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

September 26, 2025

To,
The Department of Corporate Services,
The BSE Ltd.,
Phiroz Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001
BSE Code: 531525

Dear Sir,

Sub: - Outcome of the meeting of the Board of Directors of Ace Software Exports Limited ("the Company") held on Friday, September 26, 2025

In continuation of our letter dated September 23, 2025 and in accordance with Regulation 30 read with Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform you that the Board of Directors of the Company, at its meeting held today i.e. September 26, 2025, has *inter alia* considered and approved the following matters: -

1. Fund raising by way of offer and issuance of partly paid-up equity shares of the Company of face value of Rs. 10/- each (the "**Equity Shares**") for an amount not exceeding ₹7200.00 Lakhs (Rupees Seventy Two Crores Only) by way of a rights issue ("**Rights Issue**") to the eligible equity shareholders of the Company as on the record date *(to be determined and notified subsequently)*, in accordance with applicable laws including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, along with the relevant circulars issued by the SEBI subject to such regulatory and statutory approvals, as may be required under the applicable laws.

   The details as required under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Master Circular No. SEBI/HO/CFD/PoD-1/P/CIR/2024/0154 dated November 11, 2024 are enclosed as **Annexure A.**

2. The Board noted that a Rights Issue Committee of Directors was constituted at the Board Meeting held on June 05, 2024. Subsequently, the name of the Committee was changed to the Fund-Raising Committee at the Board Meeting held on February 01, 2025. The Board has now resolved to empower the said Fund Raising Committee to decide and take all actions in relation thereto, including, inter-alia, approval of the draft letter of offer, the letter of offer along with any amendments, supplements, notices or corrigenda thereto; approval of pricing and terms of the equity shares; determination of the rights entitlement ratio; fixation of the record date, date of on-market renunciation, issue opening and closing dates; discount (if any); minimum subscription for the issue; and appointment of Registrar and Share Transfer Agents, legal counsel, advisors, and other intermediaries, all in accordance with applicable laws.

3. The Board has approved the execution of: (I) the Share Purchase and Share Subscription Agreement **("SPSA")** amongst Ace Software Exports Limited **("Company")**, certain shareholders of Theia Education Private Limited **("Sellers"),** Other Shareholders of Theia Education Private Limited and Theia Education Private Limited **("TEPL"),** in terms of which, (a) the Sellers have agreed to sell 2,04,000 (Two Lakh Four Thousand) equity shares of TEPL at a price of ₹ 345/- per equity shares to the Company, subject to the terms and conditions as set out in the SPSA; and (b) TEPL will issue 1,60,000 (One Lakhs Sixty Thousand) equity shares to the Company through Preferential Allotment by way of a private placement basis, in accordance with the provision of the Companies Act, 2013 and rules made thereunder.

   The Board of Directors of the Company has authorized Mr. Amit M. Mehta, Managing Director & CEO to sign on behalf of the Company to give effect to its obligations under the SPSA.

   The details as required under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Master Circular No. SEBI/HO/CFD/PoD-1/P/CIR/2024/0154 dated November 11, 2024 are enclosed as **Annexure B.**

The meeting of the Board of Directors of the Company commenced at 5.00 p.m. and concluded at 6.30 p.m.

The aforesaid Outcome of the Board Meeting held today shall be made available on the Company's Website at www.acesoftex.com.

Please take the same on your records.

Thanking you,

Yours faithfully,

For, Ace Software Exports Limited

PATEL MANSI Digitally signed by PATEL MANSI
Date: 2025.09.26 20:46:28 +05'30'

Mansi Patel
Company Secretary & Compliance Officer

Encl: As Above

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Annexure A

Disclosure under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 Dated November 11, 2024.

Sr. No.	Particulars	Details
1.	Type of securities proposed to be issued (viz. equity shares, convertibles etc.)	Partly paid-up Equity Shares of the face value of ₹10/- each **("Rights Equity Shares")**
2.	Type of Issuance (further public offering, rights issue, depository receipts (ADR/GDR), qualified institutions placement, preferential allotment etc.);	Rights Issue
3.	Total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately)	Amount not exceeding ₹7200.00 Lakhs, subject to applicable laws. The Fund-Raising Committee constituted to decide and finalize the issue price, no. of Equity Shares to be issued and other terms and conditions of the issue, including but not limiting to deciding the rights entitlement ratio, record date, timing, terms and schedule of payment etc. from time to time.
4.	In case of preferential issue the listed entity shall disclose the following additional details to the stock exchange(s)	Not Applicable
5.	In case of bonus issue the listed entity shall disclose the following additional details to the stock exchange(s)	Not Applicable
6.	In case of issuance of depository receipts (ADR/GDR) or FCCB the listed entity shall disclose following additional details to the stock exchange(s):	Not Applicable
7.	In case of issuance of debt securities or other nonconvertible securities the listed entity shall disclose following additional details to the stock exchange(s):	Not Applicable
8.	Any cancellation or termination of proposal for issuance of securities including reasons thereof	Not Applicable

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Annexure-B

Disclosure under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 Dated November 11, 2024.

Sr. No	Particulars	Details
1	**The name of the target entity, details in brief such as size, turnover etc.;** **Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief)**	Theia Education Private Limited **("TEPL"),** a company incorporated in the year 2023 under the Companies Act, 2013 with CIN U58111GJ2023PTC141443 and having its registered office at 23, Vraj Dham Bungalows, Near Shanti Asiatic School, S.P. Ring Road, Shela, Ahmedabad, Daskroi, Gujarat, India, 380058 The turnover (i.e., Revenue from Operation) of the TEPL for the last two financial years are as under: - Financial year 2025 – 100.66 Lakhs Financial year 2024 – 197.88 Lakhs TEPL is a futuristic education company that uses artificial intelligence to enhance the learning process for both students and educators. It aims to create a responsive and intuitive learning ecosystem where AI adapts in real-time to the individual needs of each learner. It offers a range of programs ranging from building foundational skills in early learners to providing advanced research tools for higher education. It helps students grasp core concepts with clarity while empowering educators with automated insights and feedback.
2	**Whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at "arm's length";**	Not Applicable
3	**The industry to which the entity being acquired belongs;**	Ed-Tech Industry
4	**The objects and effects of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the Company)**	The acquisition of Theia Education Private Limited **("TEPL")** enables Ace Software Exports Limited **("ASEL")** to diversify into the fast-growing Ed-Tech sector. TEPL's AI-driven learning solutions complement ASEL's technology expertise, providing strategic synergies, new revenue opportunities, and long-term growth potential.
5	**The brief details of any governmental or regulatory approvals required for the acquisition;**	NA
6	**The indicative time period for completion of the acquisition of shares**	The acquisition of shares of TEPL is proposed to be completed in one or more tranches and is expected to be fully completed within a period of 1 (one) year from the date of execution of the SPSA.
7	**The nature of consideration – whether cash consideration or share swap and details of the same**	The consideration shall be paid in cash.
8	**The cost of acquisition or the price at which the shares are acquired;**	Consideration of ₹12,55,80,000/- (Rupees Twelve Crore Fifty-Five Lakhs Eighty Thousand only) would be paid as purchase consideration for subscribing and acquiring 70% shareholding in Theia Education Private

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		Limited as under 1. Subscription of 1,60,000 (One Lakh Sixty Thousand) fully paid-up equity shares of face value ₹10/- (Rupees Ten only) each of TEPL, at an issue price of ₹345/- (Rupees Three Hundred Forty-Five only) (including a premium of ₹335/- (Rupees Three Hundred Thirty-Five only) per equity share aggregating to ₹5,52,00,000/- (Five Crores Fifty-Two Lakhs only) by way of preferential issue of equity shares to the Company; 2. Acquisition of 2,04,000 (Two Lakhs Four Thousand) fully paid-up equity shares of face value ₹10/- (Rupees Ten only) each, at a price of ₹345/- (Rupees Three Hundred Forty-Five only) aggregating to ₹7,03,80,000/- (Rupees Seven Crore Three Lakhs Eighty Thousand only) from certain shareholders of TEPL.
9	**The percentage of shareholding / control acquired and / or number of shares acquired;**	The Company is proposing to acquire by way of subscription and purchase of an aggregate 3,64,000 equity shares representing 70% shareholding of Theia Education Private Limited

For, Ace Software Exports Limited

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Mansi Patel
Company Secretary & Compliance Officer