



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

May 26, 2025

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

BSE Code: 531525

Sub: - Annual Secretarial Compliance Report for the year ended March 31, 2025

Dear Sir,

Pursuant to Regulation 24A of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, please find enclosed herewith Annual Secretarial Compliance Report for the year ended March 31, 2025.

Please take the same on your records.

Thanking you,

Yours faithfully,

For, Ace Software Exports Limited

Mansi Patel
Company Secretary & Compliance Officer

Encl: As Above



Company Secretary (Membership No. 60165)

Pranay Mandhana & Associates

Peer Review certificate no. 5613/2024

117 Central Avenue Road
Gitanjali talkies Square, Nagpur - 440 018

**SECRETARIAL COMPLIANCE REPORT OF ACE SOFTWARE EXPORTS LIMITED
FOR THE FINANCIAL YEAR ENDED ON 31.03.2025**

I have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **ACE SOFTWARE EXPORTS LIMITED** having CIN: **L72200GJ1994PLC022781** (hereinafter referred to as "the Company"), having its registered office at 801 Everest Commercial Complex, Opp: Shastri Maidan, Rajkot, Gujarat, 360001. Secretarial review was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide my observation thereon.

Based on my verification of the Company's books, papers, minutes 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 Review, I hereby report that in my opinion, the Company has, during the review period covering the financial year ended March 31, 2025, has complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I, Pranay Mandhana, Proprietor of Pranay Mandhana & Associates, Practicing Company Secretary have examined:

- all the relevant documents and records made available to me and the explanations provided by the Company;
- the filings/ submissions made by the Company to the stock exchange,
- website of the Company,
- any other documents/ filings, as may be relevant, which have been relied upon to make this Report,

for the financial year ended March 31, 2025 ("Review Period") in respect of the compliance with the provisions of:

- The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- The Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI")

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;





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- d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 - **Not Applicable to listed entity during review period;**
- e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021- **Not Applicable to listed entity during review period;**
- f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 - **Not Applicable to listed entity during review period;**
- g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- h) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- i) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;

circulars/ guidelines issued thereunder; and based on the above examination, I hereby report that, during the review period:

- a) The Company has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

| Sr No (a) | Compliance Requirement (Regulations / circulars/ guidelines including specific clause) (b) | Regulation/ Circular No (c) | Deviations (d) | Action Taken by (e) | Type of Action (f) |
|-----------|--|-----------------------------|----------------|---------------------|--------------------|
| NONE | | | | | |

| Details of Violation (g) | Fine Amount (h) | Observations/Remarks of the Practicing Company Secretary (i) | Management response (j) | Remarks (k) |
|--------------------------|-----------------|--|-------------------------|-------------|
| NONE | | | | |

- b) The Company has taken the following action to comply with the observations made in previous reports

| Sr No | Observations/ Remarks of the Practicing Company Secretary in the previous reports) (PCS) | Observations made in the secretarial compliance report for the year ended | Compliance Requirement | Details of violation / deviations and actions taken / penalty imposed, if any, | Remedial actions, if any, taken by the listed entity | Comments of the PCS on the actions taken by the listed entity |
|--|--|---|------------------------|--|--|---|
| Not applicable, as the provisions of Regulation 24A of the SEBI (LODR) Regulations, 2015 became applicable to the Company for the first time during the review period. Accordingly, this is the first year of reporting under the said regulation. | | | | | | |



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It is noted that the provisions relating to Corporate Governance under Regulations 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 and para-C, D, and E of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 became applicable to the Company with effect from October 1, 2024. Accordingly, compliance with the aforesaid provisions has been reviewed and considered effective from that date for the purpose of this report.

I. I hereby report that, during the review period the compliance status of the listed entity with the following requirements:

| Sr No. | Particulars | Compliance Status (Yes/No/NA) | Observation/Remarks by PCS |
|--------|--|-------------------------------|--|
| 1 | <u>Secretarial Standards:</u> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI). | Yes | Nil |
| 2 | <u>Adoption and timely updation of the Policies*:</u> <ul style="list-style-type: none">All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities.All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/ circulars/guidelines issued by SEBI. | Yes | *Applicable and reviewed from 01.10.2024 |
| 3 | <u>Maintenance and disclosures on Website*:</u> <ul style="list-style-type: none">The listed entity is maintaining a functional website.Timely dissemination of the documents/information under a separate section on the website.Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant document(s)/section of the website. | Yes | *Applicable and reviewed from 01.10.2024 |
| 4 | <u>Disqualification of Director(s):</u> None of the director(s) of the listed entity is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity | Yes | Nil |





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| 5 | <u>Details related to subsidiaries of listed entities have been examined w.r.t.:</u> (a) Identification of material subsidiary companies. (b) Disclosure requirement of material as well as other subsidiaries. | Yes | Nil |
| 6 | <u>Preservation of Documents:</u> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per policy of preservation of documents and archival policy prescribed under SEBI LODR Regulations, 2015. | Yes | Nil |
| 7 | <u>Performance Evaluation*:</u> The listed entity has conducted performance evaluation of the board, independent directors and the committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations | Yes | *Applicable and reviewed from 01.10.2024 |
| 8. | <u>Related Party Transactions*:</u> (a) The listed entity has obtained prior approval of audit committee for all related party transactions; (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the audit committee. | Yes | *Applicable and reviewed from 01.10.2024 |
| 9 | <u>Disclosure of events or information:</u> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder. | Yes | Nil |
| 10 | <u>Prohibition of Insider Trading:</u> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015. | Yes | Nil |
| 11 | <u>Actions taken by SEBI or Stock Exchange(s), if any:</u> No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard | NA | No actions were taken by SEBI or by the Stock Exchanges during the Review Period including under |





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|----|--|----|---|
| | Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/guidelines issued thereunder (or) The actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges are specified in the last column | | the Standard Operating Procedures issued by SEBI through various circulars. |
| 12 | <u>Resignation of statutory auditors from the listed entity or its material subsidiaries:</u> In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities. | NA | There has been no resignation by the Statutory Auditor of the Company during the review period. |
| 13 | <u>Additional non-compliances, if any:</u> No additional non-compliances observed for any SEBI regulation/circular/guidance note etc. except as reported above. | NA | No additional non-compliance has been observed during the Review Period. |

Assumptions & limitation of scope and review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial records and books of account of the listed entity.
4. This report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (LODR) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

Place: Nagpur

Date: 19.05.2025

UDIN: A060165G000377823



For, Pranay Mahesh Mandhana & Associates
Practicing Company Secretary

Signature:

Pranay Mahesh Mandhana

ACS No.: 60165

COP No.: 23399