ARCOTECH LTD.
Regd. Office/Works: 181, Sector-3, Industrial Growth Center Bawal-123501, Distt. Rewari, Haryana
Ph.: 01284-264160 / 61, Email : contact@arcotech.in, Website : www.arcotech.in
CIN : L34300HR1981PLC012151

30th August, 2025

BSE Ltd. Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400001 **Scrip Code: 532914**	**National Stock Exchange of India Limited** Exchange Plaza, Bandra Kurla Complex, Bandra(E), Mumbai-400051 **Symbol: ARCOTECH**

Dear Sir,

Sub: Notice of 44th Annual General Meeting, E-Voting and Cut-off Date

This is to inform you that the 44th Annual General Meeting of the Company is scheduled to be held on Thursday, 25th September, 2025 at 12:30 p.m. through Video Conference /Other Audio Visual Means facility. Copy of the Notice convening the 44th Annual General Meeting is enclosed herewith.

We would also like to inform you that Company is providing facility of remote e-voting and e-voting at the AGM through CDSL and the e-voting period begins on 22nd September 2025 at 09:00 a.m. and ends on 24th September 2025 at 05:00 p.m. Further, the Company has fixed 18th September, 2025 as the cut-off/ record date for the purpose of e-voting for ascertaining the names of the shareholders holding shares either in physical form or in dematerialized form, who will be entitled to cast their votes electronically in respect of the businesses to be transacted at the 44th Annual General Meeting of the Company. Further, the detailed instructions for e-voting, participation in the AGM through VC and e-voting have been provided in the Notice of the AGM.

This is for your kind information and records.

Yours truly,
FOR ARCOTECH LIMITED

Nidhi Jain
Digitally signed by Nidhi Jain
Date: 2025.08.30 14:36:32 +05'30'

NIDHI JAIN
COMPANY SECRETARY & COMPLIANCE OFFICER

Encl: Notice of 44th AGM of Company

NOTICE OF AGM

Notice is hereby given that the 44th Annual General Meeting of the Company will be held on Thursday, the **25th day of September, 2025 at 12:30 P.M**. through Video Conference/other Audio Visual Means (OAVM) to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Financial Statements of the Company for the year ended 31st March, 2025 including Audited Balance Sheet as at 31st March, 2025 and the Statement of Profit and Loss for the year ended and Cash Flow statement as on that date and the reports of the Board of Directors ("the Board") and Auditors thereon.
2. To appoint a Director in place of Sh. Arvind Kumar Saraf (Din: 00057323), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

ITEM NO. 3

To approve Material Related Party Transactions of the Company

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

"RESOLVED THAT pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("Listing Regulations"), the applicable provisions of the Companies Act, 2013 ("Act") read with rules made thereunder, other applicable laws / statutory provisions, if any, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Company's Policy on Materiality of Related Party Transactions and on Dealing with Related Party Transactions and basis the approval of the Audit Committee and recommendation of the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded to the Company to enter into and / or continue the related party transaction(s) /contract(s) / arrangement(s) / agreement(s) (in terms of Regulation 2(1)(zc)(i) of the Listing Regulations) as more specifically set out in the explanatory statement to this resolution on the material terms & conditions set out therein;

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include the Audit Committee of the Board and any duly constituted committee empowered to exercise its powers including powers conferred under this resolution) be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary contract(s), arrangement(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer / executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."

ITEM NO. 4

To re-appoint Mrs. Megha Bansal (DIN: 08990382) as an Independent Director for the Second term

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 ('the Act'), if any, read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], Regulation 17, 25 and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended from time to time, and the Articles of Association of the Company, as well as based on the recommendation of the Nomination and Remuneration Committee, Mrs. Megha Bansal (DIN: 08990382), who was appointed as an Independent Director of the Company for a period of five years to hold office till November 11, 2025, and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and has submitted a declaration to that effect, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for the second consecutive term, i.e. from **November 12, 2025 to November 11, 2030** (both days inclusive).

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

ITEM NO. 5

To re-appoint Mr. Rohit Agrawal (DIN: 06490313) as an Independent Director for the Second term

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 ('the Act'), if any, read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], Regulation 17, 25 and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended from time to time, and the Articles of Association of the Company, as well as based on the recommendation of the Nomination and Remuneration Committee, Mr. Rohit Agrawal (DIN: 06490313), who was appointed as an Independent Director of the Company for a period of five years to hold office till February 11, 2026, and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and has submitted a declaration to that effect, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for the second consecutive term, i.e., from **February 12, 2026 to February 11, 2031** (both days inclusive).

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

ITEM NO. 6

To appoint Secretarial Auditor for a term of 5 years

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

"RESOLVED THAT in accordance with the provisions of Section 204 and other applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or reenactment(s) thereof, for the time being in force) and basis the recommendation of the Audit Committee and Board of Directors of the Company, M/s A Upadhyaya & Associates, Practicing Company Secretary (FCS No.: 5921, C. P. No.: 4729) be and is hereby appointed as Secretarial Auditor of the Company for a term of 5 (five) consecutive financial years commencing from 2025-26 to the year 2029-30, on such fees as may be recommended by the Audit Committee and be agreed upon between the Secretarial Auditors and the Board of Directors of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

By order of the Board of Directors
For Arcotech Limited

Sd/-
(Nidhi Jain)
Company Secretary

Place: New Delhi
Date: 29th August, 2025

Registered Ofiice:
181, Sector-3, Industrial Growth Centre
Bawal, District-Rewari, Haryana-123501
Tel: 01284-464160/161, Fax: 01284-264024
CIN: *L34300HR1981PLC012151*
Email: contact@arcotech.in , investors@arcotech.in
Website: www.arcotech.in

NOTES:

1. **In view of Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has, vide its circulars numbers 14/2020 dated 8th April 2020, 17/2020 dated 13th April 2020, 20/2020 dated 5th May 2020 and 09/2024 dated 19th September 2024 (hereinafter referred to as "MCA circulars") permitted Companies to hold Annual General Meeting through Video Conference (VC)/other Audio Visual Means (OAVM) without the physical presence of the members at a common venue. In compliance with the MCA circulars, this Annual General Meeting is being held through VC/OAVM.**
2. **As per the Companies Act, 2013, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf. Since this AGM is being held through VC/OAVM as per the MCA Circulars, physical attendance of Members at a common venue has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be made available for the 44th AGM and hence the Proxy Form, Attendance Slip and route map are not annexed to this Notice.**
3. These relaxations shall be read with SEBI Master Circular dated November 11, 2024 (erstwhile July 11, 2023) read with SEBI circular number SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024.
4. In compliance with the MCA Circulars and Regulation 36(1)(a) of the Listing Regulations, Notice of the AGM along with the Annual Report for the financial year 2024-25 is being sent only through electronic mode to those members whose e-mail address is registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories. Further, in compliance with Regulation 36(1)(b) of the Listing Regulations, a letter providing the web-link, including the exact path, where Annual Report for the financial year 2024-25 is available, is being sent to those members whose e-mail address is not registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories. Members may please note that this Notice and the Annual Report 2024-25 will also be available on the Company's website at www.arcotech.in and on the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
5. The Company has facilitated the Members to participate at the AGM through the VC/OAVM facility provided by CDSL. The instructions for participation through VC by Members are given separately.
6. As per MCA circulars, Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
7. The Company has provided the facility to Members to exercise their right to vote by electronic means both through remote e-voting and e-voting during the AGM. The process of remote e-voting with the user id and password is given separately. The remote e-voting facility is in addition to e-voting that will take place at the AGM being held through VC/OAVM.
8. Members joining the Meeting through VC/OAVM who did not cast their vote by means of remote e-voting, shall be able to exercise their right to vote through e-voting at the AGM. The Members who cast their vote by remote e-voting prior to the AGM may also join the AGM through VC/OAVM but shall not be entitled to cast their vote again. A Member can opt for only single mode of voting i.e. through remote e-voting or e-voting at the AGM.
9. In accordance with the proviso to Regulation 40(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, effective from 1st April 2019, transfers of securities of the Company shall not be processed unless the securities are held in the dematerialized form with a depository. **Accordingly, members holding equity shares in physical form are urged to have their shares dematerialized so as to be able to freely transfer them and participate in corporate actions**.
10. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, with respect to the special business set out in Item No 3, 4, 5 and 6 above, are annexed hereto and forms part of notice.
11. The facility of joining the AGM through VC/OAVM will be opened 15 minutes before the scheduled start time and will remain open upto 15 minutes after the commencement of the meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be available to at least 1,000 members on a first come first-served basis. This rule would however not apply to participation of shareholders holding 2% or more shareholding, promoters, institutional investors, Directors, key and senior managerial personnel, Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
12. **ATTENDING AGM THROUGH VC/OAVM AND VOTING THROUGH ELECTRONIC MEANS:**

Remote e-voting

In compliance with Section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and other amendments thereto and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide facility of Remote E-voting to all its Members, to enable them to cast their votes on all resolutions set forth in this Notice electronically and the business mentioned in the Notice may be transacted through e-voting. Remote E-voting is optional and not mandatory. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) for providing Remote E-voting facility to all its Members. The process and manner of Remote E-voting are as under:

A. The **voting period begins on 22nd September 2025 at 9.00 am and ends on 24th September 2025 at 5.00 pm.** During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 18th September, 2025, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

B. Shareholders who have already voted prior to the meeting date would not be entitled to vote during the meeting.

C. Under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions.
Pursuant to SEBI Circular number SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020 in order to increase the participation by the public non-institutional shareholders/retail shareholders and to enhance the efficiency of the voting process, it has been decided to enable e-voting to **all the demat account holders**, **by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process. Further, 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.

D. Pursuant to aforesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for **individual shareholders holding securities in demat mode with CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with **CDSL**	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasitoken/home/login or visit www.cdslindia.com and click on Login icon and select My Easi New (Token). 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting their vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at Easi: https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration ; Easiest: https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with **NSDL**	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is 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) Alternatively, 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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. CDSL and NSDL

Login type	**Helpdesk details**
Individual Shareholders holding securities in Demat mode with **CDSL**	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com OR contact at toll free number 1800 210 9911.
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 022-4886 7000.

E. Login method for e-Voting and joining virtual meetings for **physical shareholders and shareholders other than individual who holds shares in demat form.**

(i) Log on to the e-voting website www.evotingindia.com and then Click on "Shareholders" tab.

(ii) Now enter your User ID

a. For CDSL: 16 digits beneficiary ID,

b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

(iii) Next enter the Image Verification as displayed and Click on Login.

(iv) If you are holding shares in demat form & had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(v) If you are a first time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both Demat shareholders as well as physical shareholders) • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA. • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field. - Sequence number is communicated in the Attendance Slip/ Covering Letter.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy.

Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.

(vi) After entering these details appropriately, click on "SUBMIT" tab.

(vii) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(viii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(ix) Click on the EVSN for the ARCOTECH LIMITED on which you choose to vote.

(x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xiv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xv) If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvi) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; csteam.sac@gmail.com or secretarial@arcotech.in, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

(xvii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xviii) Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

(i) The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.

(ii) Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at https://www.evotingindia.com under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
(iii) Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote again at the AGM.
(iv) Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
(v) Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
(vi) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
(vii) Shareholders may send their questions/queries in advance at least 48 working hours prior to the time fixed for meeting mentioning their name, demat account number/folio number, email id and mobile number at Company's email secretarial@arcotech.in. These queries will be replied to by the company suitably by email or will be answered during the AGM.
(viii) Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
(ix) Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
(x) If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
(xi) A Member can opt for only single mode of voting i.e. through remote e-voting or voting at the AGM. If a member cast votes by both modes i.e. e-voting at AGM and remote e-voting, voting done through remote e-voting shall prevail and vote at the AGM shall be treated as invalid.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES

(i) For Physical shareholders- please provide necessary details like 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 RTA at mdpldc@yahoo.com or to Company at secretarial@arcotech.in.
(ii) For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
(iii) For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

F. If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at hyperlink http://www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com or contact Sh. Nitin Kunder (022-23058738) or Sh. Bhavesh Pimputkar (022-23058543) or Sh. Rakesh Dalvi (022-23058542).

All grievances connected with the facility for voting by electronic means may be addressed to Sh. Rakesh Dalvi, Sr. Manager, CDSL or to Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

G. OTHER INFORMATION:

(i) The **voting period begins on 22nd September 2025 at 9.00 am and ends on 24th September 2025 at 5.00 pm.** During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 18th September, 2025, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. At the end of the voting period, the portal where votes are cast shall forthwith be blocked.
(ii) The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date (record date) of 18th September, 2025.
(iii) The Board of Director have appointed M/s. Saurabh Agrawal & Co., Company Secretaries, 403, Nirmal Tower, 26, Barakhamba Road, Connaught place, New Delhi-110001 as the Scrutinizer to scrutinize the remote e-voting and AGM e-voting process in a fair and transparent manner.
(iv) The Scrutinizer shall, after the conclusion of e-voting at the AGM, unblock the votes cast through remote e-voting and e-voting at the AGM in the presence of at least two witnesses not in the employment of the Company, and submit the consolidated scrutinizer's report of the votes cast in favor or against, if any, to the Chairman of the Meeting within 48 hours of conclusion of the meeting. The results along with the scrutinizer's report shall be placed on the website of the Company, www.arcotech.in and on

the websites of Stock Exchanges www.bseindia.com and www.nseindia.com. Subject to receipt of requisite number of votes, the Resolutions proposed in this Notice shall be deemed to have been passed on the date of the Meeting.

13. Members holding shares in physical form are requested to inform any change of address, Email -id, Bank details etc. immediately to the Company's Registrar and Share Transfer Agent, M/s. Maheshwari Datamatics Pvt Ltd, 23, R N Mukharjee Road, 5th floor, Kolkata-700001. Members holding shares in electronic form are requested to inform any change of address, email id, bank details etc. immediately to their respective depository participants. RTA can be contacted by email at mdpldc@yahoo.com

14. Members holding shares in physical form are requested to write the Company's Registrar and Share Transfer Agent, M/s. Maheshwari Datamatics Pvt Ltd to register the E-mail id (of only first/sole holder), Permanent Account No. (PAN No.) Unique Identification No. (AADHAR No.), Mother's/Father's/Husband's name, Occupation, In case Member is a minor, Name of the guardian and date of birth of the member and CIN No., in case member is a body corporate.

15. Persons who have acquired shares and become members of the Company after dispatch of Notice of AGM but before cut-off date of 18th September, 2025, may obtain their USER ID and password for e-voting from RTA of Company M/s Maheshwari Datamatics Pvt Ltd 23, R N Mukharjee Road, 5th Floor, Kolkata-700001; Email at mdpldc@yahoo.com.

16. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN with their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the RTA i.e. M/s. Maheshwari Datamatics Pvt Ltd, 23, R N Mukharjee Road,5th Floor, Kolkata-700001; Email at mdpldc@yahoo.com.

17. As per the provisions of Section 72 of the Act, the facility for making nomination is available to the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13 to the Company or the Registrar and Transfer Agent of the Company. The said form can be downloaded from the Company's website http://www.arcotech.in

18. Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses through their Depository Participants for sending the future communications by e-mail. Members holding the shares in physical form may register their e-mail addresses through the RTA, giving reference of their Folio Number.

19. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, and the relevant documents referred to in the Notice will be available, electronically, for inspection by the Members during the AGM. All documents referred to in the Notice will also be available electronically for inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an e-mail to secretarial@arcotech.in.

20. Members seeking any information with regard to the accounts or any matter to be considered at the AGM, are requested to write to the Company on or before Wednesday, September 17, 2025 by sending e-mail on secretarial@arcotech.in. The same will be replied by the Company suitably.

21. Members are already aware that the Company had appointed M/s. Maheshwari Datamatics Pvt Ltd, 23, R N Mukharjee Road,5th Floor, Kolkata-700001 as Registrar and Transfer Agents (RTA), both for electronic connectivity and Share Transfer work. Members can make correspondence with RTA for Share Transfer requests and change of address related queries at mdpldc@yahoo.com.

22. As mandated by the Securities and Exchange Board of India ("SEBI"), securities of the Company can be transferred / traded only in dematerialised form. **Members holding shares in physical form are advised to avail the facility of dematerialization.**

23. SEBI has vide Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated 17th May 2023 (previously by Circular number SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated 16th March 2023 which stands rescinded by the mentioned Master Circular) mandated furnishing of Permanent Account Number ('PAN'), KYC details viz. Contact Details (Postal Address, Mobile Number and E-mail), Bank Details, Nomination, specimen signature etc. by holders of physical securities. Any service request shall be entertained by Company's RTA only upon registration of the PAN, KYC details and the nomination. Further, as per Master Circular, in absence of the above information on or after October 1, 2023, the folio(s) shall be frozen by RTA in compliance with the aforesaid Master Circular and if the folio(s) continue to remain frozen as on December 31, 2025, the frozen folios shall be referred by RTA/ Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002. However, based on representations received from the Registrars' Association of India, feedback from investors, and to mitigate unintended challenges on account of freezing of folios and referring frozen folios to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002, SEBI vide Circular number SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated 17th November, 2023 has done away with the above mentioned requirements of freezing and referral of folios to the administering authority and thus the mentioned Master Circular stands amended to such extent. **However, Company urges the physical shareholders to update all the above-mentioned details with the Company on priority to enjoy efficient services.**

24. Members are requested to intimate/update changes, if any, in postal address, e-mail address, mobile number, PAN, nomination, bank details such as name of the bank and branch, bank account number, IFS Code etc.

- For shares held in electronic form: to their Depository Participant and changes intimated to the Depository Participant will then be automatically reflected in the Company's records which will help the Company and RTA to provide efficient and better service to the Members. NSDL has provided a facility for registration/ updation of e-mail address through the link: https://eservices.nsdl.com/kyc-attributes/#/login and opt-in/ opt-out of nomination through the link: https://eservices.nsdl.com/instademat-kyc-nomination/#/login.
- For shares held in physical form: Pursuant to SEBI circulars, members are requested to furnish PAN, postal address, email address, mobile number, specimen signature, bank account details and nomination by submitting to RTA the forms given below along with requisite supporting documents. All these forms are available on the website of Company at www.arcotech.in:

S. No.	Particulars	Form
1	Registration of PAN, postal address, e-mail address, mobile number, Bank Account Details or changes /updation thereof	ISR-1
2	Confirmation of Signature of shareholder by the Banker	ISR-2
3	Registration of Nomination	SH-13
4	Cancellation or Variation of Nomination	SH-14
5	Declaration to opt out of Nomination	ISR-3
6	Processing of various service requests	ISR-4
7	Transmission of Securities	ISR-5

25. Non-Resident Indian members are requested to inform the Company/RTA (if shareholding is in physical mode) / respective DPs (if shareholding is in demat mode), immediately of change in their residential status on return to India for permanent settlement.

26. Members may please note that the Listing Regulations mandates transfer, transmission and transposition of securities of listed companies only in demat mode. Further, SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests, viz., issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/ splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, members are requested to make service requests for issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate etc., by submitting a duly filled and signed Form ISR-4 along with requisite supporting documents to RTA as per the requirement of the aforesaid circular. The aforesaid forms can be downloaded from the Company's website at:

http://www.arcotech.in/Norms%20for%20processing%20service%20requests%20of%20Investors%20holding%20Securities%20in%20physical%20form.pdf and is also available on the website of RTA. All aforesaid documents/requests should be submitted to Company's RTA at M/s. Maheshwari Datamatics Pvt Ltd, 23, R N Mukharjee Road, 5th Floor, Kolkata-700001 or contact RTA at 033-22482248 or write at mdpldc@yahoo.com.

27. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/135 dated August 4, 2023, read with Master Circular No. SEBI/HO/ OIAE/OIAE_IAD-1/P/ CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023), has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market. Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal at https://smartodr.in/login.

28. Pursuant to the prohibition imposed vide Secretarial Standard on General Meeting (SS-2) issued by the ICSI and the MCA Circular, no gifts/ coupons shall be distributed at the meeting.

29. The Company is registered with the following depositaries for dematerialization of its Equity Shares:

i) National Securities Depository Ltd. (NSDL) at Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel (West), Mumbai – 400013.

ii) Company has designated Central Depository Services (India) Ltd (CDSL) as a Designated Depository, situated at Marathon Futurex, A-Wing, 25th floor, NM Joshi Marg, Lower Parel, Mumbai 400013.

30. In terms of the provisions of Section 152 of the Act, Shri Arvind Kumar Saraf, non-executive non-independent Director of the Company, retire by rotation at the Meeting. The Nomination and Remuneration Committee and the Board of Directors of the Company commend his re-appointment and the same is placed is in this notice at item number 2. His relatives, to the extent of their shareholding, if any, may be deemed to be concerned or interested, in the said resolution. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

31. Pursuant to regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the brief profile of Directors eligible for re-appointment vide this notice is given herein below:

Particulars	Sh. Arvind Kumar Saraf	Mrs. Megha Bansal	Mr. Rohit Agrawal
Director Identification Number (DIN)	00057323	08990382	06490313
Age	66 years	33 years	39 years
Qualifications	B.Com.	CA	FCA, LLB
Brief Resume, experience and expertise	Sh. Arvind Kumar Saraf, Promoter of the Company, have more than 40 Years of experience in manufacturing and service Industry. He gives valuable guidance to Company. He is a creative thinker and a good administrator who gives utmost importance to encourage governance and takes every possible initiative for the objectives of the Company.	She is a young Chartered Accountant with more than 7 years of experience and has experience of working with Top 4 CA Firms. She provides her valuable financial expertise to the Board. She is also the part of Audit Committee and other Committees of Board and her deep insight in the financial matters always caters beneficially for the Company. She holds the skills as required for her designation as Independent Director.	Mr. Rohit Agrawal is a Fellow Member of the Institute of Chartered Accountant of India and Commerce Graduate from Delhi University. He also holds a LLB Degree. He has got vast experience of over 12 years in the field of Finance, Accounts and audit and possesses versatile combination of skills. He holds the skills as required for his designation as Independent Director.
Terms and conditions of appointment or re-appointment	Re-appointment as non-executive non-independent Director (Chairman) on account of retirement by Rotation.	Re-appointment as Independent Director of Company for the second term of 5 years.	Re-appointment as Independent Director of Company for the second term of 5 years.
Remuneration last drawn	Nil	Nil	Nil
Remuneration sought to be paid	Nil	Nil	Nil
Date of first appointment on the Board	22nd March, 2006	12th November, 2020	12th February, 2021
Shareholding in the company including shareholding as a beneficial owner	3525097 shares	Nil	Nil
Number of Board Meetings attended during the year	FY2024-25: 100% (4 meetings held) FY2025-26 (till the date of this Notice): 100% (2 meetings held)	FY2024-25: 100% (4 meetings held) FY2025-26 (till the date of this Notice): 100% (2 meetings held)	FY2024-25: 100% (4 meetings held) FY2025-26 (till the date of this Notice): 100% (2 meetings held)
Membership of Committees of Board of the Company	Member of: • Nomination & Remuneration Committee • Stakeholders Relationship Committee • Share Transfer Committee	Chairperson of: • Nomination & Remuneration Committee • Stakeholders Relationship Committee Member of: • Audit Committee	Chairman of: • Audit Committee Member of: • Nomination & Remuneration Committee • Share Transfer Committee
Directorships, Membership/	Does not hold Directorship in any other Listed or Public	Does not hold Directorship in any other Listed or Public Limited	Does not hold Directorship in any other Listed or Public

Chairmanship of Committees of other Boards	Limited Company.	Company.	Limited Company.
Listed entities from which the person has resigned in the past three years	Not Applicable	Not Applicable	Not Applicable
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Not Applicable	Not Applicable	Not Applicable

ANNEXURE TO NOTICE
EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 3
To approve Material Related Party Transactions of the Company

The Company is engaged in the business of non-ferrous metals. However, there has been no commercial operation in the Company during this Financial Year and Company's revenue stood Nil. In furtherance of its general corporate purposes the Company has entered into / will enter into transactions / contract(s) / agreement(s) / arrangement(s) with related parties in terms of Regulation 2(1)(zc)(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"). All related party transactions of the Company are at arm's length and in the ordinary course of business.

Further, all related party transactions are undertaken after obtaining prior approval of the Audit Committee. All related party transactions have been unanimously approved by the Audit Committee after satisfying itself that the related party transactions are at arm's length and in the ordinary course of business. The Audit Committee of the Company reviews on a quarterly basis, the details of all related party transactions entered into by the Company, pursuant to its approvals.

In accordance with Regulation 23 of the Listing Regulations, approval of the shareholders is required for (a) related party transactions which in a financial year, exceed the lower of (i) Rs. 1,000 crores; and (ii) 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company; and (b) any subsequent material modifications thereto as defined by the Audit Committee of the Company.

The material related party transactions for which the approval of the shareholders is being sought are as follows:
(a) Receiving of financial support by way of loans/ advances from Promoter Director and other Promoter Group entities/ related parties. In addition to the transactions set out in the Tables below, approval of the shareholders is also being sought for any other transactions between the parties for transfer of resources, services and obligations in the ordinary course of business, on arm's length basis and in compliance with applicable laws, as approved by the Audit Committee.

Sh. A K Saraf, Director of the Company, who is also Director on the board of some of the below mentioned entities; Sh. Rishabh Saraf & Smt. Renu Saraf (relatives of Sh. A K Saraf), who is Director/ proposed Director on the board of lending entities; and relatives of these Directors, to the extent of their shareholding, if any, may be deemed to be concerned or interested, in the said transactions.
Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the said transactions.
Pursuant to Regulation 23 of the Listing Regulations, members may also note that no related party of the Company shall vote to approve the Ordinary Resolution set out at Item No. 3 whether the entity is a related party to the particular transaction or not.

The details of transactions as required under Regulation 23(4) of the Listing Regulations read with Section III-B of the SEBI Master Circular bearing reference no. SEBI/HO/ CFD/ PoD2/CIR/P/0155 dated November 11, 2024 ("SEBI Master Circular") are set forth below:

Name of related party	Relationship with listed entity	Value of Transaction	Type & Terms of Transaction
Advanced Metrics Limited	Enterprise significantly influenced by Directors or their relatives	Upto 27 crores	Type and nature: Availing financial assistance by way of receiving unsecured loans/ advances. Tenure of loans: upto 5 years Interest rate: to be charged in compliance with the provisions of Companies Act, 2013 Nature: Unsecured Purpose of utilization: General corporate purposes Percentage of turnover of listed entity: NA Details of proposed RPTs relating to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary: NA Justification as to why the RPT is in the interest of the listed entity: Company is taking financial assistance for continuation of its regular business expenses, recurring financial obligations and supporting the rehabilitation plan. Details of the valuation report or external party report (if any) enclosed with the Notice: NA Any other information that may be relevant: All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013.
Arvind Kumar Saraf	Director	Upto 5.70 crores	
Arco Infoway Pvt Ltd Arco IT Solutions Pvt Ltd Arcotech Info Pvt Ltd Sarathi Infrastructure Pvt Ltd Sidnath Distributors Pvt Ltd Cloast Trade & Services Pvt Ltd Sidhivinayak Stockist & Traders Pvt Ltd	Promoter Group Entities	Upto 10 Lakhs Upto 10 Lakhs Upto 4 crores Upto 10 Lakhs Upto 15 crores Upto 1.5 crores Upto 1.5 crores	
Mr. Arvind Dadheech Ms. Nidhi Jain Ms. Megha Bansal Mr. Rohit Agrawal	CFO/KMP CS/KMP Independent Director Independent Director	Upto 9 lakhs Upto 18 lakhs Upto 3.9 lakhs Upto 3.9 lakhs	Payment of remuneration and sitting fees to the key managerial personnel and directors falling outside the materiality threshold as defined under Regulation 23.

Yours Directors' recommends Ordinary Resolution set out at Item No. 3 for approval by the members.

ITEM NO.4
To re-appoint Mrs. Megha Bansal (DIN: 08990382) as an Independent Director for the Second term of 5 years:

Mrs. Megha Bansal (DIN: 08990382) was appointed as an Independent Director of the Company pursuant to Section 149 of the Act, read with the Companies (Appointment and Qualification of Directors) Rules, 2014 ("the Appointment Rules") at the 39th Annual General Meeting of the Company for a period of five years, i.e., from November 12, 2020 to November 11, 2025.

Pursuant to the performance evaluation of Mrs. Megha Bansal and considering that her continued association as a Member of the Board would be beneficial to the Company, based on recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, subject to approval of the Members, had re-appointed Mrs. Bansal as an Independent Director, not liable to retire by rotation, for the second consecutive term of 5 years, for a period from November 12, 2025 to November 11, 2030 (both days inclusive). The Company has in terms of Section 160(1) of the Act, received in writing notice from a Member, proposing her candidature for the office of Director. The profile and specific areas of expertise of Mrs. Bansal are provided in notes.

Mrs. Bansal has given her declaration to the Board, inter alia, confirming that (i) she meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), (ii) is not restrained from acting as a Director by virtue of any Order passed by SEBI or any such authority (iii) is eligible to be appointed as a Director in terms of Section 164 of the Act and (iv) is not aware of any circumstance or situation which exists or may be reasonably anticipated, that could impair or impact her ability to discharge her duties with an objective independent judgment and without any external influence. She has also given her consent in writing to act as a Director in Form DIR-2.

In the opinion of the Board, Mrs. Bansal is a person of integrity, possesses relevant expertise / experience and fulfills the conditions specified in the Act and the SEBI Listing Regulations for appointment as an Independent Director and she is independent of the management. The Board considers that the continued association of Mrs. Bansal would be of immense benefits to the Company and is desirable to continue availing her services as an Independent Director. Accordingly, the Board recommends the re-appointment of Mrs. Bansal as an Independent Director as set out at Item No. 4 of the accompanying Notice for approval by the Members.

Electronic copy of the terms and conditions of appointment of the Independent Directors is available on the website of the Company at http://www.arcotech.in/New14/TermsandConditions.pdf.

Except for Mrs. Bansal and/or her relatives, no other Director, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said Resolution.
Yours Directors' recommends Special Resolution set out at Item No. 4 for approval by the members.

ITEM NO. 5
To re-appoint Mr. Rohit Agrawal (DIN: 06490313) as an Independent Director for the Second term of 5 years:

Mr. Rohit Agrawal (DIN: 06490313) was appointed as an Independent Director of the Company pursuant to Section 149 of the Act, read with the Companies (Appointment and Qualification of Directors) Rules, 2014 ("the Appointment Rules") at the 40th Annual General Meeting of the Company for a period of five years, i.e., from February 12, 2021 to February 11, 2026.

Pursuant to the performance evaluation of Mr. Rohit Agrawal and considering that his continued association as a Member of the Board would be beneficial to the Company, based on recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, subject to approval of the Members, had re-appointed Mr. Agrawal as an Independent Director, not liable to retire by rotation, for the second consecutive term of 5 years, for a period from February 12, 2026 to February 11, 2031 (both days inclusive). The Company has in terms of Section 160(1) of the Act, received in writing notice from a Member, proposing his candidature for the office of Director. The profile and specific areas of expertise of Mr. Agrawal are provided in notes.

Mr. Agrawal has given his declaration to the Board, inter alia, confirming that (i) he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), (ii) is not restrained from acting as a Director by virtue of any Order passed by SEBI or any such authority (iii) is eligible to be appointed as a Director in terms of Section 164 of the Act and (iv) is not aware of any circumstance or situation which exists or may be reasonably anticipated, that could impair or impact his ability to discharge his duties with an objective independent judgment and without any external influence. He has also given his consent in writing to act as a Director in Form DIR-2.

In the opinion of the Board, Mr. Agrawal is a person of integrity, possesses relevant expertise / experience and fulfills the conditions specified in the Act and the SEBI Listing Regulations for appointment as an Independent Director and he is independent of the management. The Board considers that the continued association of Mr. Agrawal would be of immense benefits to the Company and is desirable to continue availing his services as an Independent Director. Accordingly, the Board recommends the re-appointment of Mr. Agrawal as an Independent Director as set out at Item No. 5 of the accompanying Notice for approval by the Members.

Electronic copy of the terms and conditions of appointment of the Independent Directors is available on the website of the Company at http://www.arcotech.in/New14/TermsandConditions.pdf.

Except for Mr. Agrawal and/or his relatives, no other Director, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said Resolution.
Your Directors' recommends Special Resolution set out at Item No. 5 for approval by the members.

ITEM NO.6
To appoint Secretarial Auditor of the Company:

Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") requires every listed entity to appoint a peer reviewed Company Secretary or a Firm of Company Secretary(ies) as a Secretarial Auditor of the Company for a term of 5 consecutive years on the basis of recommendation of the Board of Directors.

The Board of Directors, at its meeting held on 04th June, 2025 has, considering the experience and expertise and on the recommendation of the Audit Committee, recommended to the members, appointment of M/s A Upadhyaya & Associates, Practicing Company Secretary (FCS No.: 5921, C. P. No.: 4729), as Secretarial Auditor of the Company for a term of 5 (five) consecutive financial years commencing from the financial year 2025-26 to the financial year 2029-30, on such fees as may be recommended by the Audit Committee and be agreed upon between the Secretarial Auditors and the Board of Directors of the Company.

M/s A Upadhyaya & Associates, Company Secretaries is a proprietary firm based in New Delhi, having a rich experience of more than 20 years in the field of corporate and securities laws. They have handled various secretarial assignments for renowned clients in their vast career. They have consented to their appointment as Secretarial Auditor, if appointed, and has confirmed that they have subjected themself to peer review process of the ICSI and holds a valid certificate of peer review issued by the ICSI. Further, they have confirmed that they are eligible for appointment as the Secretarial Auditor and has not incurred any disqualification specified by the Securities and Exchange Board of India.

The proposed fees to be paid to the Secretarial Auditor for the financial year 2025-26 is Rs. 60,000/- plus applicable taxes and out of pocket expenses, if any. The remuneration for the subsequent years of his term shall be fixed by the Board of Directors based on the recommendation of the Audit Committee of the Company.

In accordance with the provisions of Regulation 24A of the Listing Regulations, the appointment of Secretarial Auditor is required to be approved by the members of the Company. Accordingly, approval of the members is sought by passing the Ordinary Resolution as set out at Item No. 6 of this Notice.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

Yours Directors' recommends Ordinary resolution set out at Item No. 6 for approval by the members.

By Order of the Board of Directors
For Arcotech Limited

Sd/-
(Nidhi Jain)
Company Secretary

Place: New Delhi
Date: 29th August, 2025