Goodwill

Goodwill represents the cost of acquired businesses in excess of the fair value of net identifiable assets acquired. Goodwill is not amortized but is tested for impairment annually or immediately when events or changes in circumstances indicate that an impairment loss would have occurred. For the purpose of impairment testing, goodwill acquired in a business combination is allocated to the Company's cash generating units (CGU) or group of CGU's expected to benefit from the synergies arising from the business combination. A CGU is the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or group of assets. The carrying amount of the cash generating unit, including goodwill, is compared with its fair value. When the carrying amount of the cash generating unit exceeds its fair value, a goodwill impairment loss is recognized. Total impairment loss of a CGU is allocated first to reduce the carrying amount of goodwill allocated to the CGU and then to the other assets of the CGU pro rata on the basis of the carrying amount of each asset in the CGU. Goodwill impairment losses are not reversed. As on 31.03.2025 company has not made any impairment regarding Goodwill.

III. Impairment of investments in subsidiaries

The Company assesses investments in subsidiaries for impairment whenever events or changes in circumstances indicate that the carrying amount of the investment may not be recoverable. If any such indication exists, the Company estimates the recoverable amount of the investment in subsidiary. The recoverable amount of such investment is the higher of its fair value less cost of disposal and its value-in-use (VIU). The VIU of the investment is calculated using projected future cash flows. If the recoverable amount of the investment is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognized in the statement of profit and loss.

D. Inventories:

Inventories are valued only for final products at the rates contained in customer's pro-forma invoice, as the sale is assured under a contract

E. Investments and Other Financial Assets:

Classification:

Company classifies its financial assets in the following measurement categories

- (i) Those to be measured subsequently at fair value (either through other comprehensive income, or through Statement of Profit and Loss), and
- (ii) Those measured at amortized cost.

The classification depends on the Company's business model for managing the financial assets and the contractual terms of the cash flows. For assets measured at fair value, gains and losses will either be recorded in Statement of Profit and loss or other comprehensive income. For investments in debt instruments, this will depend on the business model in which the investment is held. For investments in equity instruments, this will depend on whether the

Company made an irrevocable election at the time of initial recognition to account for equity investment at fair value through other comprehensive income.

The Company reclassifies debt or equity investments when and only when its business model for managing those assets changes.

Measurement

At initial recognition, in case of a financial asset not at fair value through profit and loss, the Company measures a financial asset at its fair value plus, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through Statement of Profit and Loss are expensed in Statement of Profit and Loss.

- a) Amortized cost: Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortized cost.
- b) Fair Value through Other Comprehensive Income (FVOCI): Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets cash flows represent solely payments of principal and interest, are measured at FVOCI. Movements in the carrying amount are taken through Other Comprehensive Income (OCI), except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognized in Statement of Profit and Loss. When the financial asset is derecognized, the cumulative gain or loss previously recognized in OCI is reclassified from equity to profit and loss and recognized in other gains/ losses. Interest income from these financial assets is included in other income using the effective interest rate method.
- c) Fair value through profit and loss: Assets that do not meet the criteria for amortized cost or FVOCI are measured at fair value through Statement of Profit and Loss. Interest income from these financial assets is included in other income.

Equity Instruments

The Company measures all equity investments at fair value. Where the Company's management has elected to present fair value gains and losses on equity investments in OCI, there is no subsequent reclassification of fair value gains and losses to Statement of Profit and Loss. Dividends from such investments are recognized in Statement of Profit and Loss as other income when the Company's right to receive payment is established.

Changes in the fair value of financial assets at fair value through profit and loss are recognized in other gain/losses in the Statement of Profit and Loss. Impairment losses (and reversal of impairment losses) on equity investments measured at FVOCI are not reported separately from other changes in fair value.

Derecognition

A financial asset is derecognized only when

- (i) The Company has transferred the rights to receive cash flows from the financial asset or
- (ii) Retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

F. Cash and Cash Equivalents:

Cash and cash equivalents in the balance sheet comprise cash at banks and on hand and highly liquid investments with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

G. Financial Liabilities:

Measurement

All financial liabilities are recognized initially at fair value and in the case of loans, borrowings and payables recognized net of directly attributable transaction costs.

The Company's financial liabilities include trade and other payables, loans and borrowings.

Derecognition

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. Gains and losses are recognized in Statement of Profit and Loss when the liabilities are derecognized as well as through the Effective Interest rate (EIR) amortization process.

H. Foreign Currency Translation:

Items included in the financial statements of the Company are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The Indian Rupee (INR) is the functional and presentation currency of the Company.

Foreign currency transactions are recorded on initial recognition in the functional currency, using the exchange rate at the date of the transaction. At each balance sheet date, foreign currency monetary items are reported using the closing exchange rate. Exchange differences that arise on settlement of monetary items or on reporting at each balance sheet date of the Company's monetary items at the closing rate are recognized as income and expenses in the Statement of Profit and Loss, in the period in which they arise.

I. Revenue recognition:

Revenue is recognized to the extent that it is possible that the economic benefits will flow to the Company and the revenue can be reliably measured. Revenue is measured at the fair value of the consideration received or receivable, taking into the account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government.

I. Revenue from software services

Revenue from software service is recognized when the rendering of services under a contract is completed.

II. Dividend income

Dividend income from investments is recognized when the Company's right to receive dividend is established provided it is probable that the economic benefits associated with the dividend will flow to the Company as also the amount of dividend income can be reliably measured.

III. Interest income

Interest income from the financial assets is recognized on a time basis, by reference to the principle outstanding using the effective interest method provided it is probable that the economic benefits associated with the interest will flow to the Company and the amount of interest can be measured reliably. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of that financial asset.

IV. Other Income:

(iii) Other income is accounted for on accrual basis except where the receipt of income is uncertain in which case it is accounted for on receipt basis.

(iv) Claims/Insurance Claim etc, are accounted for when no significant uncertainties are attached to their eventual receipts.

J. Employee benefits:

Short-term obligations:

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employee's services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

Provident Fund:

Contribution towards provident fund for employees is made to the regulatory authorities, where the Company has no further obligations. Such benefits are classified as Defined Contribution Schemes as the Company does not carry any further obligations, apart from the contributions made on a monthly basis.

Gratuity

Incremental expenditure on gratuity for each year is arrived at as per actuarial valuation and is recognised and charged to the statement of profit and loss in the year in which employee has rendered services.

K. Borrowing costs:

Borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalization.

Other borrowing costs are expensed in the period in which they are incurred.

L. Income tax:

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate adjusted by changes in deferred tax assets and liabilities attributable to temporary differences.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period in India. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the standalone financial statements. Deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit nor loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred tax assets are recognised for all deductible temporary differences only if it is probable that future taxable amounts will be available to utilise those temporary differences.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously. Current and deferred tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

M. Provisions and Contingencies:

(i) Provisions

Provisions for legal claims and make good obligations are recognised when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognised for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Long-term provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money. Short term provisions are carried at their redemption value and are not offset against receivables from reimbursements.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

(ii) Contingent Liabilities

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made.

N. Earnings per Share:

(i) Basic earnings per share

Basic earnings per share is calculated by dividing:

- the profit attributable to owners of the company, excluding any costs of servicing equity other than ordinary shares.
- by the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year.

(ii) Diluted earnings per share

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

- the after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and
- the weighted average number of additional ordinary shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

O. Exceptional items:

Certain occasions, the size, type or incidence of an item of income or expense, pertaining to the ordinary activities of the Company is such that its disclosure improves the understanding of the performance of the Company, such income or expense is classified as an exceptional item and accordingly, disclosed in the notes accompanying to the financial statements.

P. Share Capital

During the year ended March 31, 2025, the board of Ace Software Exports Limited ('ASEL') had issue 64,00,000 equity shares of face value of Rs. 10 each on right basis ('Right Equity Shares'). In accordance with the terms of issue, Rs. 39 i.e. 50% of the issue price per equity share was received from the allottees on application and shares were allotted. The board had made final call of Rs. 39 per right equity share (Including a premium of Rs. 34 per share) in February, 2025. As on March 31, 2025, 2,16,671 partly paid-up Equity shares are outstanding on which aggregate amount (Including premium) of Rs. 84.50 Lakhs is unpaid.

NOTE: 1.5 USE OF JUDGEMENTS, ESTIMATES AND ASSUMPTIONS

While preparing financial statements in conformity with Ind AS, the management has made certain estimates and assumptions that require subjective and complex judgments. These judgments affect the application of accounting policies and the reported amount of assets, liabilities, income and expenses, disclosure of contingent liabilities at the statement of financial position date and the reported amount of income and expenses for the reporting period. Financial reporting results rely on the management estimate of the effect of certain matters that are inherently uncertain. Future events rarely develop exactly as forecasted and the best estimates require adjustments, as actual results may differ from these estimates under different assumptions or conditions. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized prospectively.

Judgment, estimates and assumptions are required in particular for:

a) Recognition and measurement of defined benefit obligations

The obligation arising from defined benefit plan is determined on the basis of actuarial assumptions. Key actuarial assumptions include discount rate, trends in salary escalation, actuarial rates and life expectancy. The discount rate is determined by reference to market yields at the end of the reporting period on government bonds. The period to maturity of the underlying bonds correspond to the probable maturity of the post-employment benefit obligations. Due to complexities involved in the valuation and its long term nature, defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting period.

b) Recognition of deferred tax liabilities

Deferred tax assets and liabilities are recognized for the future tax consequences of temporary differences between the carrying values of assets and liabilities and their respective tax bases, and unutilized business loss and depreciation carry-forwards and tax credits. Deferred tax assets are recognized to the extent that it is probable that future taxable income will be available against which the deductible temporary differences, unused tax losses, depreciation carry-forwards and unused tax credits could be utilized.

c) Discounting of financial assets / liabilities

All financial assets / liabilities are required to be measured at fair value on initial recognition. In case of financial assets / liabilities which are required to be subsequently measured at amortized cost, interest is accrued using the effective interest method.

d) Provisions

Significant estimates are involved in the determination of provisions. The Company records a provision for onerous sales contracts when current estimates of total contract costs exceed expected contract revenue. The provision for expenses is based on the best estimate required to settle the present obligation at the end of the reporting period.

Legal proceedings often involve complex legal issues and are subject to substantial uncertainties. Accordingly, considerable judgment is part of determining whether it is probable that there is a present obligation as a result of a past event at the end of the reporting period, whether it is probable that such a Legal Proceeding will result in an outflow of resources and whether the amount of the obligation can be reliably estimated. Internal and external counsels are generally part of the determination process.

ACE SOFTWARE EXPORTS LIMITED

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

[₹ in Lakhs]

2a Property, Plant and Equipment

Particulars		Tangible Assets					
		Buildings	Computers	Furniture and Fixtures	Office Equipments	Vehicles	Total
I	Gross carrying amount						
	Balance as at March 31, 2024	311.13	414.47	115.36	103.19	240.31	1,184.46
	Acquired through business combination*	-	108.90	131.83	300.27	20.17	561.17
	Additions	0.04	2.84	47.96	11.99	113.29	176.12
	Disposals					44.99	44.99
	Balance as at March 31, 2025	311.17	526.22	295.15	415.44	328.77	1,876.75
II	Accumulated Depreciation						
	Balance as at March 31, 2024	80.10	388.27	72.78	69.79	97.96	708.90
	Acquired through business combination*		34.96	9.02	14.97	4.31	63.25
	Depreciation for the year	8.29	29.18	12.20	14.71	52.39	116.77
	Deductions/Adjustments during the year					16.52	16.52
	Balance as at March 31, 2025	88.39	452.42	93.99	99.47	138.14	872.40
III	Impairment						
	Balance as at March 31, 2025	-	17.00	26.50	27.50	-	71.00
	Balance as at March 31, 2024	-	17.00	26.50	27.50	-	71.00
IV	Net Carrying amount						
	Balance as at March 31, 2025	222.79	56.80	174.66	288.47	190.64	933.35
	Balance as at March 31, 2024	231.03	9.20	16.09	5.90	142.36	404.56

* As the Consolidation is done during the year with subsidiary

[₹ in Lakhs]

2a Property, Plant and Equipment

Particulars		Tangible Assets					
		Buildings	Computers	Furniture and Fixtures	Office Equipments	Vehicles	Total
I	Gross carrying amount						
	Balance as at March 31, 2023	311.13	376.68	84.69	91.68	163.81	1,028.00
	Acquired through business combination*	-	34.18	25.17	5.49	44.22	109.06
	Additions	-	3.61	5.50	6.02	32.28	47.41
	Disposals					-	-
	Balance as at March 31, 2024	311.13	414.47	115.36	103.19	240.31	1,184.47
II	Accumulated Depreciation						
	Balance as at March 31, 2023	71.79	355.99	58.19	63.39	66.75	616.10
	Depreciation for the year	8.31	32.29	14.59	6.40	31.21	92.80
	Deductions/Adjustments during the year					-	-
	Balance as at March 31, 2024	80.10	388.27	72.78	69.79	97.96	708.90
III	Impairment						
	Balance as at March 31, 2024	-	17.00	26.50	27.50	-	71.00
IV	Net Carrying amount						
	Balance as at March 31, 2024	231.03	9.20	16.09	5.90	142.36	404.57

* As the Consolidation is done during the year with subsidiary

[₹ in Lakhs]

2b Intangible Asset

Particular		Goodwill	Computer Software	Total Intangible Assets
I	Deemed Cost			
	Balance as at March 31, 2023	-	56.22	56.22
	Acquired through business combination*	589.43	-	589.43
	Additions during the year	-	-	-
	Deductions/Adjustments during the year	-	-	-
	Balance as at March 31, 2024	589.43	56.22	645.65
	Acquired through business combination^	414.57	-	414.57
	Additions during the year	1,485.00	-	1,485.00
	Deductions/Adjustments during the year	-	-	-
	Balance as at March 31, 2025	2,489.00	56.22	2,545.22
II	Accumulated Depreciation			
	Balance as at March 31, 2023	-	53.19	53.19
	Depreciation expenses for the year	-	1.75	1.75
	Deductions/Adjustments during the year	-	-	-
	Balance as at March 31, 2024	-	54.94	54.94
	Depreciation expenses for the year	-	0.86	0.86
	Deductions/Adjustments during the year	-	-	-
	Balance as at March 31, 2025	-	55.79	55.79
III	Impairment			
	Balance as at March 31, 2025	-	-	-
	Balance as at March 31, 2024	-	-	-
IV	Net Carrying amount			
	Balance as at March 31, 2025	2,489.00	0.43	2,489.43
	Balance as at March 31, 2024	589.43	1.28	590.71

* Goodwill is created on Consolidation of Ace infoway Private limited

^ Goodwill is created on Consolidation of QeNomy Digital LLP and QeCAD Studio LLP

[₹ in Lakhs]

2c Intangible assets under development

Particulars	As at March 31, 2025	As at March 31, 2024
Work in Progress - Intangible Asset:		
Balance as at beginning of the year	-	-
Add: Net expenditure during the year*	392.39	-
Less: Transfer to Intangible Assets	-	-
Less: Transfer to Statement of P & L	-	-
Balance as at ending of the year	392.39	-

[₹ in Lakhs]

3 Investment Properties

	Particular	Flat No. A-202	Landmark Flat No 1002	Landmark Flat No 1001	Total
I	Deemed Cost				
	Balance as at March 31, 2023	34.89	-	-	108.38
	Additions during the year	-	-	-	104.37
	Deductions/Adjustments during the year	-	-	-	-
	Balance as at March 31, 2024	34.89	-	-	34.89
	Additions during the year*	-	21.19	31.78	52.96
	Deductions/Adjustments during the year	-	-	-	-
	Other Adjustments during the year	-	-	-	-
	Balance as at March 31, 2025	34.89	21.19	31.78	87.85
II	Accumulated Depreciation				
	Balance as at March 31, 2023	-	-	-	-
	Depreciation expenses for the year	-	-	-	-
	Deductions/Adjustments during the year	-	-	-	-
	Balance as at March 31, 2024	-	-	-	-
	Depreciation expenses for the year	-	-	-	-
	Deductions/Adjustments during the year	-	-	-	-
	Balance as at March 31, 2025	-	-	-	-
III	Net Carrying amount				
	Balance as at March 31, 2025	34.89	21.19	31.78	87.85
	Balance as at March 31, 2024	34.89	-	-	34.89
IV	Other Information				
	Useful Life of the Asset	30 years	30 years	30 years	
	Method of Depreciation	Not provided	Not provided	Not provided	
	Rental Income from Investment Property	-	-	-	-
	Direct Operating Expenses	-	-	-	-
	Profit from Investment Properties before Depreciation	-	-	-	-
	Depreciation	-	-	-	-
	Profit from Investment Properties	-	-	-	-
	Fair Value of Properties	34.89	21.19	31.78	87.85

* For Related Party Transaction refer Note No. 27

[₹ in Lakhs]

4 Non-Current Investments

Particulars	As at March 31, 2025		As at March 31, 2024	
	Units	Amount	Units	Amount
Investments in Equity Instruments Unquoted (all fully paid unless otherwise specified)				
(A) Carried at Fair Value Through Other Comprehensive Income				
(i) In Equity Shares of Other Entity				
Sanjay Oilcake Industries Private Limited	10	0.00	10	0.00
Qeradol Inc*	2,500	41.24	2,500	41.57
QeDigital Australia Pty Ltd*			650	0.35
Investments in Limited Liability Partnership firms				
(A) At Cost				
(i) In Wholly owned Subsidiaries LLP				
Qecad Studio LLP^		94.16	-	200.67
Qenomy Digital LLP^	-	13.63	-	-
Total [Aggregate Book Value of Investments]		149.03		242.59
Aggregate amount of unquoted investments - At cost		149.03		242.59

* QeRadol INC is a Joint Venture of Ace Infoway and QeDigital Australia Pty Ltd is a Subsidiary of Ace Infoway

^ The share of profit or loss is presented as it pertains to an associate entity till 15-01-2025

Category-Wise Investment Non-Current	As at March 31, 2025	As at March 31, 2024
Financial Assets measured at Cost		-
Financial Assets measured at FVOCI	149.03	242.59
Total Investment Non-Current	149.03	242.59

5 Loans

Particulars	As at March 31, 2025	As at March 31, 2024
(Unsecured, considered good)		
Loan to Others	27.00	-
Total	27.00	-

6 Other Financial Assets

Particulars	As at March 31, 2025	As at March 31, 2024
(Unsecured, considered good)		
Security Deposits	40.01	10.77
Bank Deposit with Original maturity of more than 12 Months	465.58	41.75
Total	505.59	52.52

7 Other non-current assets

Particulars	As at March 31, 2025	As at March 31, 2024
(Unsecured, considered good)		
Security Deposit	12.78	16.44
Capital Advances *	94.17	93.93
Total	106.94	110.37

* For Related Party Transaction refer Note No. 27

7.1 Capital advances include amounts due from:

Particulars	As at March 31, 2025	As at March 31, 2024
Concern in which any director is a partner/ Director		
Ace Riverside Private Limited	93.93	93.93

8 Current Investments

Particulars	As at March 31, 2025		As at March 31, 2024	
	Units	Amount	Units	Amount
Investments in Equity Instruments				
Quoted (all fully paid unless otherwise specified)				
(A) Carried at Fair Value Through Other Comprehensive Income				
(i) In Equity Shares of				
Indian Metals & Ferro Alloys Ltd.	200	1.22	200	1.28
B L Kashyap Ltd	5,000	2.57	5,000	3.43
(ii) Investment in Mutual Funds (Quoted)				
Aditya Birla Sun life Money Manager fund	554	2.04	970	3.30
DSP Black Rock Equity Fund - Regular Plan-Growth	6,757	6.49	596	0.50
HDFC Flexi Cap Fund - Growth	199	3.67	-	-
HDFC Low Duration Fund - Regular Growth	2,86,575	162.14	12,92,196	680.40
ABSL Flexi Cap Fund Growth	216	3.57	-	-
ABSL PSU Equity Fund Growth Regular Plan	10,883	3.37	-	-
ICICI Prudential Bluechip Fund Growth	3,795	3.91	316	0.30
HDFC Low Duration Fund - Growth	-	-	6,18,483	325.68
HDFC Ultra Short Term Fund - Regular Growth	-	-	2,761	0.38
Total [Aggregate Book Value of Investments]		188.97		1,015.28
Aggregate amount of quoted investments - At cost		185.49		967.32
Aggregate amount of quoted investments - At market value		188.97		1,015.28

Category-Wise Investment Non-Current	As at March 31, 2025	As at March 31, 2024
Financial Assets measured at Cost		-
Financial Assets measured at FVOCI	188.97	1,015.28
Total Investment Non-Current	188.97	1,015.28

9 Trade Receivables

Particulars	As at March 31, 2025	As at March 31, 2024
Unsecured, considered good*	333.19	127.71
Trade Receivables which have significant increase in credit risk	-	-
Trade Receivables - credit impaired	-	-
	333.19	127.71
Trade Receivables which have significant increase in credit risk	-	-
Less: Trade Receivables - credit impaired	-	-
Total	333.19	127.71

* For Related Party Transaction refer Note No. 27

10 Cash and cash balance

Particulars	As at March 31, 2025	As at March 31, 2024
Cash on hand	22.56	6.59
Balances with Banks:		
In Current Accounts	590.87	22.07
In Overdraft Accounts	0.05	
In Escrow Account	2,411.50	
Balances with Banks in Term Deposit Accounts	-	478.55
Total	3,024.98	507.21

Out of total 64,00,000 rights equity shares, proceeds for 61,83,329 shares (comprising of Rs. 5 and premium of Rs. 34 per share were received in the escrow account on 27th February 2025. These funds were subsequently credited to the Company's current account on 3rd April, 2025

11 Bank Balance other than Cash and Cash equivalents

Particulars	As at March 31, 2025	As at March 31, 2024
(Unsecured, considered good)		
Bank Deposit with Original maturity of more than 3 Months & less than 12 months	802.63	-
Total	802.63	-

12 Loans

Particulars	As at March 31, 2025	As at March 31, 2024
[Unsecured, considered good]		
Loans and Advances to employees	35.69	10.06
Other Short Term Loans & Advances*	324.44	523.84
Total	360.13	533.90

* For Related Party Transaction refer Note No. 27

13 Other Current Assets

Particulars	As at March 31, 2025	As at March 31, 2024
[Unsecured, considered Good]		
Balances receivable from government authorities	247.32	118.10
Prepaid Expenses	64.80	2.20
Advance to Suppliers	2.44	
Excess of Fair Value of Plan Asset over Gratuity benefit obligation	-	4.22
Total	314.56	124.52

* For Related Party Transaction refer Note No. 26

14 Share Capital

14.1 Details relating to Authorised, Issued, Subscribed & Paid up Share Capital

Particulars	As at March 31, 2025	As at March 31, 2024
Authorised Share Capital: 2,00,00,000 Equity Shares of ₹ 10/- each with voting rights (In P.Y. 1,10,00,000 Equity Shares of ₹ 10/- each with voting rights)	2,000.00	1,100.00
Issued, Subscribed & Paid-up Share Capital: 64,00,000 equity shares of Rs. 10 each with voting rights, fully paid up & 64,00,000 right equity shares of Rs. 10 each with voting rights out of which 63,81,329 fully paid up & 2,16,671, Rs. 5 paid up (In P.Y. 64,00,000 Equity shares of Rs. 10 each with voting rights)	1,269.17	640.00
	1,269.17	640.00

14.2 Reconciliation of the No. of Shares Outstanding as on Balance Sheet Date

Particulars	As at March 31, 2025	
	No. of shares	Amount
Shares outstanding as at the beginning of the year	64,00,000	640.00
Right Shares issued during the year	64,00,000	320.00
Shares bought-back during the year	-	-
Shares outstanding as at the end of the year	1,28,00,000	960.00

Particulars	As at March 31, 2025	
	No. of shares	Amount
Shares outstanding as at the beginning of the year	46,80,000	468.00
Shares issued during the year	17,20,000	172.00
Shares bought-back during the year	-	-
Shares outstanding as at the end of the year	64,00,000	640.00

14.3 Company has only one class of Equity share of face value of ₹10/-each carrying one voting right for each equity share held.

In the event of the Liquidation of the company, the equity shareholders are eligible to receive the remaining assets of the company, after distribution of all preferential amounts. The distribution will be in the proportion to the number of the equity shares held by the shareholders.

14.4 Issue of shares under Right Issue

The Company had issue 64,00,000 equity shares of face value of Rs. 10 each on rights basis ('Right Equity Share'). In accordance with the terms of issue, Rs. 39 i.e. 50% of issue price per equity share was received from the allottees on application and shares were allotted. The board has made final call of Rs. 39 per right equity share (including a premium of Rs. 34 per share) in February 2025. As on March 31, 2025, 2,16,671 partly paid up equity shares are outstanding on which aggregate amount (including premium) of Rs. 84.50 lakhs is unpaid.

14.5 Details of shareholders holding more than 5% equity shares as on Balance Sheet date

Name of the shareholders	As at March 31, 2025	
	No. of shares	% of Shareholding
Vikram Bhupatbhai Sanghani	13,74,200	10.74%
Amit Mansukhlal Mehta	18,28,310	14.28%
Sanjay Harilal Dhamsania (Jointly with Madhavi Sanjay Dhamsania)	10,44,202	8.16%
Rahul Jayantibhai Kalaria	9,59,349	7.49%
Vaishali Amit Mehta	8,62,836	6.74%
Total	60,68,897	47.41%
Total no. of shares of the company	1,28,00,000	100.000/0

Name of the shareholders	As at March 31, 2025	
	No. of shares	% of Shareholding
Vikram Bhupatbhai Sanghani	10,49,061	16.39%
Amit Mansukhlal Mehta	8,47,360	13.24%
Sanjay Harilal Dhamsania (Jointly with Madhavi Sanjay Dhamsania)	5,80,978	9.08%
Jhamkunver H Dhamsania	4,05,850	6.34%
Rahul Jayantibhai Kalaria	4,44,742	6.95%
Vaishali Amit Mehta	4,00,000	6.25%
Total	37,27,991	58.25%
Total no. of shares of the company	64,00,000	100.00%

15 Other Equity

Particulars	As at March 31, 2025	As at March 31, 2024
Reserves and surplus		
Capital Redemption Reserve	102.00	102.00
Capital Reserve	6.75	6.75
General Reserve	31.81	31.81
Retained Earnings	2,480.15	1,540.27
Capital Reserve on Consolidation	281.85	209.72
Share Premium	4,655.87	430.00
Other Comprehensive Income		
Equity Instrument through Other Comprehensive Income	24.44	47.80
Total	7,582.87	2,368.36

16 Borrowings - Non Current

Particulars	As at March 31, 2025	As at March 31, 2024
Loans from Bank (Overdraft)		
Secured		
Vehicle Loan		
From ICICI	52.05	-
(Secured by Hypotheciation of Vehicles)		
Unsecured		
Unsecured Loans From Relatives of KMP	24.41	-
Total	76.46	-

17 Provisions

Particulars	As at March 31, 2025	As at March 31, 2024
Provision for employee Benefit		
Gratuity	53.25	32.71
	53.25	32.71

18 Borrowings

Particulars	As at March 31, 2025	As at March 31, 2024
Secured - At amortised cost		
Loan Repayable on Demand		
From Banks		
ICICI Bank Ltd - Overdraft	484.19	190.14
Current Maturity of Long Term Borrowings	12.84	-
Total	497.03	190.14

19 Trade payables

Particulars	As at March 31, 2025	As at March 31, 2024
Trade payable - Micro and small enterprise	0.02	0.19
Trade payable - Other than Micro and small enterprise	82.85	62.16
Total	82.87	62.35

The Company has requested suppliers to give information about their status as Micro, Small & Medium enterprises as defined under the MSMED Act, 2006. Details to the extent available has been reported

20 Other Current Liabilities

Particulars	As at March 31, 2025	As at March 31, 2024
Payable for Purchase of Intangible Asset	54.00	
Payable on account of Investment	-	0.35
Expenses Payables	30.74	1.26
Statutory Dues	50.73	21.74
Liability for Employees	213.24	52.59
Amount payable to old partner	53.22	
Total	401.93	75.95

* For Related Party Transactions refer Note No. 27

21 Revenue from Operations

[₹ in Lakhs Except EPS]

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Revenue from software services*	3,154.65	2,372.31
Total	3,154.65	2,372.31

* For Related Party Transaction refer Note No. 27

22 Other Income

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Interest Income*		
Interest from Banks on Deposits	65.08	17.98
Interest on Loans and Advances	16.35	23.18
	-	
Dividend Income	0.08	0.03
Net gain on foreign exchange transactions and translations	-	4.55
Interest on IT refund	-	0.58
Discount Received	0.16	0.09
Rental Income	-	10.31
Profit on Sale of Investment / Asset	38.02	525.92
License Fee *	3.78	
Other Income	0.02	8.52
Miscellaneous Income	-	0.34
Foreign Exchange Gain (Net)	2.22	
Short Term Capital Gain	-	2.55
Share of profit from LLP	62.63	9.77
Total	188.34	603.82

* For Related Party Transaction refer Note No. 27

23 Employee benefit expenses

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Salaries & wages*	1,533.84	1,080.82
Contribution to provident and other funds	25.35	31.24
Contribution to Gratuity funds*	36.13	
Staff welfare expense	46.94	27.63
Total	1,642.26	1,139.69

* For Related Party Transaction refer Note No. 27

24 Finance Costs

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Interest Expenses on Borrowings		
Borrowings		
Interest paid on Overdraft	38.78	2.90
Interest paid on Unsecured loan	1.29	
Interest paid on Term Loan	-	-
Interest paid on Car Loan	4.36	4.19
Interest paid on Others	0.55	
	-	
Interest on delayed payment of TDS	1.38	0.05
Interest on delayed payment of GST	0.02	0.02
	-	
Other Borrowing Costs		
Bank Charges	11.81	5.72
Total	58.19	12.88

* For Related Party Transaction refer Note No. 27

25 Operating & Other Expenses

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Operating Expenses		
Software Development Expense	141.28	273.42
Hosting Charges	10.54	14.95
Training Expenses	7.82	17.57
Software Sourcing Charges	545.87	506.49
Other Expenses		
Advertisement	42.44	23.92
Commission Expenses	-	5.76
Power And Fuel	31.37	34.06
Rent*	75.75	69.32
Repairs & Maintenance	32.06	53.59
Insurance	20.98	45.30
Rates & Taxes	19.35	4.60
Recruitment Exp	1.50	
Penalty expense	0.08	0.01
Travelling & Conveyance	53.17	30.44
Printing & Stationery	5.45	3.61
Legal & Professional Fees	47.87	40.07
Share of Loss from LLP	82.58	-
Software Maintenance Expense	11.11	-
Donation	1.60	10.17
Sitting Fees to Directors*	1.20	0.60
Office Expenses	23.60	18.91
Telephone and Fax Expenses	2.08	0.86
Subscription and Membership Fees	9.48	4.63
Internet Charges	7.99	6.44
Listing Fee	3.25	6.25
Miscellaneous Expenses	9.80	17.15
Total	1,188.24	1,188.13

* For Related Party Transaction refer Note No. 27

26 Earning per Share (EPS)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Basic Earning per Share (EPS)		
Profit available for Equity Shareholder	559.49	534.65
Weighted Average Number of Equity Shares outstanding at the end of respective year.	74.69	64.00
Basic Earning per Share (EPS)	7.49	8.35
Dilluted Earning per share (EPS)	4.37	8.35
Face value of Share	10.00	10.00

27. RELATED PARTY DISCLOSURES

As per Ind AS - 24, the disclosure of Party List, Relationship, Nature of Transactions, Transaction Amount & Outstanding Balances with Related Parties are given below:

27.1 List of related parties and relationships:

Related Party	Nature of Relationship
Sanjay H. Dhamsania Vikram B. Sanghani Rahul Jayantibhai Kalaria Amit Mansukhlal Mehta	Key Management Personnel
Sohel Vikram Sanghani Amit Mansukhlal Mehta HUF Vaishali Amit Mehta Jaybhai Sanghani Jayantibhai Kalaria HUF Pushpaben Jayantibhai Kalaria Vikram B. Sanghani HUF Rahul Jayantibhai Kalaria HUF Jamkunverben Dhamsania	Relative of Key Management Personnel
Sanjiv P. Punjani Malini M. Shah Dharmesh C. Dadhania Divyesh B. Aghera	Independent Directors
Dharamshibhai Vadalia Dhara Shah Vimal Kalaria Pratik Dadhania	Independent Directors (ceased to be independent directors w.e.f 08.08.2024) Independent Directors (ceased to be independent directors w.e.f 28.09.2024) Independent Directors (ceased to be independent directors w.e.f 08.08.2024) Independent Directors (ceased to be independent directors w.e.f 08.08.2024)
Ace InfoWorld Pvt. Ltd. Ace Infoway Pvt. Ltd.	Subsidiary
Qecad Studio LLP Genomy digital LLP	Wholly Owned Subsidiary (LLP) (w.e.f 16.01.2025)
Aqe Techtools Private Limited Qedigital Australis Pty. Ltd.	Wholly Owned Subsidiary (Private Limited) (w.e.f 04.07.2024)
CameraReadyArt. Inc	Step Down Subsidiary
Ace Software Exports Ace Nature care LLP ARPL bunglows Ace Riverside Pvt Ltd Cuisinec Nutrition Pvt. Ltd.	Step Down Wholly Owned Subsidiary (w.e.f. 16-01-2025) Enterprise over which KMP are able to exercise significant influence

27.2 Transactions during the year with related parties and year-end balances

Nature of Transaction	Key Management Personnel	Relative of Key Management Personnel	Independent Directors	Old Independent Directors	Subsidiary	Wholly owned subsidiary (LLP & Private limited)	Step down Subsidiary	Step Down Wholly Owned Subsidiary (w.e.f. 16-01-2025)	[₹ in Lakhs]	
									Enterprise over which KMP are able to exercise significant influence	
A. Transactions with related parties										
Loan and Advance Given / repaid	131.58	-	-	-	3.19	20.00	110.76	-	240.00	
	-	-	-	-	-	-	-	-	35.25	
Loan Accepted	58.00	-	-	-	0.04	-	-	-	-	
	6.00	-	-	-	-	-	-	-	-	
Loan and Advance received back	-	-	-	-	3.15	-	-	-	477.08	
	-	-	-	-	-	-	-	-	11.28	
License Fee	-	-	-	-	-	-	-	-	3.78	
	-	-	-	-	-	-	-	-	3.11	
Rent Income	(5.40)	(9.36)	-	-	7.20	-	-	-	-	
	(5.40)	(25.20)	-	-	7.20	-	-	-	-	
Employee Benefit Expenses	142.13	-	-	-	-	-	-	-	-	
	113.80	2.14	-	-	-	-	-	-	-	
Expenses	0.28	0.28	-	-	-	-	-	-	-	
	-	4.33	-	-	-	-	-	-	-	
Directors' sitting fees	-	-	0.60	0.60	-	-	-	-	-	
	-	-	0.60	0.60	-	-	-	-	-	
Share of Profit/(Loss)						90.10				
Capital advance received back									(19.70)	
									74.00	
Revenue from Operation							88.22	405.96		
Purchase of Investment property	30.00	20.00				-				
Share Purchased of Ace Infoway	176.03	509.28				-				
	(1.16)					174.69				
Interest Income							4.58		14.90	
									14.71	

27.2 Transactions during the year with related parties and year-end balances

B. Balances outstanding at the end of the year									
Capital Contribution in LLP / Pvt. Ltd									
Loan and Advance given	84.42	-					3,385.65	41.93	
Loan taken	12.00	75.79					20.00	110.76	203.00
Trade Receivable									440.08
Trade Payable								29.21	178.93
Interest receivable on loan								-	-
Advance Salary	-								13.82
Capital Advances	1.02							4.58	11.54
Payable for Capital Asset									-
									93.93
									93.93
									19.70

* Previous Figures in Italics

ACE SOFTWARE EXPORTS LIMITED

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

28 DISCLOSURE PURSUANT TO IND AS 19 - EMPLOYEE BENEFITS

28.1 Defined Contribution Plan

The company makes contributions towards Provident Fund and Superannuation fund to defined contribution retirement benefit plan for the qualifying employees. The provident fund contributions are made to the Government administered Employees Provident Fund. Both the employees and the company make monthly contributions to the provident fund plan equal to a specified percentage of covered employee's salary. The superannuation fund is administered by the Life Insurance Corporation of India. Under the plan, the company is required to contribute a specified percentage of the covered employee's salary to the retirement benefit plan to fund the benefits.

The Company has recognized ₹2.45 Lakh, ₹3.32 Lakh & ₹3.64 Lakh in the Statement of Profit & Loss for the year ended March 31, 2024, March 31, 2023 & March 31, 2022 respectively under Defined Contribution Plan.

28.2 Defined Benefit Plan

The Company's plan assets in respect of gratuity are partly funded through the Group Scheme of Life Insurance Corporation of India. The scheme provides for the payment to vested employees as under:

- i) On normal retirement/ early retirement/ withdrawal/ resignation : As per the provisions of Gratuity Act, 1972 with vesting period of 5 years of service.
- ii) On death in service : As per the provisions of Payment of Gratuity Act, 1972 without any vesting period.

The following table sets out the status of Gratuity and the amounts recognised in the company's financial statements as at March 31, 2024 and as at March 31, 2023

Particulars	As at March 31, 2025	As at March 31, 2024
Change in Present Value of Defined Benefit Obligations:		
Present Value of Benefit Obligation at beginning of the period	27.51	37.49
Current Service Cost	1.95	2.01
Interest Cost	1.86	2.66
Benefits Paid	(10.93)	(6.33)
Actuarial (Gains)/Losses arising from change in Financial Assumption.	0.72	0.63
Actuarial (Gains)/Losses arising from experience adjustments	7.70	(8.95)
Present Value of Benefit Obligation at the end of the period	28.82	27.51
Change in Fair Value of Plan Asset:		
Fair Value of plan asset at beginning of the period	31.74	33.01
Expected Return on plan Asset	1.87	2.23
Company Contributions	3.00	3.00
Benefits Paid	(10.93)	(6.33)
Actuarial (Losses) / gains	(0.39)	(0.17)
Present Value of Benefit Obligation at the end of the period	25.30	31.74
Amount Recognized in Balance Sheet:		
Present Value of Benefit Obligation at the end of the period	28.82	27.51
Fair Value of Planed Assets at the end of the period	25.30	31.74
Net Liability/(Asset) recognized in Balance Sheet	3.51	(4.22)
Expenses Recognized in Profit and Loss Statement:		
Current Service Cost	1.95	2.01
Net Interest on net Defined Liability/(Asset)	(0.02)	0.44
Expenses recognized in Statement of Profit and Loss	1.93	2.45
Expenses Recognized in Other Comprehensive Income Remeasurements:		
Actuarial (Gains)/Losses on Liability	8.43	(8.32)
Return on plan assets excluding amount included in 'Net interest on net Defined liability / (Asset)'	0.39	0.17
Total	8.82	(8.15)
Assumption used in accounting for Gratuity Plan:		
Discount Rate	6.75%	7.10%
Salary Escalation	7.00%	7.00%
Retirement Age	58 Years	58 Years
Attrition - Withdrawal Rates	5% to 1%	5% to 1%

Note 1: Discount rate is determined by reference to market yields at the balance sheet date on Government bonds, where the currency and terms of the Government bonds are consistent with the currency and estimated terms for the benefit obligation.

Note 2: The estimate of future salary increases taken into account inflation, seniority, promotion, and other relevant factors such as supply and demand in the employment market.

Sensitivity Analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumption, holding other assumptions constant, would have affected the defined benefit obligation by the amount shown below.

Particulars	As at March 31, 2025	As at March 31, 2024
Discount Rate - 1% Increase	34.90	34.55
Discount Rate - 1% Decrease	40.42	40.83
Salary Escalation Rate - 1% Increase	42.05	41.63
Salary Escalation Rate - 1% Decrease	33.49	33.83
Withdrawal Rate - 1% Increase	38.33	37.95
Withdrawal Rate - 1% Decrease	36.65	37.02

Although the analysis does not take account of the full distribution of cash flows expected under the plan, it does provide an approximation of the sensitivity of the assumption shown.

Based on the actuarial valuation obtained in this respect, the following table sets out the status of the gratuity plan and the amounts recognized in the company's financial statement at the balance sheet date:

Particulars	As at March 31, 2025	As at March 31, 2024
Total Employee Benefit Liability		
Current Liability	5.04	4.78
Non - Current Liability	23.78	22.73
Total	28.82	27.51

29 FAIR VALUE MEASUREMENTS

Financial Instruments by category

[Figures in Lakhs]

Particulars	31.03.2025		31.03.2024	
	FVOCI	Amortized Cost	FVOCI	Amortized Cost
Financial Assets				
Non-Current Investments	149.03	--	242.59	--
Security Deposit	--	40.01	--	10.77
Current Investments	188.97	--	1015.28	--
Trade receivables	--	333.19	--	127.71
Cash and bank balance	--	3490.56	--	548.95
Loans	--	387.13	--	533.90
Financial Liabilities				
Borrowings	--	573.03	--	190.14
Trade Payables	--	82.87	--	62.35
Other Financial Liabilities	--	--	--	123.42

Financial instruments by category

(i) Fair value hierarchy

This section explains the judgments and estimates made in determining the fair value of the financial instruments that are (a) recognized and measured at fair value and (b) measured at amortized cost and for which fair values are disclosed in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the Company has classified its financial instruments into the three levels prescribed under the accounting standard. An explanation of level follows are as under.

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments and mutual funds that have quoted price. The fair value of all equity instruments which are traded in the stock exchanges is valued using the closing price as at the reporting period. The equity instruments and mutual funds are valued using the closing NAV.

Level 2: The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximize the use of observable market data and rely as little as possible on entity specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

(ii) Valuation technique used to determine fair value

Specific valuation techniques used to value financial instruments include:

- The use of quoted market prices or quotes for similar instruments

30 FINANCIAL RISK MANAGEMENT

The Company's Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework.

The Company's risk management policies are established to identify and analyze the risks faced by the company, to set appropriate risk limits and controls and to monitor risks.

Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities.

(A) Credit risk.

Credit risk is the risk of incurring a loss that may arise from a borrower or debtor failing to make required payments. Credit risk arises mainly from outstanding receivables from free market dealers, cash and cash equivalents, employee advances and security deposits. The Company manages and analyses the credit risk for each of its new clients before standard payment and delivery terms and conditions are offered.

(i) Credit risk management

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The demographics of the customer and including the default risk of the industry, also has an influence on credit risk assessment. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which Company grants credit terms in the normal course of business.

The Company considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis through each reporting period. To assess whether there is a significant increase in credit risk the company compares the risk of default occurring on asset as at the reporting date with the risk of default as at the date of initial recognition. It considers reasonable and supportive forwarding-looking information such as

- i) Actual or expected significant adverse change in business;
- ii) Actual or expected significant changes in the operating results of the counterparty;
- iii) Financial or economic conditions that are expected to cause a significant change to the counterparty's ability to meet its obligation;
- iv) Significant increase in credit risk on other financial instruments of the same counterparty;
- v) Significant changes in the value of the collateral supporting the obligation or in the quality of the third-party guarantees or credit enhancements.

Financial assets are written off when there are no reasonable expectations of recovery, such as a debtor failing to engage in a repayment plan with the Company. Where loans or receivables have been written off, the Company continues to engage in enforcement activity to attempt to recover the receivable due. Where recoveries are made, these are recognized as income in the statement of profit and loss.

For trade receivables, the Company applies the simplified approach permitted by Ins AS-109 Financial Instruments, which requires expected lifetime losses to be recognized from initial recognition of the receivable. When determining whether the credit risk of the financial asset has increased significantly since initial recognition and when estimating expected credit losses, the Company considers reasonable and relevant information that is available without undue cost

or effort. This includes both quantitative and qualitative information and analysis, based on the Company's historical experience and informed credit assessment and including forward looking information.

(B) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The responsibility for liquidity risk management rests with the board of directors, which has established an appropriate liquidity risk management framework for the management of the company's short-term and long-term funding and liquidity management requirements. The company manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

(i) Maturities of financial liabilities

All Financial liabilities disclosed in balance sheet are contractual undiscounted cash outflow due within 12 months.

(C) Market risk

(i) Price Risk

The company is mainly exposed to the price risk due to its investments in equity instrument and equity mutual funds. The price risk arises due to uncertainties about the future market values of these investments. The above instruments risks are arise due to uncertainties about the future market values of these investments.

(ii) Currency Risk

The company has not significant exposure for export's revenue and import of raw material and property, plant and equipment so the company is not subject to risk that changes in foreign currency value impact.

(iii) Foreign Currency Risk

Foreign currency risk is the risk that the fair value of future cash flows of an exposure will fluctuate because of changes in foreign currency rates. Exposures can arise on account of the assets which are denominated in currency other than Indian Rupee. The company has negligible foreign currency exposure in US Dollar.

31 CAPITAL MANAGEMENT

Risk Management

For the purpose of the company's capital management, equity includes equity share capital and all other equity reserves attributable to the equity holders of the company. The company manages its capital to optimize returns to the shareholders and makes adjustments to it in light of changes in economic conditions or its business requirements. The company's objectives are to safeguard continuity, maintain a strong credit rating and healthy capital ratios in order to support its business and provide adequate return to shareholders through continuing growth and maximize the shareholders value. The company funds its operation through internal accruals. The management and Board of Directors monitor the return on capital as well as the level of dividends to shareholders.

ACE SOFTWARE EXPORTS LIMITED

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

32. OTHER STATUTORY INFORMATION

- (i) Contingent Liabilities not provided for **NIL**
- (ii) Estimated amount of Contract remaining to be executed on Capital Accounts and not provided for, net of advance is - NIL (Previous year - NIL)
- (iii) The Company does not have any Benami property, where any proceeding has been initiated or pending against the Group for holding any Benami property.
- (iv) The Company does not have any transactions with companies struck off.
- (v) The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
- (vi) The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.
- (vii) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- (viii) The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
- (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
 - (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries
- (ix) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Group shall:
- (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
 - (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries
- (x) The Company has not any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961.
- (xi) According to the opinion of the management of the Company the value of realization of Trade & Other Receivables and Loans & Advances given in the ordinary course of business would not be less than the amount at which they are stated in the Balance sheet.
- (xii) The Group's operations fall under single segment namely Computer Software and Services Exports, hence Segment wise information is not furnished.
- (xiii) Previous year's figure have been regrouped/reclassified wherever necessary to confirm with the current year's presentation.

See accompanying Statement on Significant accounting policies & Notes to Accounts

As per my Report of even date

For & on behalf of the Board of Directors,

For J. A. Sheth & Associates,
Chartered Accountants
(Firm Registration No. 119980W)

Jingal A. Sheth
Proprietor
Membership No. 107067

Amit Mehta
Managing Director
(DIN: 00432898)

Vikram Sanghani
Whole Time Director
(DIN: 00183818)

Mansi Patel
Company Secretary

Jyotin Vasavada
Chief Financial Officer

Rajkot, Dated May 30, 2025

Rajkot, Dated May 30, 2025

ACE SOFTWARE EXPORTS LIMITED

Reg. Off. 801, "Everest", Opp. Shashtri Maidan, Rajkot-360001 (Gujarat),
Phone: 0281- 2226097, Fax: 02812232918, Email: Investorinfo@acesoftex.com,
CIN: L72200GJ1994PLC022781, Website: www.acesoftex.com

ATTENDANCE SLIP

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

Joint shareholders may obtain additional Slip at the venue of the meeting.

DP ID*: _____

Folio No. : _____

Customer Id*: _____

No. Of Shares: _____

NAME AND ADDRESS OF THE SHAREHOLDER:

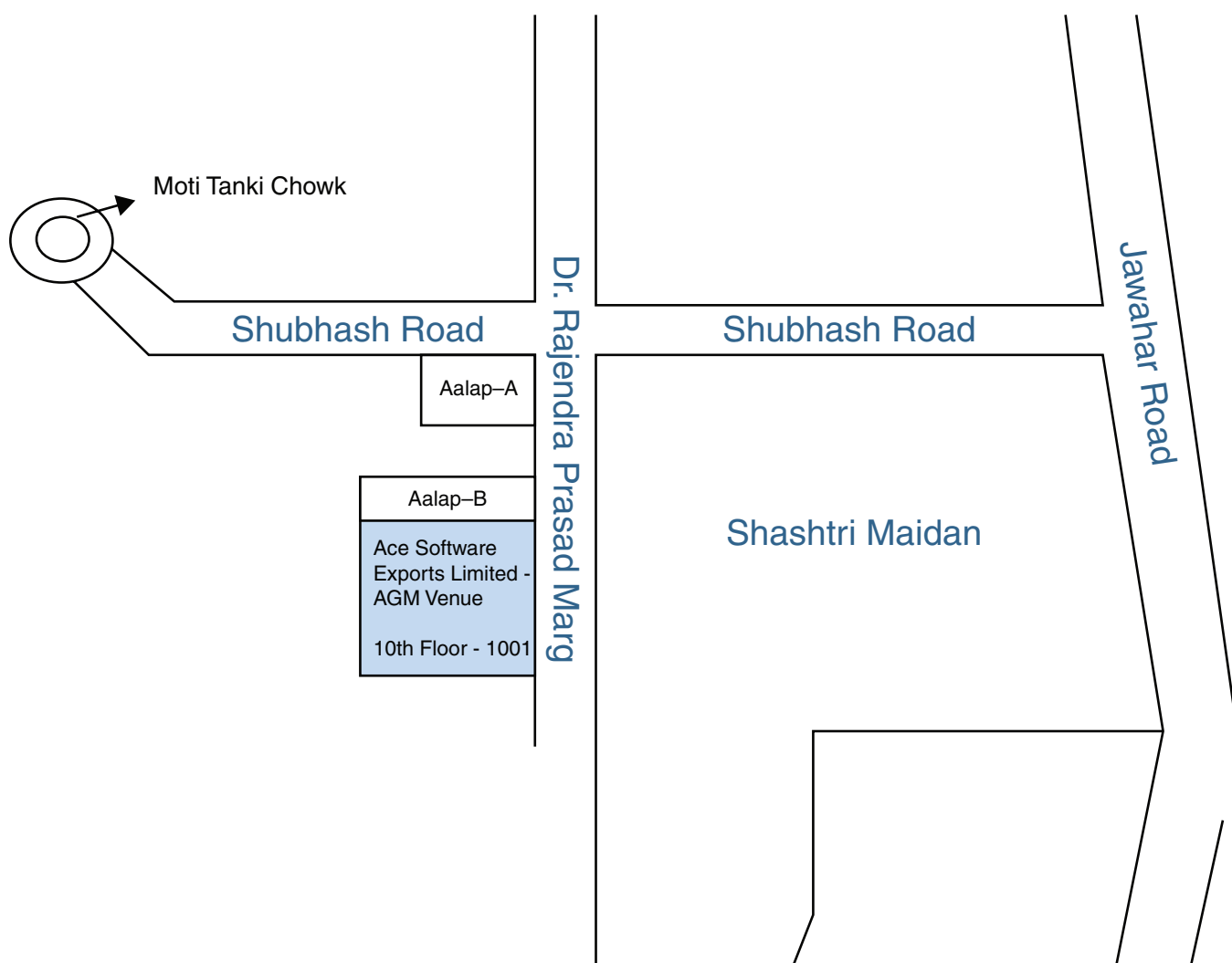
I hereby record my presence at the **31st ANNUAL GENERAL MEETING** of the Company held on Tuesday, September 30, 2025 at 11.00 a.m. at **1001, Aalap B, Limda Chowk, Dr. Rajendraprasad Road, Rajkot - 360001.**

*Applicable for investors holding shares in electronic form.

Signature of Shareholder / Proxy

ROUTE MAP

Aalap B, Limda Chowk,
Dr. Rajendraprasad Road, Rajkot-360001



ACE SOFTWARE EXPORTS LIMITED

Reg. Off. 801, "Everest", Opp. Shashtri Maidan, Rajkot-360001 (Gujarat),
Phone: 0281- 2226097, Fax: 02812232918, Email: Investorinfo@acesoftex.com,
CIN: L72200GJ1994PLC022781, Website: www.acesoftex.com

FORM MGT-11 PROXY FORM

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

Name of member(s):	
Registered Address:	
Email Id:	
Folio No. /DP ID and Client ID	

I/we, being the Member(s) of _____ Shares of the above-named Company, hereby appointed.

1. Name: _____ E-mail Id: _____

Address: _____

Signature _____ of failing him/her.

2. Name: _____ E-mail Id: _____

Address: _____

Signature _____ of failing him/her.

3. Name: _____ E-mail Id: _____

Address: _____

Signature _____

as my/our proxy to attend and vote, in case of a poll, for me/us and on my/our behalf at the 31st Annual General Meeting of the Company, to be held on the 30th day of September, 2025 at 11.00 a.m. at 1001, Aalap B, Limda Chowk, Dr. Rajendraprasad Road, Rajkot - 360001 and at any adjournment thereof in respect of such resolutions and in such manner as are indicated below;

Res. No.	Description	For*	Against*
Ordinary Business			
1.	Adoption of Financial Statements and Reports thereon for the financial year ended 31st March, 2025		
2.	Re-appointment of Mr. Vikram B. Sanghani		
Special Business			
3.	Increased in Authorised Capital of the Company and alteration of Capital Clause of Memorandum of Association of the Company.		
4.	Shifting of Registered Office of the Company		
5.	Alteration in Main Object of the Company and matters necessary or incidental to furtherance of the main objects of the Company.		
6.	To Adopt New Set of Memorandum of Association as per Companies Act, 2013.		
7.	Revision in remuneration of Mr. Amit M. Mehta (DIN: 00183818), Managing Director & CEO of the Company		
8.	Approval of Ace Software Exports Limited - Employee Stock Option Plan 2025 ('ASEL - ESOP 2025')		
9.	Approval for Extension Ace Software Exports Limited - Employee Stock Option Plan 2025 ('ASEL- ESOP 2025') to the Employees of the existing and future Subsidiary Company(ies) or Associate Company(ies) of the Company in India or Outside India.		

10.	To approve appointment M/s Pranay Mandhana & Associates, Practicing Company Secretary as the Secretarial Auditor of the Company for a period of five years i.e. FY 2025-26 to FY 2029-30		
11.	Increase in the limits applicable for making investments / extending loans and giving guarantees or providing securities in connection with loans to Persons / Bodies Corporate		
12.	To consider and approve Material Related Party Transaction(s) between the Company and QeDigital Australia Pty Ltd		
13.	To consider and approve Material Related Party Transaction(s) between QeCAD Studio Private Limited, wholly owned subsidiary of the Company with QeDigital Australia Pty Ltd Related Party of the Company		
14.	To consider and approve Material Related Party Transaction(s) between QeNomy Digital LLP, wholly owned subsidiary of the Company with QeApps Private Limited, Related Party of the Company		

Signed this _____ day of _____ 2025.

Signature of Shareholder(s) _____

Note: * 1. Please put a 'X' in the Box in the appropriate column against the respective resolutions. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

2. A Proxy need not be a Member of the Company. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as Proxy on behalf of not more than fifty Members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as Proxy, who shall not act as Proxy for any other Member.

3. This form of Proxy, to be effective, should be deposited at the Registered Office of the Company 801-Everest Commercial Complex, Opp. Shashtri Maidan, Rajkot-360001 not later than FORTY-EIGHT HOURS before the commencement of the aforesaid meeting.



ACE SOFTWARE EXPORTS LIMITED

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