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 : L34300HR1981PLCO12151

7th September, 2026

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 45th Annual General Meeting, E-Voting and Cut-off Date

This is to inform you that the 45th Annual General Meeting of the Company is scheduled to be held on Tuesday, 29th September, 2026 at 10:00 a.m. through Video Conference /Other Audio Visual Means facility. Copy of the Notice convening the 45th 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 26th September 2026 at 09:00 a.m. and ends on 28th September 2026 at 05:00 p.m. Further, the Company has fixed 22nd September, 2026 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 45th 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: 2026.09.07 19:12:30 +05'30'

NIDHI JAIN
COMPANY SECRETARY & COMPLIANCE OFFICER

Encl: Notice of 45th AGM of Company

NOTICE OF AGM

Notice is hereby given that the 45th Annual General Meeting of the Company will be held on **Tuesday, the 29th day of September, 2026 at 10:00 A.M**. through Video Conference/other Audio Visual Means (OAVM) to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Financial Statement of the Company for the financial year ended 31st March, 2026 including Audited Balance Sheet as at 31st March, 2026 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. Radhanath Pattanayak (Din-01189370), who retires by rotation and being eligible, offers himself for re-appointment.

3. To appoint Statutory Auditors of Company and fix their remuneration and if thought fit, to pass, with or without modifications, the following resolution as an Ordinary Resolution:

   "RESOLVED THAT pursuant to provision of Sections 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 including any statutory modification(s) or re-enactment thereof, for the time being in force and subject to all the applicable laws and regulations, including but not limited to the Listing Agreements entered with Stock Exchanges where the Company is listed and pursuant to the recommendations of the Audit Committee and Board of Directors of the Company, M/s. Agarwal U R S & CO., (Firm Registration No.: 013910C), Chartered Accountants, be and are hereby appointed as Statutory Auditors of the Company for a term of 5 (five) consecutive years, to hold office from the conclusion of this Annual General Meeting till the conclusion of 50th Annual General Meeting to be held in the year 2031 and that the Board of Directors of the Company, be and are hereby authorized to fix such remuneration including out- of-pocket expenses (collectively "Auditors Remuneration") as may be recommended by the Audit Committee and be agreed upon between the Statutory Auditors and the Board of Directors of the Company and that such Auditor's Remuneration may be paid in one or more installments."

SPECIAL BUSINESS

ITEM NO. 4

To increase the Authorized Equity Share Capital and consequent alteration of the capital clause of the Memorandum of Association of the Company:

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 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013, and rules made thereunder (including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force) and in accordance with the Articles of Association of the Company, and subject to such approvals, consents and permissions as may be required and based on the recommendations of the Board of the Directors of the Company, the consent of the Members of the Company be and is hereby accorded to increase the Authorised Equity Share Capital of the Company from ₹21,00,00,000/- (Rupees Twenty-One Crores only) comprising 10,50,00,000 (Ten Crores Fifty Lakhs) Equity Shares of face value of ₹2/- (Rupees Two only) each to ₹1,36,00,00,000/- (Rupees One Hundred and Thirty-Six Crores only) comprising 68,00,00,000 (Sixty-Eight Crores) Equity Shares of face value of ₹2/- (Rupees Two only) each, by creation of additional 57,50,00,000 (Fifty-Seven Crores Fifty Lakhs) Equity Shares of face value of ₹2/- (Rupees Two only) each.

RESOLVED FURTHER THAT consequent upon the aforesaid increase in the Authorised Equity Share Capital of the Company, Clause V of the Memorandum of Association of the Company be and is hereby substituted with the following:

V. The Authorised Share capital of the Company is ₹1,71,00,00,000/- (Rupees One Hundred and Seventy-One Crores only), divided into:
a. 68,00,00,000 (Sixty-Eight Crores) Equity Shares of the face value of ₹2/- (Rupees Two only) each; and
*b. 35,00,000 (Thirty-Five Lakhs) Preference Shares of the face value of ₹ 100/- each.**
*(*reclassification of preference shares as per Agenda item 5)*

RESOLVED FURTHER THAT the any Director(s) of the Company be and is/are hereby severally/jointly authorised to make necessary disclosures/intimations to the stock exchanges, file all necessary forms, returns and documents with the concerned Registrar of Companies and such other statutory, regulatory or governmental authorities as may be required and to do all such acts, deeds, matters and things and to execute or authorize any person to execute all such documents, instruments and writings as may be considered necessary, relevant, usual, customary, proper and/or expedient for giving effect to this resolution."

ITEM NO. 5

To Reclassify Non-convertible, Non-cumulative Redeemable Preference Share Capital of the Company to Preference Share Capital and consequential amendment of the Capital Clause of the Memorandum of Association of the Company:

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 13, 48, 55, 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force), and in accordance with the Articles of Association of the Company, and based on the recommendations of the Board of the Directors of the Company, the consent of the Members of the Company be and is hereby accorded to reclassify the Authorised Non-Convertible, Non-Cumulative Redeemable Preference Shares (NCRPS) Share Capital of the Company of ₹ 35,00,00,000/- (Rupees Thirty Five Crores only), comprising 35,00,000 (Thirty Five Lakhs) NCRPS of the face value of ₹ 100/- each, to Preference shares of ₹ 35,00,00,000/- (Rupees Thirty Five Crores only), divided into 35,00,000 (Thirty Five Lakhs) preference shares of the face value of ₹ 100/- each.

RESOLVED FURTHER THAT the aforesaid variation/reclassification shall not result in any change in the number, face value or aggregate amount of the existing Authorised Preference Share Capital of the Company, which shall continue to comprise 35,00,000 (Thirty-Five Lakhs) existing Preference Shares of the face value of ₹100/- (Rupees One Hundred only) each, aggregating to ₹35,00,00,000/- (Rupees Thirty-Five Crores only).

RESOLVED FURTHER THAT Consequent upon the aforesaid reclassification and the increase in the Authorised Equity Share Capital of the Company pursuant to Item No. 5, Clause V of the Memorandum of Association of the Company be and is hereby substituted with the following:

V. The Authorised Share capital of the Company is ₹1,71,00,00,000/- (Rupees One Hundred and Seventy-One Crores only), divided into:
a. 68,00,00,000 (Sixty-Eight Crores) Equity Shares of the face value of ₹2/- (Rupees Two only) each; and
*b. 35,00,000 (Thirty-Five Lakhs) Preference Shares of the face value of ₹ 100/- each.**

RESOLVED FURTHER THAT the any Director(s) of the Company be and is/are hereby severally/jointly authorised to make necessary disclosures/intimations to the stock exchanges, file all necessary forms, returns and documents with the concerned Registrar of Companies and such other statutory, regulatory or governmental authorities as may be required and to do all such acts, deeds, matters and things and to execute or authorize any person to execute all such documents, instruments and writings as may be considered necessary, relevant, usual, customary, proper and/or expedient for giving effect to this resolution."

ITEM NO. 6

To approve Issuance of Non - Convertible Debentures ("NCDs) on a Private Placement basis to identified persons

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 23(1)(b), 42, 71, 179, 180 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder, including the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, and the rules, regulations and directions issued thereunder, if applicable, and pursuant to the provisions of Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions as may be necessary from governmental, regulatory or statutory authorities, and as recommended by the Board of Directors of the Company, the consent of the members be and is hereby accorded to create, offer, issue and allot up to 1,150 (One Thousand One Hundred and Fifty) unrated, unlisted, senior, secured, redeemable, non-convertible Debentures ("NCDs") of the face value of ₹10,00,000 (Rupees Ten-Lakh only) each aggregating up to ₹115,00,00,000 (Rupees One Hundred and Fifteen Crores only), on a private placement basis to the identified person(s)/proposed allottee(s) as may be determined by the Board, in one or more tranches/series, on such terms and conditions as may be determined by the Board, including the tenure, redemption terms, security, coupon, issue price, utilisation of proceeds and other terms and conditions relating to the issue, subject to applicable laws and approvals.

RESOLVED FURTHER THAT the NCDs shall be issued at an issue price of ₹10,00,000 per NCD, being the face value/issue price determined in accordance with the applicable provisions of the Act and the rules made thereunder and such other applicable laws and regulations.

RESOLVED FURTHER THAT the Board, which term shall be deemed to include any Committee constituted or authorized by the Board, be and is hereby authorised to determine and finalise, from time to time, the number of NCDs, series or tranches, face value, issue price, issue size, timing, tenor, coupon/interest rate, yield, redemption terms, security, if any, utilisation of issue proceeds, identified person(s)/allottee(s), and such other terms and conditions of the issue as may be necessary or expedient, subject to the terms of this resolution and applicable laws.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board/ committees or Officers authorized by them in this regard be and are hereby authorized to do, from time to time, all such acts, deeds and things as may be deemed necessary pre and post issue, in respect of issue Non-Convertible Debentures, including but not limited to number of issues / tranches, face value, issue price / consideration, issue size, timing, amount, tenor, method of issuance, coupon / interest rate(s), yield, allotment, utilization and other terms and conditions of issue as deemed proper and most beneficial to the Company, and all matters connected with or incidental thereto and to select, appoint and finalize the remuneration of various agencies associated with the issue as they may, in their absolute discretion, deem necessary for the purpose of giving effect to this resolution.

RESOLVED FURTHER THAT any Director(s) and/or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds and things, incidental and ancillary, to give effect to the above resolution including but not limited to filing of necessary forms with any regulatory authority as may be required in this regard."

ITEM NO. 7

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) between the Company (or its successor entity) and the related parties (or their respective successor entity) 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."

By order of the Board of Directors
For Arcotech Limited

Sd/-
(Nidhi Jain)
Company Secretary & Compliance Officer
M. No.: F11814

Place: New Delhi
Date: 7th September, 2026

Registered Ofiice:
181, Sector-3, Industrial Growth Centre
Bawal, District-Rewari, Haryana-123501
Tel: 0128-4299400
CIN: *L34300HR1981PLC012151*
Email: contact@arcotech.in , investors@arcotech.in
Website: www.arcotech.in

NOTES:

1. The Ministry of Corporate Affairs ("MCA") has, vide its General Circular 03/2025 dated 22nd September, 2025 read together with circulars numbers 14/2020 dated 8th April 2020, 17/2020 dated 13th April 2020, 20/2020 dated 5th May 2020 (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 accordance with the MCA Circulars and applicable provisions of the Companies Act, 2013 ("Act") read with Rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the registered office of the Company.
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, read with the updated LODR Regulations, the facility for appointment of proxies by the Members will not be made available for the 45th AGM and hence the Proxy Form, Attendance Slip and route map are not annexed to this Notice.
3. Institutional Investors/Corporate Members: Institutional Investors /Corporate Members (i.e., other than individuals, HUFs, NRIs, etc.) who are intending to appoint their authorized representatives pursuant to Sections 112 or 113 of the Act, as the case may be, to attend the AGM and vote through e-Voting, are requested that certified copy of the Board Resolution/ Power of Attorney/Authority Letter are: • sent to the Scrutinizer by e-mail at csteam.sac@gmail.com with a copy marked to helpdesk.evoting@cdslindia. • uploaded by clicking on the "Upload Board Resolution/Authority Letter" displayed under the "e-Voting" tab in their login.
4. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company as on the cutoff date will be entitled to vote at the AGM.
5. 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 2025-26 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. The Company shall send physical copy of the Annual Report FY2025-26 to those Members who request for the same at investors@arcotech.in or to the RTA at contact@mdplcorporate.com mentioning their Folio No./DP ID and Client ID. Members may please note that this Notice and the Annual Report 2025-26 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. Members are requested to register / update their e-mail address with Company/ RTA/ DP for receiving all communication (including Annual Report) from the Company electronically.
6. 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.
7. 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.
8. 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.
9. 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.
10. Effective from 1st April 2019 read with Regulation 40(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation 2015, 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**.
11. A statement pursuant to the provisions of Section 102(1) of the Act, relating to the Special Business to be transacted at the AGM, is annexed hereto. Further, additional information as required under Listing Regulations and Circulars issued thereunder are also annexed.
12. 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.

13. 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 26th September 2026 at 9.00 am and ends on 28th September 2026 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 22nd September, 2026, 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 Master Circular bearing reference no. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026, as amended (erstwhile SEBI Circular number SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020) all "individual members holding shares of the Company in demat mode" can cast their vote, by way of a single login credential, through their demat accounts / websites of Depositories / 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/Home/EasiRegistration Easiest: https://web.cdslindia.com/myeasitoken/Home/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 held 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 of AGM notice.
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) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles on 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. If they prefer not to download a standalone app, hey can seamlessly complete voting via the mobile browser on the official CDSL eVoting Portal or through the consolidated CDSL MyEasi App.

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

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

(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 / tablets 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 latest by EOD 23rd September, 2026 mentioning their name, demat account number/folio number, email id and mobile number at Company's email investors@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. The Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time as appropriate for smooth conduct of the AGM.

(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 contact@mdplcorporate.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. Bhavesh Pimputkar (022-23058543) or Sh. Rakesh Dalvi (022-23058542).

G. OTHER INFORMATION:

(i) The **voting period begins on 26th September 2026 at 9.00 am and ends on 28th September 2026 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 22nd September, 2026, 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).

(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. The results along with the scrutinizer's report will be announced and placed on the website of the Company, www.arcotech.in and on the websites of Stock Exchanges www.bseindia.com and www.nseindia.com within two working days of conclusion of the meeting. 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.

14. Persons who have acquired shares and become members of the Company after dispatch of Notice of AGM but before cut-off date (record date) of 22nd September, 2026, 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 contact@mdplcorporate.com.

15. 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 contact@mdplcorporate.com.

16. 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

17. Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses through their Depository Participants for receiving 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.

18. 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 investors@arcotech.in.

19. 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 September 23, 2026 by sending e-mail on investors@arcotech.in. The same will be replied by the Company suitably.

20. 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 contact@mdplcorporate.com.

21. 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

22. 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.

23. 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 contact@mdplcorporate.com.

24. 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.

25. Pursuant to SEBI Circular No. HO/38/13/11(2) 2026-MIRSD-POD/I/3750/2026 dated January 30, 2026, a one-year Special Window (operational from February 05, 2026, to February 04, 2027) has been provided for the transfer and dematerialisation of physical shares where the transfer deeds were executed prior to April 01, 2019. This facility covers both fresh lodgements (with original certificates) and re-lodgements previously returned for procedural deficiencies, strictly crediting transferred shares into demat mode subject to a mandatory one-year lock-in from registration. Eligible shareholders are advised to submit the requisite documents—including original certificates, KYC details, an updated Client Master List, and a notarized Undertaking-cum-Indemnity Bond—to the Company's Registrar and Share Transfer Agent, Maheshwari Datamatics Private Limited, before the cutoff date.

26. Vide Circular HO/38/13/11(3)2025-MIRSD-POD/I/1102/2025 dated December 24, 2025 SEBI has simplified the process for issuing duplicate share certificates. The documentation requirements have been standardized as below:

- Value up to Rs. 10,000 - Undertaking on plain paper (no notarisation required)
- Value above Rs. 10,000 and up to Rs. 10 lakh Single Affidavit cum-Indemnity Bond
- Value above Rs. 10 lakh Affidavit-cum-Indemnity Bond along with FIR/Police Complaint and Newspaper Advertisement

Letter of Confirmation will not be issued with effect from April 2, 2026, and the RTA will directly credit the shares to the Member's demat account. Members must provide a Client Master List, not older than 2 months, attested by their DP.

27. 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.

28. The Company is registered with both National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd (CDSL) for dematerialization of its Equity Shares:

29. In terms of the provisions of Section 152 of the Act, Shri Radhanath Pattanayak, whole-time 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 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.

30. 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. Radhanath Pattanayak
Director Identification Number (DIN)	01189370
Age	66 years
Qualifications	B.com, MBA
Brief Resume, experience and expertise	He is associated with Company since more than 20 years and from last 19 years he is on Board of the Company. He has vast experience in matter related to Marketing of Non-Ferrous Products and Company has extremely benefitted from his rich experience. He is engaged whole time in management of Company and is continuously working towards improving the efficiency of the Company.
Terms and conditions of appointment or re-appointment	Re-appointment as whole-time Director on account of retirement by Rotation.
Remuneration last drawn	Nil
Remuneration sought to be paid	Nil
Date of first appointment on the Board	18th December, 2006
Shareholding in the company	500 shares

including shareholding as a beneficial owner	
Number of Board Meetings attended during the year	FY2025-26: 100% (5 meetings held) FY2026-27 (till the date of this Notice): 100% (2 meetings held)
Membership of Committees of Board of the Company	Member in following committees of Arcotech Ltd: • Audit Committee • Stakeholders Relationship Committee • Share Transfer Committee
Directorships, Membership/ Chairmanship of Committees of other Boards	Does not hold Directorship in any other Listed or Public Limited Company.
Listed entities from which the person has resigned in the past three years	Not Applicable
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Not Applicable

ANNEXURE TO NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND ADDITIONAL INFORMATION AS REQUIRED UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND CIRCULARS ISSUED THEREUNDER

ITEM NO. 3
Appointment of statutory auditors of company and to fix their remuneration

M/s. Amit Joshi & Associates (FRN: 004898N) were appointed as Statutory Auditors of company for their second consecutive term of 5 years at the AGM of Company held in the year 2021 and accordingly will complete their present term on conclusion of this Annual General Meeting.
The Board of Directors of the Company (“the Board”), at its meeting held on 7th September 2026 has, considering the experience and expertise and on the recommendation of the Audit Committee, proposed to the Members of the Company appointment of M/s. Agarwal U R S & CO., Chartered Accountants (Firm Registration No.: 013910C), as Statutory Auditors of the Company in place of the Retiring Auditors, for a term of 5 (five) consecutive years from the conclusion of this Annual General Meeting till the conclusion of 50th Annual General Meeting to be held in the year 2031 at such remuneration as shall be fixed by the Board of Directors of the Company.

M/s. Agarwal U R S & CO., Chartered Accountants (FRN: 013910C), established in May 2007, is a multi-disciplinary firm with over 19 years of professional standing. Headquartered in Noida (Delhi NCR) with offices in Gurugram and international presence across 6 countries, the firm comprises 10 Partners and over 50 professionals. The firm is empanelled with the NSE/BSE and the Indian Banks' Association (IBA) for forensic audits. It specializes in statutory audits, Ind AS/IFRS reporting, corporate taxation, and risk assurance across manufacturing, services, and financial sectors, serving prominent clients and major public sector banks.

Agarwal U R S & CO., Chartered Accountants have consented to their appointment as Auditors and have confirmed that if appointed, their appointment will be in accordance with Section 139 read with Section 141 of the Companies Act, 2013. They have also provided confirmation that they have subjected themselves to the peer review process of the Institute of Chartered Accountants of India (ICAI) and hold a valid certificate issued by the ‘Peer Review Board’ of the ICAI.

The remuneration for the current year and subsequent year(s) of their term shall be fixed by the Board of Directors of the Company based on the recommendation of the Audit Committee. There is no material change in the remuneration proposed to be paid to Auditors for the financial year 2026-27 and the remuneration paid to the Retiring Auditors for the financial year 2025-26 since the remuneration is going to be paid depending on the work/ operations of the Company.
None of the Directors, Key Managerial Personnel of the Company, or their relatives are concerned or interested, financially or otherwise, in the proposed resolution except to the extent of their respective shareholding in the Company. The Board commends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the Members.

ITEM NO. 4 & 5

Increase in Authorized Equity Share Capital, Reclassification of Non-convertible, Non-cumulative Redeemable Preference Share Capital of the Company to Preference Share Capital and consequential amendment of the Capital Clause of the Memorandum of Association of the company

The current Authorized Share Capital of the Company is ₹56,00,00,000/- (Rupees Fifty-Six Crores Only), comprising 10,50,00,000 (Ten Crores Fifty Lakhs) Equity Shares of face value of ₹2/- (Rupees Two Only) each aggregating to ₹21,00,00,000/- (Rupees Twenty-One Crores only) and 35,00,000 (Thirty-Five Lakhs) Non-Convertible, Non-Cumulative Redeemable Preference Shares of face value of ₹100/- (Rupees One Hundred Only) each aggregating to ₹35,00,00,000/- (Rupees Thirty-Five Crores only).

In order to facilitate future capital requirements and enabling it to undertake various corporate actions and growth opportunities, it is proposed to increase the Authorized Share Capital of the Company, from ₹21,00,00,000/- (Rupees Twenty-One Crores only) comprising 10,50,00,000 (Ten Crores Fifty Lakhs) Equity Shares of ₹2/- each to ₹1,36,00,00,000/- (Rupees One Hundred and Thirty-Six Crores only) comprising 68,00,00,000 (Sixty-Eight Crores) Equity Shares of ₹2/- each, by creation of additional 57,50,00,000 (Fifty-Seven Crores Fifty Lakhs) Equity Shares of ₹2/- each.

Accordingly, the Capital Clause of the Memorandum of Association of the Company is proposed to be altered to reflect the revised Authorised Share Capital.

It is further informed that the Company proposes to vary/alter the rights, privileges, terms and conditions attached to the existing Non-convertible, Non-cumulative Redeemable Preference Share (NCRPS) and reclassify/convert the same into Preference Shares, with a view to providing flexibility in relation to the terms and conditions governing the said Preference Shares, including for any future action in relation thereto, subject to the provisions of the Companies Act, 2013, SEBI Regulations and the rules made thereunder.

The proposed variation/reclassification of the existing NCRPS would not result in any change in the number or face value of the existing preference shares or the amount of the Authorised Share Capital of the Company. The Authorised Preference Share Capital of the Company shall continue to comprise 35,00,000 (Thirty-Five Lakhs) preference shares of the face value of ₹100/- each, aggregating to ₹35,00,00,000/- (Rupees Thirty-Five Crores only).

Consequent upon the increase of the Authorised Share Capital, it is proposed to make appropriate changes in the existing Clause V of the MOA of the Company. The draft amended MOA will be available for inspection by the Members at the Registered Office of the Company on all working days upto the date of AGM. Since the existing MOA specifically refers to the said securities as NCRPS, consequential amendments are required to be made to the relevant provisions of the MOA to reflect the revised description of the Preference Shares.

The Board at its meeting held on September 07, 2026, considered and approved the proposals for increase in the Authorised Equity Share Capital, reclassification of the Authorised Preference Share Capital and consequential alteration of the Memorandum of Association, subject to the approval of the Members of the Company.
The Articles of Association of the Company, permits the Company to alter its Authorised Share Capital. The proposed change of capital clause requires the approval of shareholders through Special Resolution pursuant to the applicable provisions of the Companies Act, 2013.

None of the Directors, Key Managerial Personnel of the Company, or their relatives are concerned or interested, financially or otherwise, in the proposed resolution except to the extent of their respective shareholding in the Company. The Board commends the Special Resolution set out at Item No. 4 & 5 of the Notice for approval by the Members.

ITEM NO. 6

Approval for Issuance of Non - Convertible Debentures (“NCDs) on a private placement basis to identified persons

The members are informed that, with a view to strengthening the Company's long-term capital base and supporting the revival of its operations, the Company proposes to raise funds by way of issue of Non-Convertible Debentures (“NCDs”) on a private placement basis to identified persons, subject to the applicable provisions of the Companies Act, 2013 (“Act”), the rules made thereunder and such other applicable laws, regulations and approvals as may be required.

The Board of Directors of the Company (“Board”), at its meeting held on September 7, 2026, considered and approved the proposal for issue of NCDs on a private placement basis and recommended the same for approval of the members of the Company.

The Company proposes to issue and allot up to 1,150 NCDs aggregating up to ₹115,00,00,000 (Rupees One Hundred and Fifteen Crores only), at a coupon rate as may be mutually decided between the debenture holder and Boad of Directors, on a private placement basis to such identified person(s)/proposed allottee(s) as may be determined by the Board, in one or more tranches/series.

The NCDs shall be redeemable on or before 4 (four) years from the date of allotment or as set out in the transaction documents, on such terms and conditions as may be determined by the Board in accordance with applicable laws.

Accordingly, consent of the Members is sought in connection with the aforesaid issue of NCDs and they are requested to authorize the Board which shall include any Committee(s) and/or any of the Director(s) or person(s) authorized by the Board to issue such NCDs during the year on private placement basis up to INR 115,00,00,000/- (Indian Rupees One Hundred and Fifteen Crores only) as stipulated above in one or more tranches.

Statement of Disclosure as required under Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, the following disclosures are made:

Sr. No.	Particulars	Response
1.	**Particulars of the offer including the date of passing the Board resolution**	Issue of 1,150 Redeemable NCDs on a private placement basis aggregating to ₹115,00,00,000 (rupees one hundred and fifteen crores only) Date of passing board resolution: September 07, 2026
2.	**Type / Nature of Instrument**	unrated, unlisted, senior, secured, redeemable, Non-Convertible Debentures
3.	**Basis or justification for the price (including the premium, if any) at which the offer or invitations is being made**	Since the issuance would be in one or more tranches, the price for each offer/issuance of non-convertible debentures will be determined and approved by the Board (including any Committees of the Board as may be authorized by the Board) based on the market conditions
4.	**Name and address of valuer who performed Valuation**	Not Applicable for NCDs, however a certificate has been obtained from Registered valuer for the purpose.
5.	**Amount which the company intends to raise by way of such securities**	115,00,00,000 (Rupees One Hundred and Fifteen Crores Only), not exceeding the borrowing limits of INR 2000 Crores
6.	**Material terms of raising such securities**	Material terms of each offer/issuance of non- convertible debenture will be determined and approved by the Board (including any Committees of the Board as may be authorized by the Board).
7.	**Principle terms of assets charged as securities**	As mutually agreed between the Company and the Debenture Holder(s) / Trustee.
8.	**Proposed time schedule**	The specific terms of each offer/issue of NCDs shall be decided from time to time, within the period of 1 (one) year from the date of the aforementioned resolution, in discussions with the respective investor(s). These disclosures will be specifically made in each private placement offer and application letter for each offer/issue.
9.	**Purpose or objects of offer**	The proceeds of the issues would be used for: (a) Repayment of existing debts of the Company (b) towards working capital requirement of the Company (c) Such other purpose as may be permitted by the Debenture Holder and stipulated in the transaction documents.

None of the Directors, Key Managerial Personnel of the Company, or their relatives are concerned or interested, financially or otherwise, in the proposed resolution. The Board commends the Special Resolution set out at Item No. 6 of the Notice for approval by the Members.

ITEM NO. 7
To approve Material Related Party Transactions of the Company

Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), inter alia, states that all Material Related Party Transactions ('RPTs') shall require prior approval of the Members by way of an Ordinary Resolution, even if such transaction(s) are in the ordinary course of business and at an arm's length pricing basis. A transaction with a Related Party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year exceeds the 10% of the annual consolidated turnover of the listed entity for turnover upto 20,000 crores.

Further, SEBI Master Circular No. SEBI/HO/CFD/PoD2/ CIR/P/0155 dated November 11, 2024, SEBI Circular no. SEBI/ HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025 and SEBI Master Circular No. HO/49/14/14(7)2025-CFDPOD2/ I/3762/2026 dated January 30, 2026 ("SEBI Circulars") prescribes the minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions (collectively referred to as 'RPT Industry Standards') formulated by the Industry Standards Forum Additionally, Regulation 2(1)(zb) of the SEBI Listing Regulations defines a related party and Regulation 2(1)(zc) of the SEBI Listing Regulations defines a related party transaction which includes a transaction involving a transfer of resources, services or obligations between a listed entity and related party.

The Company is engaged in the business of non-ferrous metals. There has been no commercial operation in the Company during this Financial Year and Company's revenue stood Nil, however Company has entered into an OTS with the lenders and have already started towards revival of business and resumption of operations. 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.

Accordingly, approval of shareholders is sought for the related party transactions tabulated below. In addition to the transactions set out in the Tables below, approval of the members is also 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; Smt. Renu Saraf (relatives of Sh. A K Saraf), who is 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/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 ("SEBI Master Circular") along with details as required under the Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions" ("RPT Industry Standards") are set forth below:

Table A:

Particulars	Details
Basic details of the related party	Advanced Metrics Pvt Ltd Incorporated in India Engaged in business of sale, purchase, processing and job work of non-ferrous metals and claim investigation services.
Relationship and Ownership	Enterprise significantly influenced by Directors or their relatives Related party is a private limited company Shareholding of listed company in related party and vice-versa is Nil.

Details of Previous Transactions	Transactions during previous year and upto the current quarter is Nil Defaults in transaction: NA
Amount of Proposed Transaction(s)	Sale/ Purchase of goods and/ or materials upto the value of Rs. 500 crores. Material RPT: Yes Percentage as turnover of listed entity: NA Key financials of related party: Turnover: 9.92 cr; PAT: 2.96 cr
Basic Details of the Proposed Transaction	Sale/ Purchase of goods and/ or materials upto the value of Rs. 500 crores. Tenure: 5 years Omnibus approval: yes Value of proposed transaction during a year: 500 crores Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity: since the Company is going to restart its operation, company is going to take support of related/ associates Company for procuring raw material/ selling the products of Company. None of the Directors/ KMP are shareholder of Director of related party: Mrs. Renu Saraf, wife of Mr. A K Saraf is a Director and Shareholder of related party. External party report, if any: NA Other information: All relevant information forms a part of this disclosure setting out requisite facts.
Information for Sale / Purchase / Supply of Goods or Services / Trade Advances	Bidding process for choosing related party: NA Basis for price determination: as per market price Amount, tenure of trade advances, if any: NA

Table B:

Basic details of the related party:		
Name	Advanced Metrics Pvt Ltd Incorporated in India Engaged in business of	Arvind Kumar Saraf
Country of Incorporation	India	
Business	sale, purchase, processing and job work of non-ferrous metals and claim investigation services	Promoter Director of Company
Relationship and Ownership:		
Relationship:	Enterprise significantly influenced by Directors or their relatives	Promoter Director of Company
Constitution of party	Private Listed Company	Individual
Shareholding in listed entity	Nil	3.36%
Shareholding of listed entity	Nil	NA
Details of Previous Transactions with related party		
Transaction during PY	7.65 crores	5.69 crores
Defaults in transaction:	NA	NA
Amount of Proposed Transaction(s)		
Amount proposed	75 crores	15 crores
Material RPT	Yes	Yes
Value as % of Turnover	NA	NA
Key financials of related party:	Turnover: 9.92 cr PAT: 2.96 cr	
Basic Details of the Proposed Transaction		
Specific type of the proposed transaction	Availing financial assistance by way of receiving unsecured loans/ advances	

Details of each type of the proposed transaction	Same as above	
Tenure	upto 5 years	
Omnibus approval	Yes	
Value of proposed transaction during a year	75 crores	15 crores
Justification as to why the RPTs proposed to be entered into are 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 revival plan.	
Interest of promoter(s)/ director(s) / key managerial personnel	Sh. A K Saraf, Director of the Company, who is also Director on the board of some of the mentioned entities; Smt. Renu Saraf (relatives of Sh. A K Saraf), who is 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.	
External party report	NA	
Other information relevant	NA	
relating to borrowings by the listed entity		
Material covenants of the proposed transaction	As mentioned above	
Interest and cost	Nil cost of borrowings	
Maturity date and repayment	Repayable on demand	
Secured/ unsecured	Unsecured	
Purpose of utilization	General corporate purpose and to bear expenses related to revival of company	
Disclosures of materiality		
Debt to Equity Ratio	As per audited financial statement	

Table C:

Remuneration and sitting fees to Directors and KMPs			
Mr. Arvind Dadheech	CFO/KMP	Upto 10 lakhs	Payment of remuneration and sitting fees to the key managerial personnel and directors falling outside the materiality threshold as defined under Regulation 23.
Ms. Nidhi Jain	CS/KMP	Upto 20 lakhs	
Ms. Megha Bansal	Independent Director	Upto 5.0 lakhs	
Mr. Rohit Agrawal	Independent Director	Upto 5.0 lakhs	

Yours Directors' recommends Ordinary Resolution set out at Item No. 7 for approval by the members.

By Order of the Board of Directors
For Arcotech Limited

Sd/-
(Nidhi Jain)
Company Secretary & Compliance Officer
M. No.: F11814

Place: New Delhi
Date: 7th September, 2026