

January 30, 2026

To,
BSE Limited,
20th Floor, P.J.Towers,
Dalal Street,
Mumbai – 400 001.

Scrip Code: 520121
Scrip Symbol: ARCEEIN
ISIN: INE276D01012

Sub: Notice of Extra-Ordinary General Meeting of the Company

Dear Sir / Madam,

We would like to inform that the Extra-Ordinary General Meeting (“EGM”) of the Company is scheduled to be held on Saturday, February 21, 2026 at 04.00 P.M. at the Registered Office of the Company at 7th K.M Barwala Road, Talwandi Rana Hisar (Haryana) -125001.

Pursuant to the provisions of Regulation 30 and other applicable provisions of the SEBI (LODR) Regulations, 2015, please find enclosed herewith the Notice convening the EGM together with the explanatory statement. The aforesaid Notice is also uploaded on the Company’s website i.e., www.arceeindustries.in.

In compliance with the provisions of Companies Act, 2013 and rules framed thereunder and Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has fixed the following dates in connection with the EGM:

Cut-off date to vote on EGM resolutions	Saturday, February 14, 2026
Commencement of remote e-voting	Wednesday, February 18, 2026 at 09.00 A.M
Conclusion of remote e-voting	Friday, February 20, 2026 at 05.00 P.M
EGM	Saturday, February 21, 2026 at 04.00 P.M.

We request you to kindly take the above information on record.

Thanking You,

Yours faithfully,
For: ARCEE INDUSTRIES LIMITED

(SRISHTI)
COMPANY SECRETARY & COMPLIANCE OFFICER

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT AN EXTRAORDINARY GENERAL MEETING OF THE MEMBERS OF ARCEE INDUSTRIES LIMITED (“COMPANY”) WILL BE HELD ON SATURDAY, THE 21th DAY OF FEBRUARY, 2026 AT 04:00 PM TO TRANACT THE FOLLOWING BUSINESS:

SPECIAL BUSINESS:

- 1. TO APPOINT MR. SACHIN DEWAN (DIN: 03090690)), ADDITIONAL DIRECTOR AS A DIRECTOR AND WHOLE TIME DIRECTOR OF THE COMPANY**

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

“RESOLVED THAT the provisions of Sections 150, 152 , 196, 197, 198 read with Schedule V and other applicable provisions of the Companies Act, 2013 read with Rules made thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and Regulation as per relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 (including any amendments thereto or re-enactment thereof, for the time being in force) (hereinafter collectively referred to as the “Applicable Laws”) and the Articles of Association of the company and on the recommendation of the Nomination and Remuneration Committee and subject to such other approvals as may be necessary, the consent of the Company be and is hereby accorded for the appointment of Mr. Sachin Dewan (DIN: : 03090690) as Whole Time Director of the Company, for a period of 5 years commencing from 29th January, 2026 to 28th January 2031(liable to retire by rotation) at a remuneration as set out in the statement annexed to the notice, with full liberty to the Board of Directors (hereinafter referred to as the “Board” which shall be deemed to include the Nomination & remuneration Committee of the Board) to revise/ alter/ modify/ amend/ change the terms and conditions as may be agreed to by the Board and Mr. Sachin Dewan within the applicable provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT where in any financial year during the tenure of the said Whole Time Director, the Company has no profits or its profit are inadequate, the remuneration as may be approved by the Board of Directors of the Company from time to time shall be paid as minimum remuneration;

RESOLVED FURTHER THAT the Board of Directors of the Company and / or Company Secretary of the Company be and are hereby jointly and/or severally authorized to do all such acts, deeds, matters, things and sign and file all such papers, documents, forms and writings as may be necessary and incidental to the aforesaid resolution.”.

2. TO APPOINT MR. MR. GAUTAM SHARMA (DIN: 11498923), ADDITIONAL DIRECTOR AS A DIRECTOR AND WHOLE TIME DIRECTOR OF THE COMPANY

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

"RESOLVED THAT the provisions of Sections 150, 152, 196, 197, 198 read with Schedule V and other applicable provisions of the Companies Act, 2013 read with Rules made thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and Regulation as per relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 (including any amendments thereto or re-enactment thereof, for the time being in force) (hereinafter collectively referred to as the "Applicable Laws") and the Articles of Association of the company and on the recommendation of the Nomination and Remuneration Committee and subject to such other approvals as may be necessary, the consent of the Company be and is hereby accorded for the appointment of Mr. Gautam Sharma (DIN: 11498923) as Whole Time Director of the Company, for a period of 5 years commencing from 29th January, 2026 to 28th January 2031 (liable to retire by rotation) at a remuneration as set out in the statement annexed to the notice, with full liberty to the Board of Directors (hereinafter referred to as the "Board" which shall be deemed to include the Nomination & remuneration Committee of the Board) to revise/ alter/ modify/ amend/ change the terms and conditions as may be agreed to by the Board and Mr. Gautam Sharma within the applicable provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT where in any financial year during the tenure of the said Whole Time Director, the Company has no profits or its profit are inadequate, the remuneration as may be approved by the Board of Directors of the Company from time to time shall be paid as minimum remuneration;

RESOLVED FURTHER THAT the Board of Directors of the Company and / or Company Secretary of the Company be and are hereby jointly and/or severally authorized to do all such acts, deeds, matters, things and sign and file all such papers, documents, forms and writings as may be necessary and incidental to the aforesaid resolution.”.

3. TO INCREASE THE AUTHORISED SHARE CAPITAL OF THE COMPANY:

To consider, and if thought fit, to pass with or without modifications), the following resolution as Special Resolution:

"RESOLVED that pursuant to the provisions of section 61, 64 and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactments) thereof for the time being in force), and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, including any statutory modification or re-enactment thereof for the time being in force and the rules made there under and pursuant to the Articles of Association of

ARCEE INDUSTRIES LIMITED

Regd. Off. & Works : 7th K.M. Barwala Road, Talwandi Rana, Hisar-125 001, INDIA
Ph. : 01662-276178 Mobile : 98120-20111/40111/40222 Fax : 01662-276145
E-Mail : arceeind@rediffmail.com CIN: L29120HR1992PLC031681

the Company, the extant Rules / Regulations / Guidelines / Notifications and Circulars prescribed by any relevant authorities including but not limited to Reserve Bank of India / Securities Exchange Board of India, the consent of the members of the Company be and is hereby accorded, to increase the authorised share capital of the company from Rs. 10,00,00,000 (Rupees Ten Crores) divided into 1,00,00,000 (One Crores) equity shares of face value of Rs. 10/- (Rupees Ten) each to Rs. 30,00,00,000 (Rupees Thirty Crore) divided into 3,00,00,000 (Three Crore) equity shares of Rs.10/- (Rupees Ten) each by creation of additional Equity shares of Rs. 20,00,00,000 (Rupees Twenty Crore) divided into 2,00,00,000 (Two Crore) Equity Shares of the face value of Rs.10/- (Rupees Ten) each, ranking pari passu in all respects with the existing equity shares of the Company.

RESOLVED FURTHER THAT any Director of the Company or the Company Secretary, be and are hereby severally authorised to file, sign, verify and execute all such e-forms, papers or documents as may be required, and to do all such acts, deeds, matters and things as may be necessary and incidental to give effect to this resolution.

4. TO CONSIDER APPROVAL OF ALTERATION TO CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION :

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

RESOLVED THAT pursuant to the provisions of section 13, 61 and 64 and other applicable provisions of the Companies Act, 2013, (including any statutory modification(s) or re-enactments) thereof for the time being in force), and the Rules made thereunder, the consent of the members of the Company be and is hereby accorded, to delete the existing Clause V of the Memorandum of Association of the Company as to share capital and substitute in its place the following Clause V:

"V. The share capital of the company shall be Rupees 30,00,00,000 (Rupees Thirty Crore) divided into 3,00,00,000 (Three Crore) Equity Shares of Rupees 10/- (Rupees Ten) each with the rights, privileges and conditions attached thereto as are provided by the Articles of Association of the Company for the time being and with power to increase and reduce the capital of the Company and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company for the time being and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may be permitted by the Companies Act, 2013 or provided by the Articles of Association of the Company for the time being."

RESOLVED FURTHER THAT any Director of the Company or the Company Secretary, be and are hereby severally authorised to file, sign, verify and execute all such e-forms, papers or documents as may be required, and to do all such acts, deeds, matters and things as may be necessary and incidental to give effect to this resolution.

5. TO APPROVE THE ISSUANCE OF WARRANTS TO NON-PROMOTER ON A PREFERENTIAL BASIS.



ARCEE INDUSTRIES LIMITED

Regd. Off. & Works : 7th K.M. Barwala Road, Talwandi Rana, Hisar-125 001, INDIA
Ph. : 01662-276178 Mobile : 98120-20111/40111/40222 Fax : 01662-276145
E-Mail : arceeind@rediffmail.com CIN: L29120HR1992PLC031681

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

"RESOLVED THAT pursuant to the provisions of Section 62 read with Section 42 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and the other applicable rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI ICDR Regulations, 2018"), Securities & Exchange Board of India (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 ("SEBI Takeover Regulations"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations"), the applicable rules, notifications, guidelines issued by various authorities including but not limited to the Government of India, the Securities and Exchange Board of India ("SEBI"), the Reserve Bank of India ("RBI") and other competent authorities including relevant Stock Exchanges where the equity shares of the Company are listed and subject to the approvals, permissions, sanctions and consents as may be necessary from any regulatory and other appropriate authorities, as applicable, and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, sanctions and consents, which may be agreed to by the Board of Directors (hereinafter referred to as the "Board", which term shall be deemed to include any committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred by this resolution), the consent of the Shareholders of the Company be and is hereby accorded, to offer, issue and allot, from time to time in one or more tranches, upto a maximum of 2,25,00,000 (Two Crore Twenty-Five Lacs) Warrants, each convertible/exchangeable for 1 (One) fully paid-up equity shares of the Company having face value of Rs.10/- each, at an issue price / conversion price of Rs. 10.35/- (Rupees Ten Point Three-Five) aggregating upto Rs. 23.28 (Rupees Twenty-Three Point Two-Eight Crore) which may be exercised in one or more tranches within 18 months from the date of allotment of such warrant to the following Non-promoter (hereinafter referred to as the "Proposed Allotees"):

Sr. No	Name of the Proposed Allotees	Category	No. of warrants to be allotted
1	Ajay Kumar Gupta	Non-Promoter	10,00,000
2	Sourabh Gupta	Non-Promoter	5,00,000
3	Mukul Gupta	Non-Promoter	5,00,000
4	Abhik Gupta	Non-Promoter	5,00,000
5	Virender Gupta	Non-Promoter	5,00,000
6	Ram Babu Gupta	Non-Promoter	10,00,000
7	Parmod Kumar Gupta	Non-Promoter	10,00,000
8	Vivek Garg HUF	Non-Promoter	10,00,000


ARCEE INDUSTRIES LIMITED

Regd. Off. & Works : 7th K.M. Barwala Road, Talwandi Rana, Hisar-125 001, INDIA
 Ph. : 01662-276178 Mobile : 98120-20111/40111/40222 Fax : 01662-276145
 E-Mail : arceeind@rediffmail.com CIN: L29120HR1992PLC031681

9	SD Investments	Non-Promoter	10,00,000
10	Usha Garg	Non-Promoter	10,00,000
11	Ram Bilas Mittal	Non-Promoter	10,00,000
12	Anuj Gupta	Non-Promoter	20,00,000
13	Amit Gupta	Non-Promoter	20,00,000
14	NDA Securities Limited - Prop	Non-Promoter	20,00,000
15	Mahendra Chand Singhvi	Non-Promoter	20,00,000
16	BCL Enterprises Limited	Non-Promoter	20,00,000
17	Radha Mittal	Non-Promoter	10,00,000
18	Geeta Kaira	Non-Promoter	1,00,000
19	Sneha Chandi	Non-Promoter	5,00,000
20	Devesh Joshi	Non-Promoter	1,00,000
21	Heeral R	Non-Promoter	1,00,000
22	Urmila Kankaria	Non-Promoter	1,00,000
23	Nitin	Non-Promoter	1,00,000
24	Chetna Kankaria	Non-Promoter	2,00,000
25	Suresh H Luniya	Non-Promoter	2,00,000
26	Narinder Pal Singh Badyal	Non-Promoter	1,00,000
27	Mayank	Non-Promoter	1,00,000
28	Prabbhat Mishra	Non-Promoter	1,00,000
29	Gobind Rai Verma	Non-Promoter	5,00,000
30	Ramandeep Singh	Non-Promoter	2,00,000
31	Suman Devi	Non-Promoter	1,00,000
			2,25,00,000

RESOLVED FURTHER THAT the Warrants offered and issued on the following terms and conditions:

- 1. Form:** The warrant shall be allotted in dematerialised form and shall be rupee-denominated, unsecured, unlisted, unrated, compulsorily convertible, and subject to the provisions of the Companies Act, 2013, SEBI (Issue of Capital and Disclosures Requirements) Regulations 2018 and the Memorandum and Articles of Association of the Company.
- 2. Consideration payable:** an amount equivalent to at least twenty-five percent. of the consideration determined in terms of regulation 164 shall be paid against each warrant on the date of allotment of warrants and the balance of seventy-five percent. of the consideration shall be paid at the time of allotment of the equity shares pursuant to the exercise of options against each warrant by the warrant holder.
- 3. Conversion Ratio / Other Conversion Terms:** Each warrant shall be convertible into 1 (One) equity share of the Company having a face value of Rs. 10/- each.

The warrants shall be converted into equity shares of the Company, as per the conversion ratio specified above within 18 months from the date of allotment as defined in the ICDR Regulations, at the conversion price of Rs. 10.35/- (Ten Point Three-Five) including a premium of Rs. 0.35/- (Zero Point Three-Five) /- per share.

- 4. Interest:** The warrants shall carry 'Nil' interest.
- 5. Voting:** The warrants shall not carry any voting rights.
- 6. Lock-in:** The warrants allotted in terms of this resolution shall be subject to lock-in as specified in the SEBI ICDR Regulation, 2018 provisions.

RESOLVED FURTHER THAT in accordance with Regulation 161(a) of the ICDR Regulations, the "Relevant Date", for determining the price of the warrant to be allotted to the Proposed Allotees pursuant to the conversion of warrant allotted on a preferential basis, is January 22, 2026, being a date which is 30 (Thirty) days prior to the date on which the meeting of shareholders is to be held to consider the proposed preferential issue.

RESOLVED FURTHER THAT the equity shares to be allotted pursuant to conversion of warrants in terms of this resolution shall be made fully paid up at the time of allotment and shall rank *pari-passu* with the existing equity shares of the Company in all respects and be listed on BSE where the equity share of the Company are currently listed and the same shall be subject to lock-in for such period that may be prescribed under the SEBI ICDR Regulations, 2018.

RESOLVED FURTHER THAT pursuant to the provisions of the SEBI ICDR Regulations, 2018 the warrants shall be allotted within a period of fifteen (15) days from the date of passing of this special resolution provided that where the allotment of warrants is pending on account of pendency of any approvals for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of fifteen (15) days from the date of such approval or



ARCEE INDUSTRIES LIMITED

Regd. Off. & Works : 7th K.M. Barwala Road, Talwandi Rana, Hisar-125 001, INDIA
Ph. : 01662-276178 Mobile : 98120-20111/40111/40222 Fax : 01662-276145
E-Mail : arceeind@rediffmail.com CIN: L29120HR1992PLC031681

such other extended period as may be permitted under the applicable SEBI ICDR Regulations, 2018 as amended from time to time.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, Sachin Dewan (DIN: 03090690) Director, Mr. Akshat Gupta (DIN:00284927) Director or the Company Secretary of the Company be and are hereby authorized severally to do all such acts, deeds, matters and things as it may, at its discretion deem necessary, desirable, incidental for such purpose, including without limitation, issuing clarifications on the offer, making any application etc., to the concerned statutory and regulatory authorities appointment of consultants, solicitors, or any other agencies as may be required, and entering into arrangements for listing, trading, depository services and such other arrangements and / or agreements as the case may be and also to seek listing of the equity shares with the stock exchanges where the equity shares of the Company are presently listed, filing of requisite documents with the Registrar of Companies, ("ROC"), National Securities Depository Limited ("NSDL"), Central Depository Services (India) Limited ("CDSL") and/ or such other authorities as may be necessary for the purpose, and to take all such steps as may be necessary for the admission of the Warrants and equity shares (to be issued on exercise of the Warrants) with the depositories, viz. NSDL / CDSL and for the credit of such Warrants / equity shares to the respective dematerialized securities account of the Proposed Allottees and to settle any questions, difficulties or doubts that may arise in this regard to any such issue, offer or allotment of equity shares and in complying with any regulations, and to execute all such deeds, documents, writings, agreements, applications, forms, in connection with the proposed issue as they may in their absolute discretion deem fit.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any other committee of the Board to give effect to this resolution."

For & On Behalf of the Board of Directors
Arcee Industries Ltd

Sd/-

Srishti

(Company Secretary & Compliance Officer)

M.No: A57983

Date: 29.01.2026

Place: Hisar, Haryana

NOTES:

1. The statements pursuant to Section 102(1) of the Companies Act, 2013, in respect of the special business set out in the notice and Secretarial Standard on General Meetings (SS-2), wherever applicable, are annexed hereto.
2. A member entitled to attend and vote at this Extra – Ordinary General Meeting (EGM) is entitled to appoint a proxy to attend and vote on a poll instead of himself / herself and such 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 a 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



ARCEE INDUSTRIES LIMITED

Regd. Off. & Works : 7th K.M. Barwala Road, Talwandi Rana, Hisar-125 001, INDIA

Ph. : 01662-276178 Mobile : 98120-20111/40111/40222 Fax : 01662-276145

E-Mail : arceeind@rediffmail.com CIN: L29120HR1992PLC031681

a proxy for any other Member. The instrument of Proxy, in order 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. A Proxy Form is annexed to this Report.

3. All documents referred to in the Notice will be available for inspection at the Registered Office of the Company during business hours on working days up to the date of the EGM.

4. Members/proxies/authorized representatives are requested to bring their copies of Notice and produce duly filled in attendance slip at the entrance of the venue. Members holding shares in Demat form shall write their DP ID and Client ID and those holding in Physical form shall write their Folio No. in the attendance slip for attending the meeting. Copies of Notice will not be provided at the meeting.

5. Corporate members intending to send their authorized representatives to attend the meeting are requested to send at Company's Registered Office, a certified copy of the board resolution to the Company, authorizing their representative to attend and vote on their behalf at the meeting.

6. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged with the Company, at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.

7. Members may also note that the Notice of the Extra Ordinary General Meeting is available on the Company's website i.e. www.arceeindustries.in.

8. Notice of the EGM is being sent through electronic mode to those members whose e-mail address is registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories. Members may note that this Notice will also be available on the Company's website at www.arceeindustries.in, websites of the Stock Exchanges, i.e., BSE Limited at www.bseindia.com. To support 'Green Initiative', members who have not registered their email addresses are requested to register the same with the Company's Registrar and Share Transfer Agent/ their Depository Participants in respect of shares held in physical/electronic mode, respectively.

9. Members are requested to intimate immediately, any change in their address or bank mandates to their depository participants with whom they are maintaining their demat accounts or to the Company's Registrar and Transfer Agent, M/s. MAS Services Limited, if the shares are held by them in physical form.

10. Members may please note that SEBI has made Permanent Account Number (PAN) as the sole identification number for all participants transacting in the securities market, irrespective of the amount of such transactions. SEBI has also made it mandatory for submission of PAN in the following cases: (i) Deletion of name of the deceased member(s) (ii) Transmission of shares to the legal heir(s) and (iii) Transposition of shares. Further, the Members are requested to kindly note that as per SEBI circular bearing no SEBI/HO/MIRSSD_ RTAMB/PCIR/2021/655 dated 3rd November, 2021, it is mandatory for Members holding shares in physical form to register their PAN, KYC details, Bank Particulars and Nomination against their folio no. PAN is also required to be linked to Aadhar No. by the Members to be considered as valid PAN. Members are requested to provide Form ISR1, ISR2,



ARCEE INDUSTRIES LIMITED

Regd. Off. & Works : 7th K.M. Barwala Road, Talwandi Rana, Hisar-125 001, INDIA
Ph. : 01662-276178 Mobile : 98120-20111/40111/40222 Fax : 01662-276145
E-Mail : arceeind@rediffmail.com CIN: L29120HR1992PLC031681

Nomination Form duly filled and signed along with the hard copy of the following self-attested documents to RTA for registration against their respective folio(s):

- Identity Proof: Copy of PAN Card/ Aadhar Card
- Address Proof: Copy of Aadhar Card/ Passport/ Client Master List/ Utility Bill not over 3 months old
- Bank Details: Copy of the cancelled cheque stating the name of the Member as account holder

Contact Details: Mobile no., email ID

- Nomination: Please provide Form SH13 duly filled and signed to RTA.

In the absence of any of the above information registered against your folio no., your folio no. will be frozen for any updation/ dividend payment as per the direction under the aforesaid Circular.

Instructions and other information relating to remote e-voting are as under:

11. Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be passed in the meeting by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the meeting ('remote e-voting').

12. The facility for voting by poll shall also be made available at the EGM and the Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right to vote at the EGM by poll. Poll is conducted under the supervision of the Scrutinizer appointed for the remote e-voting and poll. Scrutinizer decision on validity of votes will be final. The Chairman shall at the meeting, at the end of the discussion on the resolutions on which voting is to be held, allow voting with the assistance of Scrutinizer, by use of Polling Paper for all those members who are present at the meeting but have not cast their votes by availing the remote e-voting facility.

13. The Company has engaged the services of National Securities Depository Limited ("NSDL") as the Agency to provide e-voting facility.

14. The Company has appointed Mr. Chandan Jha, a Practicing Company Secretary (Membership No. :A62350), who in the opinion of the Board is a duly qualified person, as a Scrutinizer who will scrutinize the voting process in a fair and transparent manner. The Scrutinizer shall submit her report of the votes cast in favour or against, if any, to the Chairman of the Company within 2 working days of the completion of EGM.

15. The cut-off date for the purpose of remote e-voting and voting at the EGM shall be Saturday, February 14, 2026. The voting right of members shall be in proportion to their shares in the paid-up equity share capital of the Company as on Cut-off date.

16. Any person, who become a member of the Company after dispatch of the Notice of the meeting and holding shares as on the cut-off date i.e. 14th February, 2026 may obtain the login ID and password by sending a request at evoting@nsdl.co.in or RTA.



ARCEE INDUSTRIES LIMITED

Regd. Off. & Works : 7th K.M. Barwala Road, Talwandi Rana, Hisar-125 001, INDIA

Ph. : 01662-276178 Mobile : 98120-20111/40111/40222 Fax : 01662-276145

E-Mail : arceeind@rediffmail.com CIN: L29120HR1992PLC031681

17. The remote e-voting period begins on Wednesday, February 18, 2026 at 09.00 A.M. and ends on Friday, February 20, 2026 at 05.00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., Saturday, February 14, 2026 may cast their vote electronically. The 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.

The Members who have cast their vote by remote e-voting prior to the EGM may also attend the EGM but shall not be entitled to cast their vote again.

In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and remote e-voting user manual for shareholders available at the download section of <https://www.evoting.nsdl.com> or call on toll free no.: 1800-222-990.

18. 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	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">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



ARCEE INDUSTRIES LIMITED

Regd. Off. & Works : 7th K.M. Barwala Road, Talwandi Rana, Hisar-125 001, INDIA
 Ph. : 01662-276178 Mobile : 98120-20111/40111/40222 Fax : 01662-276145
 E-Mail : arceeind@rediffmail.com CIN: L29120HR1992PLC031681

	<p>website of NSDL for casting your vote during the remote e-Voting period.</p> <ol style="list-style-type: none"> 2. 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 3. 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. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  App Store </div> <div style="text-align: center;">  Google Play </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cDSLindia.com/myeasi/home/loginor www.cDSLindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.



ARCEE INDUSTRIES LIMITED

Regd. Off. & Works : 7th K.M. Barwala Road, Talwandi Rana, Hisar-125 001, INDIA
 Ph. : 01662-276178 Mobile : 98120-20111/40111/40222 Fax : 01662-276145
 E-Mail : arceeind@rediffmail.com CIN: L29120HR1992PLC031681

	<ol style="list-style-type: none"> 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
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.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 022-23058738 or 022-23058542-43

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

ARCEE INDUSTRIES LIMITED

Regd. Off. & Works : 7th K.M. Barwala Road, Talwandi Rana, Hisar-125 001, INDIA

Ph. : 01662-276178 Mobile : 98120-20111/40111/40222 Fax : 01662-276145

E-Mail : arceeind@rediffmail.com CIN: L29120HR1992PLC031681

How to Log-into NSDL e-Voting website?

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

ARCEE INDUSTRIES LIMITED

Regd. Off. & Works : 7th K.M. Barwala Road, Talwandi Rana, Hisar-125 001, INDIA
Ph. : 01662-276178 Mobile : 98120-20111/40111/40222 Fax : 01662-276145
E-Mail : arceeind@rediffmail.com CIN: L29120HR1992PLC031681

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, your 'initial password' is communicated to you on your postal address.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- 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.
- Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
- 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?

- 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.
- Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period Now you are ready for e-Voting as the Voting page opens.
- 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.
- Upon confirmation, the message "Vote cast successfully" will be displayed.
- You can also take the printout of the votes cast by you by clicking on the point option on the confirmation page.
- Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

ARCEE INDUSTRIES LIMITED

Regd. Off. & Works : 7th K.M. Barwala Road, Talwandi Rana, Hisar-125 001, INDIA

Ph. : 01662-276178 Mobile : 98120-20111/40111/40222 Fax : 01662-276145

E-Mail : arceeind@rediffmail.com CIN: L29120HR1992PLC031681

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 cschandanjha.95@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
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 toll free no.: 1800-1020-990 and 1800 22 44 30 or send a request to Sh. Ankur Mittal/ Sh. Narendra Dev at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories/ company 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 arceeind@rediffmail.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 arceeind@rediffmail.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.co.in 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.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF THE SPECIAL BUSINESS TO BE TRANSACTED:

ITEM NO.1

The Board of Directors of the Company on the recommendation of the Nomination and Remuneration Committee at its meeting held on 29th January, 2026 appointed Mr. Sachin Dewan (DIN: 03090690) as an Additional Director (Whole Time Director) of the Company, for a period of period of 5 (five) years with effect from 29th January, 2026, subject to approval of the Members of the Company.

Mr. Sachin Dewan has expertise, knowledge and business acumen in managing the overall business of the Company and his appointment would be beneficial for the Company given the paucity of experienced and skilled personnel. The remuneration proposed for Mr. Sachin Dewan is commensurate with the industry and size of the Company. Mr. Sachin Dewan has no pecuniary relationship directly or indirectly with the Company. The terms and conditions are set out herein below:

1. TENURE OF APPOINTMENT: The appointment of Mr. Sachin Dewan as Whole Time Director is for a period of 5 years with effect from 29th January, 2026.

2. DUTIES AND RESPONSIBILITIES: Mr. Sachin Dewan as the 'Whole Time Director' of the Company shall, subject to the provisions of the Companies Act, 2013, and overall superintendence and control of the Board of Directors of the Company, shall perform such duties and exercise such powers, as have been or may, from time to time, be entrusted to, or conferred on him, by the Board of Directors of the Company.

3. REMUNERATION:

a) Basic Salary shall be Rs 1,00,000/- per month w.e.f. 29.01.2026 and thereafter an increase of not exceeding 25 per cent every year with effect from 1st April, 2026, subject to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors.

b) Minimum Remuneration - Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of tenure of Mr. Sachin Dewan, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of basic salary as specified above.

4. OTHER TERMS OF APPOINTMENT:

(a) Mr. Sachin Dewan shall not become interested or otherwise concerned, directly or through his spouse and/ or children, in any selling agency of the Company.

(b) The terms and conditions of the appointment of Mr. Sachin Dewan may be altered and varied from time to time by the Board as it may, in its discretion deem fit, irrespective of the limits stipulated under



ARCEE INDUSTRIES LIMITED

Regd. Off. & Works : 7th K.M. Barwala Road, Talwandi Rana, Hisar-125 001, INDIA
Ph. : 01662-276178 Mobile : 98120-20111/40111/40222 Fax : 01662-276145
E-Mail : arceeind@rediffmail.com CIN: L29120HR1992PLC031681

Schedule V to the Act or any amendments made hereafter in this regard in such manner as may be agreed to between the Board and Mr. Sachin Dewan, subject to such approvals as may be required.

(c) The appointment may be terminated by either party by giving to the other party six months' notice of such termination or the Company paying six months' remuneration in lieu thereof.

(d) The employment of Mr. Sachin Dewan may be terminated by the Company without notice or payment in lieu of notice:

(i). If Mr. Sachin Dewan is found guilty of any gross negligence, default or misconduct in connection with or affecting the business of the Company to which he is required to render services; or

ii). In the event of any serious, repeated or continuing breach (after prior warning) or non observance by Mr. Sachin Dewan of any of the stipulations contained herein as no separate agreement shall be executed between the Company and Mr. Sachin Dewan; or

(iii). In the event the Board expresses its loss of confidence in Mr. Sachin Dewan; or

(iv) In the event Mr. Sachin Dewan is not in a position to discharge his official duties due to any physical or mental incapacity, the Board shall be entitled to terminate his contract on such terms as the Board may consider appropriate in the circumstances.

(e) Mr. Sachin Dewan will be liable to retire by rotation. The Board of Directors is of the opinion that the above remuneration being paid / payable to Mr. Sachin Dewan as a Whole Time Director of the Company, is commensurate with his duties and responsibilities.

The Board considers that his association as Whole Time Director will be beneficial to and in the interest of the Company. Additional details of Mr. Sachin Dewan as required pursuant to Companies Act, 2013 (hereinafter referred to as 'the Act') and the Secretarial Standard-2 issued by the Institute of Company Secretaries of India are provided in the table annexed to this Notice

The Board recommends the Special Resolution as set out at Item Nos.1 respectively of the Notice for approval of the Members.

ITEM NO. 2

The Board of Directors of the Company on the recommendation of the Nomination and Remuneration Committee at its meeting held on 29th January, 2026 appointed Mr. Gautam Sharma (DIN: 11498923) as an Additional Director (Whole Time Director) of the Company, for a period of 5 (five) years with effect from 29th January, 2026, subject to approval of the Members of the Company.

Mr. Gautam Sharma has expertise, knowledge and business acumen in managing the overall business of the Company and his appointment would be beneficial for the Company given the paucity of experienced and skilled personnel. The remuneration proposed for Mr. Gautam Sharma is commensurate with the industry and size of the Company. Mr. Gautam Sharma has no pecuniary relationship directly or indirectly with the Company. The terms and conditions are set out herein below:

1. TENURE OF APPOINTMENT: The appointment of Mr. Gautam Sharma as Whole Time Director is for a period of 5 years with effect from 29th January, 2026.

2. DUTIES AND RESPONSIBILITIES: Mr. Gautam Sharma as the 'Whole Time Director' of the Company shall, subject to the provisions of the Companies Act, 2013, and overall superintendence and control of the Board of Directors of the Company, shall perform such duties and exercise such powers, as have been or may, from time to time, be entrusted to, or conferred on him, by the Board of Directors of the Company.

3. REMUNERATION:

a) Basic Salary shall be Rs 1,00,000/- per month w.e.f. 29.01.2026 and thereafter an increase of not exceeding 25 per cent every year with effect from 1st April, 2026, subject to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors.

b) Minimum Remuneration - Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of tenure of Mr. Gautam Sharma, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of basic salary as specified above.

4. OTHER TERMS OF APPOINTMENT:

(a) Mr. Gautam Sharma shall not become interested or otherwise concerned, directly or through his spouse and/ or children, in any selling agency of the Company.

(b) The terms and conditions of the appointment of Mr. Gautam Sharma may be altered and varied from time to time by the Board as it may, in its discretion deem fit, irrespective of the limits stipulated under Schedule V to the Act or any amendments made hereafter in this regard in such manner as may be agreed to between the Board and Mr. Gautam Sharma, subject to such approvals as may be required.

(c) The appointment may be terminated by either party by giving to the other party six months' notice of such termination or the Company paying six months' remuneration in lieu thereof.

(d) The employment of Mr. Gautam Sharma may be terminated by the Company without notice or payment in lieu of notice:

(i). If Mr. Gautam Sharma is found guilty of any gross negligence, default or misconduct in connection with or affecting the business of the Company to which he is required to render services; or

ii). In the event of any serious, repeated or continuing breach (after prior warning) or non observance by Mr. Gautam Sharma of any of the stipulations contained herein as no separate agreement shall be executed between the Company and Mr. Gautam Sharma; or

(iii). In the event the Board expresses its loss of confidence in Mr. Gautam Sharma; or

ARCEE INDUSTRIES LIMITED

Regd. Off. & Works : 7th K.M. Barwala Road, Talwandi Rana, Hisar-125 001, INDIA
Ph. : 01662-276178 Mobile : 98120-20111/40111/40222 Fax : 01662-276145
E-Mail : arceeind@rediffmail.com CIN: L29120HR1992PLC031681

(iv) In the event Mr. Gautam Sharma is not in a position to discharge his official duties due to any physical or mental incapacity, the Board shall be entitled to terminate his contract on such terms as the Board may consider appropriate in the circumstances.

(e) Mr. Gautam Sharma will be liable to retire by rotation The Board of Directors is of the opinion that the above remuneration being paid / payable to Mr. Gautam Sharma as a Whole Time Director of the Company, is commensurate with his duties and responsibilities.

The Board considers that his association as Whole Time Director will be beneficial to and in the interest of the Company. Additional details of Mr. Gautam Sharma as required pursuant to Companies Act, 2013 (hereinafter referred to as 'the Act') and the Secretarial Standard-2 issued by the Institute of Company Secretaries of India are provided in the table annexed to this Notice

The Board recommends the Special Resolution as set out at Item Nos.2 respectively of the Notice for approval of the Members.

ITEM NO.3 and 4

At present the Authorised Share Capital of the Company is Rs.10,00,00,000 divided into 1,00,00,000 equity shares of Rs. 10/- each out of which paid up share capital of the Company is Rs. 5,13,87,770/- divided into 51,38,777 equity shares of Rs. 10/- each.

The Board of Directors of the Company in its meeting held on January 29th, 2026 have recommended the issuance of fully paid up preferential shares and issue and allot 2,25,00,000 (Two Crore Twenty-Five lacs) warrants at an issue price of Rs.10.35/- (Rupees Ten Point Three-Five), aggregating up to Rs. 23.28/- Crore (Rupees Twenty-Three Point Two Eight Crore) on preferential basis to non promoters.

In order to have the cash liquidity and proposed preferential issue of equity shares of the company and with a view of keeping in mind the Long Term Prospects and Development of the existing Business Activities of the company in the future, it is proposed to increase the Authorized share capital of the company consequent to the Increase in the Authorized share capital of the company as above, it is necessary to amend the clause V of the Memorandum of Association of the company. Your directors recommend the above Resolutions for your approval.

In order to reflect the increase authorized share capital of the Company, and in order to comply with the requirements of the Companies Act, 2013, Clause V (a) of the Memorandum of Association of the Company must be amended.

As per the provisions of Sections 13 & 61 of the Companies Act, 2013, approval of the shareholders is required to be accorded for alteration in the Memorandum of Association and for increasing the Authorized Share Capital of the Company by way of passing a Special Resolution. Accordingly, the Directors recommend the matter and the resolution set out under Item no. 4 for the approval of the Members by way of passing a Special Resolution.

ARCEE INDUSTRIES LIMITED

Regd. Off. & Works : 7th K.M. Barwala Road, Talwandi Rana, Hisar-125 001, INDIA
Ph. : 01662-276178 Mobile : 98120-20111/40111/40222 Fax : 01662-276145
E-Mail : arceeind@rediffmail.com CIN: L29120HR1992PLC031681

Pursuant to Section 102 of Companies Act, 2013, The Board of Directors of the Company do hereby confirm that none of its Directors, Key Managerial Personnel and relatives thereof are interested, financially or otherwise in the aforesaid resolution.

ITEM NO. 5

The Board has resolved to raise fund upto Rs. 23.28 crore/- (Rupees Twenty-Three point Two Eight Crore only) by way of offer, allot, and issue upto 2,25,00,000 (Two Crore Twenty-Five lacs) **Warrants** on preferential basis to Non-promoter at an issue price of Rs.10.35/- per warrants, each Warrant convertible into 1 (one) Equity Share of face value of Rs. 10/- each fully paid up at a premium of Rs. 0.35/- (Rupees Zero Point Three Five) each., aggregating to Rs. 10.35/- (Ten Point Three-Five) in accordance with the provisions of SEBI (Issue of Capital and Disclosures Requirements) Regulations, 2018, as amended. ("**Preferential Allotment**")

The information pertaining to the proposed allotment of warrants is stated below:

a. Objects of the Issue: The purpose of raising these funds is as follows:

Sr	Particular	Amount (Approx.)
1.	Meeting working capital requirements	Rs 14 crore
2.	Enhancing brand visibility	Rs 6 crore
3.	General corporate purposes	Rs 3.28 crore

b. Maximum number of specified securities to be issued: It is proposed to offer, allot and issue upto 2,25,00,000 (Two Crore Twenty-Five lacs) Equity shares to be allotted on conversion of Warrants.

c. Intent of the Promoters, Directors or Key Managerial Personnel of the Company to subscribe to the offer: None of the Promoters / Promoter Group, Directors or Key Managerial Personnel of the Company intends to subscribe to any of the warrants proposed to be issued under the aforesaid Preferential Allotment.

d. Pricing of the Issue: The issue of warrants will be at Rs. 10.35/- (Rupees Ten Point Three-Five) per warrants (including a premium of Rs. 0.35/- (Rupees Zero Point Three Five) which is calculated in accordance with the SEBI (ICDR) Regulations, 2018. Further, the warrants shall be converted into Equity shares at Rs. 10/- (Ten each) which is calculated in accordance with the SEBI (ICDR) Regulations, 2018.

e. Basis on which the price has been arrived at along with report of the registered valuer: Since the equity shares of the Company are listed and are frequently traded shares, the issue price shall be an amount not less than the minimum price determined in accordance with Regulation 164 (1) of SEBI (ICDR) Regulations, 2018, and other applicable laws. The Floor Price is Rs. 10.34/- (Ten Point Three Four) is determined as per the pricing formula prescribed under Regulation 164 of SEBI ICDR for the Preferential Issue of warrants.

ARCEE INDUSTRIES LIMITED

Regd. Off. & Works : 7th K.M. Barwala Road, Talwandi Rana, Hisar-125 001, INDIA
Ph. : 01662-276178 Mobile : 98120-20111/40111/40222 Fax : 01662-276145
E-Mail : arceeind@rediffmail.com CIN: L29120HR1992PLC031681

Valuation Report

Regulation 166A (1) of SEBI ICDR Regulation, inter alia, states “*Any preferential issue, which may result in a change in control or allotment of more than five per cent. of the post issue fully diluted share capital of the issuer, to an allottee or to allottees acting in concert, shall require a valuation report from an independent registered valuer and consider the same for determining the price*”.

The company has obtained a Valuation report dated 29th January 2026 from Mr. Nitish Chaturvedi (SFA) registered with IBBI having Registration Number IBBI/RV/03/2020/12916, Independent Registered valuer having office at 94, Bheesm Kunj, Gaja Paisa, City Post, Mathura, Uttar Pradesh 281001, Email id: chaturvedinitish@gmail.com and Contact No. +919997354674.

As per the said report, the floor price is Rs. 10.34/- (Ten Point Three Four). The valuation report is available at Company website link <https://arceeindustries.in/>

Hence, based on the above, the Board of the Directors of the Company has decided the issue price of warrants preferential basis shall be at Rs. 10.35/- (Ten Point Three Five) each.

- f. Relevant Date** : The ‘Relevant Date’ for the purpose of determining the issue price is January 22, 2026, being the date which is 30 (Thirty) days prior to the date on which the meeting of shareholders is to be held to consider the proposed issue.
- g. Proposed time within which allotment shall be completed**: As required under the SEBI (ICDR) Regulations, 2018, the Company shall complete the allotment of warrants on or before the expiry of 15 days from the date of passing of this resolution by the shareholders granting consent for issue, provided that in case the allotment is pending on account of pendency of any approval for such allotment by any regulatory authority or the central government, then the allotment shall be completed within 15 days from the date of receipt of such approval.
- h. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and / or who ultimately control the proposed allottees** : The names of the proposed allottees and the identity of the natural persons who are the ultimate beneficial owners of the warrants proposed to be allotted :-

Sr. No	Name of the Proposed Allottees	Category	Ultimate beneficial owners
1.	SD Investments	Non-Promoter	Deepak Gupta
2.	NDA Securities Limited - Prop	Non-Promoter	Gaurav Jindal
3.	BCL Enterprises Limited	Non-Promoter	Jitesh Sharma
4.	Vivek Garg HUF	Non-Promoter	Vivek Garg



ARCEE INDUSTRIES LIMITED

Regd. Off. & Works : 7th K.M. Barwala Road, Talwandi Rana, Hisar-125 001, INDIA
Ph. : 01662-276178 Mobile : 98120-20111/40111/40222 Fax : 01662-276145
E-Mail : arceeind@rediffmail.com CIN: L29120HR1992PLC031681

- i. **Shareholding Pattern of the issuer before and after the issue:** The shareholding pattern of the Company before and after considering all the preferential allotment under this Notice is provided in an **Annexure 1** forming part of this Notice.
- j. **Changes in control, if any, in the Company consequent to the issue:** There shall be no change in the management or control of the Company pursuant to the aforesaid issue and allotment of the warrants.
- k. **Number of persons to whom allotment has already been made during the year, in terms of Number of Securities as well as Price:** The Company has not come up with any issue of securities during the financial year 2025-26.
- l. **Justification for the allotment proposed to be made for consideration other than cash together with the Valuation Report of the Registered Valuer:** NA
- m. **Lock in restrictions:** The warrants to be issued and allotted to the proposed allottee shall be subject to lock-in as per the requirement of the provisions of the SEBI (ICDR) Regulations, 2018.
- n. **PCS Certificate:** A Certificate from M/s Chandan J & Associates, Practicing Company Secretaries, certifying that the preferential issue is being made in accordance with the requirements contained in SEBI (ICDR) Regulations, 2018 shall be placed on the website of the Company and will be available for inspection at the registered office of the company on all working days, except Saturdays, Sundays and Public Holidays, till the last date for receipt of the postal ballot forms from the shareholders. This certificate is also placed on the website of the Company at the following link.



ARCEE INDUSTRIES LIMITED

Regd. Off. & Works : 7th K.M. Barwala Road, Talwandi Rana, Hisar-125 001, INDIA

Ph. : 01662-276178 Mobile : 98120-20111/40111/40222 Fax : 01662-276145

E-Mail : arceeind@rediffmail.com CIN: L29120HR1992PLC031681

o. Percentage of Post issue Preferential Issue Capital and the current & proposed status of the allottee(s) post the preferential issues:

Sr.no	Name of the Proposed Allotees	Category / Current Status	Proposed Category	Pre-issue Shareholding Structure		No. of warrants to be allotted	Post-issue Shareholding Structure (Assuming full conversion of warrants)	
				Number	% of shares		% of shares	% of shares
1	Ajay Kumar Gupta	Non-Promoter	Non-Promoter	-	-	10,00,000	10,00,000	3.62%
2	Sourabh Gupta	Non-Promoter	Non-Promoter	-	-	5,00,000	5,00,000	1.81%
3	Mukul Gupta	Non-Promoter	Non-Promoter	-	-	5,00,000	5,00,000	1.81%
4	Abhik Gupta	Non-Promoter	Non-Promoter	-	-	5,00,000	5,00,000	1.81%
5	Virender Gupta	Non-Promoter	Non-Promoter	-	-	5,00,000	5,00,000	1.81%
6	Ram Babu Gupta	Non-Promoter	Non-Promoter	-	-	10,00,000	10,00,000	3.62%
7	Parmod Kumar Gupta	Non-Promoter	Non-Promoter	-	-	10,00,000	10,00,000	3.62%
8	Vivek Garg HUF	Non-Promoter	Non-Promoter	-	-	10,00,000	10,00,000	3.62%
9	SD Investments	Non-Promoter	Non-Promoter	-	-	10,00,000	10,00,000	3.62%
10	Usha Garg	Non-Promoter	Non-Promoter	-	-	10,00,000	10,00,000	3.62%
11	Ram Bilas Mittal	Non-Promoter	Non-Promoter	-	-	10,00,000	10,00,000	3.62%


ARCEE INDUSTRIES LIMITED

Regd. Off. & Works : 7th K.M. Barwala Road, Talwandi Rana, Hisar-125 001, INDIA

Ph. : 01662-276178 Mobile : 98120-20111/40111/40222 Fax : 01662-276145

E-Mail : arceeind@rediffmail.com CIN: L29120HR1992PLC031681

12	Anuj Gupta	Non-Promoter	Non-Promoter	-	-	20,00,000	20,00,000	7.24%
13	Amit Gupta	Non-Promoter	Non-Promoter	-	-	20,00,000	20,00,000	7.24%
14	NDA Securities Limited - Prop	Non-Promoter	Non-Promoter	-	-	20,00,000	20,00,000	7.24%
15	Mahendra Chand Singhvi	Non-Promoter	Non-Promoter	-	-	20,00,000	20,00,000	7.24%
16	BCL Enterprises Limited	Non-Promoter	Non-Promoter	-	-	20,00,000	20,00,000	7.24%
17	Radha Mittal	Non-Promoter	Non-Promoter	-	-	10,00,000	10,00,000	3.62%
18	Geeta Kaira	Non-Promoter	Non-Promoter	-	-	1,00,000	1,00,000	0.36%
19	Sneha Chandi	Non-Promoter	Non-Promoter	-	-	5,00,000	5,00,000	1.81%
20	Devesh Joshi	Non-Promoter	Non-Promoter	-	-	1,00,000	1,00,000	0.36%
21	Heeral R	Non-Promoter	Non-Promoter	-	-	1,00,000	1,00,000	0.36%
22	Urmila Kankaria	Non-Promoter	Non-Promoter	-	-	1,00,000	1,00,000	0.36%
23	Nitin	Non-Promoter	Non-Promoter	-	-	1,00,000	1,00,000	0.36%
24	Chetna Kankaria	Non-Promoter	Non-Promoter	-	-	2,00,000	2,00,000	0.72%
25	Suresh H Luniya	Non-Promoter	Non-Promoter	-	-	2,00,000	2,00,000	0.72%



ARCEE INDUSTRIES LIMITED

Regd. Off. & Works : 7th K.M. Barwala Road, Talwandi Rana, Hisar-125 001, INDIA

Ph. : 01662-276178 Mobile : 98120-20111/40111/40222 Fax : 01662-276145

E-Mail : arceeind@rediffmail.com CIN: L29120HR1992PLC031681

26	Narinder Pal Singh Badyal	Non-Promoter	Non-Promoter	-	-	1,00,000	1,00,000	0.36%
27	Mayank	Non-Promoter	Non-Promoter	-	-	1,00,000	1,00,000	0.36%
28	Prabbhat Mishra	Non-Promoter	Non-Promoter	-	-	1,00,000	1,00,000	0.36%
29	Gobind Rai Verma	Non-Promoter	Non-Promoter	-	-	5,00,000	5,00,000	1.81%
30	Ramandeep Singh	Non-Promoter	Non-Promoter	-	-	2,00,000	2,00,000	0.72%
31	Suman Devi	Non-Promoter	Non-Promoter	-	-	1,00,000	1,00,000	0.36%

2,25,00,000 **2,25,00,000**

p. Certificate from Practicing Company Secretary: A certificate from the Practicing Company Secretary of the Company, certifying that the proposed issue is being made in accordance with the extant regulations of the SEBI ICDR Regulations, 2018 shall be placed before the shareholders at the Extraordinary General Meeting of the Company. The Certificate is also available on the Company's website <https://arceeindustries.in/>

q. Undertaking to re-compute the price: Since the Equity Shares of the Company have been listed on the BSE for a period of more than 90 trading days prior to the Relevant Date, it is not required to re-compute the price per warrants to be issued and therefore, the Company is not required to submit the undertakings specified under Regulations 163(1) (g) and (h) of the SEBI ICDR Regulations.

r. Undertaking: In accordance with SEBI ICDR Regulations 2018;

- i. all the Equity Shares, if any, held by the proposed allottees in the Company are in dematerialized form only;
- ii. No person belonging to the aforesaid promoter and promoter group have sold/transferred any Equity Shares of the Company during the 90 trading days preceding the Relevant Date.
- iii. No person belonging to the aforesaid promoter group has previously subscribed to any warrants of the Company but failed to exercise them;

s. Disclosure pertaining to wilful defaulters or a fraudulent Borrower: Neither the Company nor any of its promoters or directors is willful defaulters or a fraudulent Borrower.

The Board of Directors of the Company believes that the proposed Issue is in the best interest of the Company and its Members. The Board, therefore, recommend the Special Resolution set out at item no. 3 for the approval of the members.

None of the existing Promoter / promoter group Directors and Key Managerial Personnel and their relatives has any concern or interest, financial or otherwise, in the proposed resolution.

For & On Behalf of the Board of Directors
Arcee Industries Ltd

Sd/-
Srishti
(Company Secretary & Compliance Officer)
M.No: A57983

Date: 29.01.2026
Place: Hisar, Haryana


ARCEE INDUSTRIES LIMITED

Regd. Off. & Works : 7th K.M. Barwala Road, Talwandi Rana, Hisar-125 001, INDIA
 Ph. : 01662-276178 Mobile : 98120-20111/40111/40222 Fax : 01662-276145
 E-Mail : arceeind@rediffmail.com CIN: L29120HR1992PLC031681

Annexure 1 - Pre and Post shareholding pattern

Pre and post shareholding					
Sl. No.	Category	Pre issue Shareholding		Post issue Shareholding	
		No. of Shares	%	No. of Shares	%
A	Promoter Holding				
1	Indian				
	Individual/ HUF	12,63,262	24.58	12,63,262	0.05
	Bodies Corporates				
	Any Other Specify	-	-	-	-
	Sub-Total (A1)	12,63,262	24.58	12,63,262	0.05
2	Foreign Promoters	-	-	-	-
	Sub-Total (A2)	-	-	-	-
	Total Shareholding of Promoters and Promoter group (A)=(A1)+(A2)	12,63,262	24.58	12,63,262	0.05
B	Non-Promoter Holding				
1	Institutions (Domestic)				
	Foreign Portfolio Investors	-	-	-	-
	Mutual Funds	-	-	-	-
	Total (B1)	-	-	-	-
	Institutions (Foreign)				
	Foreign Venture Capital Investors				
	Foreign Portfolio Investors		-		-
	Total (B2)	-	-	-	-
	NBFCs registered with RBI	-	-	-	-
4	Non-Institutions - KMP	-	-	-	-
	Resident Individuals holding nominal share capital up to Rs. 2 lakhs	25,41,137	49.45	25,41,137	9.19%
	Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs	12,03,516	23.42	1,97,03,516	71.29 %
	NRI	10,676	0.208	10,676	0.04%
	Bodies Corporate	1,18,034	2.297	41,18,034	14.90 %
	Any Other	2,152	0.042	2,152	0.01%
	Total Shareholding of Non-Promoters (B)=(B1)+(B2)+(B3)+(B4)	38,75,515	75.42	2,63,75,515	95.43 %
	Total (A+B)	51,38,777	100.00	2,76,38,777	100%

 **ARCEE INDUSTRIES LIMITED**

Regd. Off. & Works : 7th K.M. Barwala Road, Talwandi Rana, Hisar-125 001, INDIA

Ph. : 01662-276178 Mobile : 98120-20111/40111/40222 Fax : 01662-276145

E-Mail : arceeind@rediffmail.com CIN: L29120HR1992PLC031681

ADDITIONAL DETAILS OF DIRECTOR W.R.T. 'ITEM NO. 1 & 2 OF THE NOTICE SEEKING APPOINTMENT AT THE FORTHCOMING GENERAL MEETING OF THE COMPANY [PURSUANT TO REGULATION 36(3) OF THE SEBI (LODR) REGULATIONS, 2015 AND SS-2 ISSUED BY ICSI]

Name of Director	Sachin Dewan	Gautam Sharma
Date of Birth/Age	07/05/1979	21/03/1987
Nationality	Indian	Indian
DIN	03090690	11498923
Date of Appointment on the Board	29.01.2026	29.01.2026
Qualification	Bachelor of Commerce (B.com)	Bachelor of Arts (B.A)
Shareholding in the Company	Nil	Nil
Brief Profile	Mr. Sachin Dewan is a Bachelor of Commerce graduate from the University of Delhi with a decade of experience in the plastic and metals industry. Mr. Dewan brings strong operational leadership and industry insight.	Mr. Gautam Sharma is a Bachelor of Arts graduate from Guru Gobind Singh Indraprastha University (IP University) with over 15 years of experience in the metals industry. He has extensive exposure in overseeing end-to-end business operations, including procurement, production, sales, and administration.