ACI Infocom Limited

Office No. 512, 5th Floor, Hubtown Solaris, N.S. Phadke Road, Saiwadi, Near Flyover Bridge, Andheri East, Mumbai – 400069, Maharashtra, India
CIN: L72200MH1982PLC175476 | Website : www.acirealty.co.in
Email : compliance@acirealty.co.in | M. No. : 75038 54646

To,

BSE Limited
Listing Department
Floor 25, P J Towers, Dalal Street,
Mumbai- 400 001

Scrip Code: 517356

Subject : Notice calling the Extra-Ordinary General Meeting scheduled to be held on Wednesday, September 09, 2026.

Dear Sir/ Madam,

Pursuant to Regulations 30 read with Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulation") we are enclosing the Notice of Extra-Ordinary General Meeting ("EGM") along with the Explanatory Statement of the Company scheduled to be held on ***Wednesday, September 09, 2026, at 2:00 PM***.

Further, in terms of the Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the Listing Regulations, and in terms of Circulars issued by SEBI, the Company has fixed *Wednesday, September 02, 2026* as the cut-off date to determine the eligibility of the members to cast their vote by remote e-Voting. The remote e-voting period shall commence from Sunday, September 06, 2026, at 09:00 AM and will end on Tuesday, September 08, 2026, at 05:00 PM.

The attached Notice of EGM along with the Explanatory Statement is available on the Company's website http://www.acirealty.co.in/.

This is for your information and records.

For ACI Infocom Limited

NIDHI PRADEEP DHANUKA
Digitally signed by NIDHI PRADEEP DHANUKA
Date: 2026.08.17 21:33:51 +05'30'

Nidhi Pradeep Dhanuka
Director
DIN: 00326545

Place : Mumbai
Date: August 17, 2026

ACI Infocom Limited

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Notice of Extra-Ordinary General Meeting

Notice is hereby given that the Extra-Ordinary General Meeting ('**EGM**') of the Members of **ACI Infocom Limited** ("**Company**") will be held on ***Wednesday, September 09, 2026, at 2:00 PM*** through VC/OAVM, to transact the businesses as mentioned below:

The proceedings of the EGM shall be deemed to be conducted at the Registered Office of the Company at Office No. 512, 5th Floor, Hubtown Solaris, N.S. Phadke Road, Saiwadi, Near Flyover Bridge, Andheri East, Mumbai, Maharashtra, India – 400069, which shall be the deemed venue of the EGM.

SPECIAL BUSINESS:

Item No. 1. Alteration of Objects of the Company along with adoption of new set of Memorandum of Association of the Company in accordance with Companies Act, 2013.

*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 4, 13 and other applicable provisions of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and subject to the approval of the Registrar of Companies and such other approvals as may be necessary, the consent of the Members of the Company be and is hereby accorded for ***adoption of a new set of Memorandum of Association (MOA)*** of the Company, aligned with the format prescribed under the Companies Act, 2013, in substitution of and to the complete exclusion of the existing Memorandum of Association.

RESOLVED FURTHER THAT pursuant to the provisions of Section 13 and other applicable provisions of the Companies Act, 2013, read with the Companies (Incorporation) Rules, 2014, and subject to approval as may be required, ***the Objects clause of the Company in the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause III (A) (Objects Clause)*** with the following:

"A. The objects to be pursued by the Company on its incorporation are:

1. *To carry on the business of aviation and airline services in all their branches and aspects, including establishing, operating, managing, maintaining, chartering, leasing, purchasing, selling and providing scheduled and non-scheduled air transport services for passengers, cargo, mail, freight, logistics and allied services by means of aircraft, helicopters, seaplanes and other manned or unmanned airborne vehicles, whether owned, leased, chartered or otherwise acquired, within India and abroad, for civil, commercial, governmental, defence, security or emergency services, and to own, operate and provide services using drones, unmanned aerial vehicles (UAVs), remotely piloted aircraft systems (RPAS) and other unmanned aerial platforms, subject to applicable laws and obtaining all requisite licences, permissions, approvals and regulatory authorisations from the competent authorities.*

2. *To establish, promote, operate, manage and maintain aviation academies, flying training organisations, aviation training institutes, aircraft maintenance training organisations, remote pilot training organisations, aviation skill development centres and other educational or training institutions for imparting education, training, coaching, assessment, examinations, certification wherever authorised by the competent authority, consultancy and capacity building in the fields of aviation, aeronautics, aerospace, airport operations and management, flight operations, pilot training, cabin crew training, aircraft maintenance engineering, ground handling, air traffic management, aviation safety, aviation security and other allied aviation-related disciplines.*

3. *To establish, develop, construct, acquire, lease, operate, manage and maintain airports, aerodromes, heliports, helipads, hangars, maintenance, repair and overhaul (MRO) facilities, aircraft maintenance facilities, cargo terminals, aviation parks, aviation infrastructure and allied facilities and to provide aviation consultancy, fleet management, aircraft management, aviation recruitment and placement, manpower services, aviation technology solutions, software, simulators, digital platforms, research and development, engineering support and other aviation support services within India and abroad, subject to applicable laws.*

4. *To undertake, promote, establish and carry out research, design, development, engineering, testing, validation, qualification, certification processes, prototyping, manufacturing, fabrication, assembly, integration, customization, modernization, maintenance, repair, overhaul, import, export, commercialization and supply of aircraft, helicopters, rotorcraft, drones, unmanned aerial vehicles (UAVs), remotely piloted aircraft systems (RPAS), electric vertical take-off and landing (eVTOL) aircraft, air taxis, advanced air mobility solutions, aerospace systems, avionics, propulsion systems, navigation systems, communication systems, flight control systems, simulation systems, autonomous technologies and other aviation and aerospace products and technologies, either independently or in collaboration with domestic or international entities, governments, institutions, universities, research organisations and technology partners, and to acquire, develop, register, own, license, sublicense, transfer, commercialise and otherwise deal in patents, trademarks, copyrights, know-how, technical information, software and other intellectual property rights relating thereto.*

5. *To undertake research, design, development, engineering, testing, manufacturing, fabrication, assembly, integration, modernization, maintenance, repair, overhaul, import, export, purchase, sale, distribution and commercialization of defence equipment, defence systems, military aircraft, helicopters, unmanned systems, surveillance systems, communication systems, avionics, electronic systems, sensors, propulsion systems, aerospace systems, defence technologies, simulation systems, security equipment, defence software, components, assemblies, sub-assemblies and allied products for civil, governmental, homeland security and defence applications, either independently or in collaboration with domestic or international entities, subject to applicable laws and regulatory approvals.*

6. *To design, develop, manufacture, produce, process, formulate, fabricate, assemble, integrate, import, export, purchase, sell, distribute and otherwise deal in industrial commercial explosives, bulk explosives, cartridge explosives, detonators, detonating cords, pyrotechnic devices, fuses, blasting accessories, propellants, high-energy materials, ammunition, ammunition components, ammunition filling systems, energetic materials and allied products, systems, assemblies, components and technologies for use in mining, infrastructure, construction, defence, aerospace, aviation, security and other industrial sectors, subject to applicable laws and obtaining all requisite licences, permissions, approvals and regulatory authorisations from the competent authorities.*

7. *To undertake scientific, technological and industrial research; establish laboratories, innovation centres, incubation centres, testing facilities and engineering centres; develop, design, acquire, assemble, commercialise, transfer, license, import, export, repair and maintain and otherwise exploit technologies, inventions, intellectual property rights, patents, designs, software, artificial intelligence, robotics, automation, advanced manufacturing technologies and other innovations in the fields of aviation, aerospace, defence, mobility and allied industries, independently or in collaboration with governments, research institutions, universities, start-ups, technology companies and international organisations, and also be involved in design, development, manufacture, assembly, integration, testing, repair, maintenance, modernization, supply, trading and servicing of defence equipment, defence systems, military products, weapons platforms (other than prohibited arms), ammunition, explosives, missiles and missile subsystems, unmanned systems, drones, surveillance and security systems, electronic warfare systems, communication systems, armoured and tactical vehicles, naval, aerospace and homeland security products, dual-use technologies, components, accessories and allied defence technologies, and to collaborate with Government authorities, defence establishments, public sector undertakings, private sector entities and foreign collaborators, subject to obtaining such approvals, licences and permissions as may be required under applicable laws.*

8. *To undertake, develop, establish, construct, erect, install, commission, acquire, own, lease, operate, manage, maintain, modernise, renovate, expand and otherwise deal in infrastructure projects and facilities, including residential & commercial properties, airports, aerodromes, heliports, airstrips, aviation parks, aerospace parks, defence and industrial parks, logistics parks, warehousing and cargo facilities, multimodal logistics hubs, roads, highways, bridges, tunnels, ports, terminals, transportation facilities, rail and metro infrastructure, industrial estates, manufacturing facilities, testing and research facilities, data centres, communication and digital infrastructure, power and energy infrastructure, water supply, drainage, waste management, utilities and other civil, mechanical, electrical, electronic and engineering infrastructure, and to undertake engineering, procurement and construction (EPC), design, project management, operation and maintenance (O&M), consultancy, turnkey and infrastructure development projects, whether independently or through joint ventures, consortiums, public-private partnerships (PPP), build-operate-transfer (BOT), build-own-operate-transfer (BOOT), design-build-finance-operate-transfer (DBFOT), hybrid annuity or any other permissible mode, for Central or State Governments, governmental authorities, public sector undertakings, local authorities, private entities or other persons in India or abroad, and to acquire, purchase, lease, licence or otherwise obtain land, buildings, rights of way, concessions and other rights necessary or incidental thereto, subject to applicable laws and obtaining all requisite licences, permissions, concessions, approvals and regulatory authorisations from the competent authorities.*

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution**,** the Board of Directors and/or Ms. Sarika Mehta, Company Secretary & Compliance Officer of the Company, be and are hereby severally authorized to take such steps as may be necessary and to do and perform all such acts, deeds, matters, and things and make, sign and file such applications/ forms with Registrar of Companies (ROC) and/ or any other statutory authorities as may be required and accept any alteration(s) or modification(s) as may be necessary for the purpose of giving effect to the aforesaid resolutions and for matters connected therewith or incidental thereto or to settle any question or difficulty that may arise in this regard, in such manner as they may deem fit."

Item No. 2. Approve the adoption of new set of Articles of Association in substitution and to the entire exclusion of the existing Articles 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 Section 14 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) ("Act") read with Companies (Incorporation) Rules, 2014 the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution and to the entire exclusion of the existing Articles of Association of the Company;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution**,** the Board of Directors and/or Ms. Sarika Mehta, Company Secretary & Compliance Officer of the Company, be and are hereby severally authorized to take such steps as may be necessary and to do and perform all such acts, deeds, matters, and things and make, sign and file such applications/ forms with Registrar of Companies (ROC) and/ or any other statutory authorities as may be required and accept any alteration(s) or modification(s) as may be necessary for the purpose of giving effect to the aforesaid resolutions and for matters connected therewith or incidental thereto or to settle any question or difficulty that may arise in this regard, in such manner as they may deem fit."

Item No. 3. Increase in Authorized Share Capital of the Company and Consequent Amendment in the Capital Clause of the Memorandum and Articles of Association 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 Section 13, 14, 61, 64 and all other applicable provisions, if any, of the Companies Act, 2013 ("Act") and rules made thereunder (including any statutory modification(s) or reenactment thereof for the time being in force), read with enabling provisions of Memorandum of Association and Articles of Association of the Company or any other applicable laws for the time being in force and subject to all other necessary approvals, permissions, consents and sanctions, if required, of concerned statutory, regulatory and other appropriate authorities, if any, the consent of members of the Company, be and is hereby accorded to increase the Authorized Share Capital of the Company from existing Rs.13,50,00,000/- (Rupees Thirteen Crore Fifty Lakhs only) divided into 13,50,00,000/- (Thirteen Crore Fifty Lakhs) Equity Shares of Re.1/- (Rupees one Only) each to Rs.50,00,00,000/- (Rupees Fifty Crore Only), divided into 50,00,00,000 (Fifty Crore Only) Equity Shares of Re.1/- (Rupees one Only) each."

"RESOLVED FURTHER THAT pursuant to the provisions of Section 13 and all other applicable provisions of the Companies Act, 2013 and the relevant rules framed thereunder, the Capital Clause (Clause 5) of the Memorandum of Association of the Company is substituted with the following Clause V:

> ***"V. The Authorized Share Capital of the Company is Rs.50,00,00,000/- (Rupees Fifty Crore Only), divided into 50,00,00,000 (Fifty Crore Only) Equity Shares of Re.1/- (Rupees one Only) each."***

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors and/or Ms. Sarika Mehta, Company Secretary & Compliance Officer of the Company, be and are hereby severally authorized to take such steps as may be necessary and to do and perform all such acts, deeds, matters, and things and make, sign and file such applications/ forms with Registrar of Companies (ROC) and/ or any other statutory authorities as may be required and accept any alteration(s) or modification(s) as may be necessary for the purpose of giving effect to the aforesaid resolutions and for matters connected therewith or incidental thereto or to settle any question or difficulty that may arise in this regard, in such manner as they may deem fit."

Item No. 4. Issuance of up to 3,20,00,000 Equity Shares to the persons/ entities belonging to the proposed "Promoter & Promoter Group" category on preferential basis.

*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 42, 62(l)(c) and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the "Companies Act") read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended and other relevant rules made there under (including any statutory modification(s) thereto or re-enactment thereof for the time being in force), enabling provisions in Memorandum and Articles of

Association of the Company, provisions of the uniform listing agreements entered into by the Company with BSE Limited, where the shares of the Company are listed ("**Stock Exchange**"), and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India ("**SEBI**"), as amended including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended **("SEBI ICDR Regulations")**, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended **("SEBI LODR Regulations")**, SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 as amended**("SEBI Takeover Regulations")** and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by the Ministry of Corporate Affairs, SEBI and / or any other competent authorities, and subject to the approvals, consents, permissions and / or sanctions, as may be required from the Government of India, SEBI, Stock Exchange(s) and any other relevant statutory, regulatory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and / or modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "**Board**" which term shall be deemed to include any Committee, which the Board has constituted or may hereafter constitute, to exercise one or more of its powers, including the powers conferred hereunder), the consent of the members of the Company be and is hereby accorded to create, issue, offer and allot up to ***3,20,00,000*** Equity Shares of face value of Re.1/- each, for Cash, aggregating up to ***Rs.4,89,60,000***/-, at an issue price of ***Rs.1.53/-*** per Equity Share on preferential basis on such further terms and conditions as may be finalized by the Board of Directors, to the below mentioned persons **("Proposed Allottee")** in the manner as follows:

S. N.	Name of the Proposed Allotee	Category	No. of Equity shares (up to)
1	Sanjay Natvarlal Mandavia	Currently: Non-Promoter Post Open Offer: Promoter & Promoter Group*	3,19,00,000
2	Rupal Sanjay Mandavia	Currently: Non-Promoter Post Open Offer: Promoter & Promoter Group*	1,00,000
		Total	**3,20,00,000**

(*) Pursuant to the proposed Preferential Issue, the proposed allottees have made an Open Offer in terms of the provisions of SEBI Takeover Regulations and they will be holding substantial stake and will acquire control and management of the Company upon completion of Open Offer formalities and will form part of the Promoter& Promoter Group of the Company. Accordingly, in compliance with Regulations 3(1) and 4 of the Takeover Regulations, the aforementioned proposed promoter has triggered the obligation to make an Open Offer and have made a Public Announcement dated Monday, August 10, 2026.

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of SEBI ICDR Regulations, the '**Relevant Date'** for the purpose of determining the minimum issue price of the Equity Shares to be allotted to the above mentioned allottee shall be **Monday, August 10, 2026**, being the working day, 30 days prior to the meeting of members of the Company scheduled to be held to consider the Preferential Issue i.e. Wednesday, September 09, 2026).

RESOLVED FURTHER THAT the aforesaid issue of Equity Shares shall be subject to the following terms and conditions:

a) The Equity shares to be issued and allotted shall be fully paid up and rank pari-passu with the existing equity shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.

b) The Equity Shares shall be allotted by the Company to the Proposed Allottee in dematerialized form within a period of 15 (Fifteen) days from the date of receipt of Members' approval, provided that, where the issue and allotment of the said Equity Shares is pending on account of pendency of approval of any Regulatory Authority, the issue and allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals.

c) The price determined above shall be subject to appropriate adjustments as permitted under the rules, regulations, and laws, as applicable from time to time.

d) The entire pre-preferential equity shareholding of the Proposed Allottee, if any, shall be subject to lock-in as per Regulation 167(6) of the SEBI (ICDR) Regulations.

e) The Equity Shares to be allotted shall be subject to locked-in for such period as specified in the provisions of Chapter V of the ICDR Regulations and any other applicable law for the time being in force.

f) The Equity Shares to be issued & allotted to the Proposed Allottees pursuant to the Preferential Issue shall be listed and traded on the stock exchange where the existing equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals, as the case may be.

g) The Equity shares to be offered/issued and allotted shall not be sold, transferred, hypothecated, or encumbered in any manner during the period of lock-in provided under the SEBI (ICDR) Regulations except to the extent and in the manner permitted thereunder.

h) The Proposed Allottee shall, on or before the date of allotment of equity shares, pay an amount equivalent to 100% of the consideration for the Equity Shares to be allotted in line with the requirements of Regulation 169(1) of the SEBI ICDR Regulations.

i) The consideration for allotment of Equity Shares shall be paid to the Company from the bank account of the Proposed Allottee.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors and/or Ms. Sarika Mehta, Company Secretary & Compliance Officer of the Company, and for the purpose of issue and allotment of the Equity Shares and listing thereof with the Stock Exchange, the Board of Directors of the Company (hereinafter referred to as the Board, which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board through this resolution) and the Company Secretary of the Company be and is hereby authorized severally on behalf of the Company to take all actions and to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient, including without limitation circulation of the Private Placement Offer Letter in Form PAS-4 as prescribed under the Act, to make application to Stock Exchange for obtaining of in-principle approval, listing of shares, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the said equity shares, utilization of issue proceeds, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the shareholders."

Item No. 5. Issuance of up to 29,48,00,000 Fully Convertible Warrants to the persons/ entities belonging to the proposed "Promoter & Promoter Group" and "Public" category on preferential basis.

*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 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the **"Companies Act"**) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended and other relevant rules made there under [including any statutory modification(s) thereto or re-enactment thereof for the time being in force], enabling provisions in Memorandum and Articles of Association of the Company, provisions of the uniform listing agreement entered into with BSE Limited (**"BSE")**, where the equity shares of the Company are listed (**"Stock Exchange"**), and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India (**"SEBI"**), as amended including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended [**"SEBI (ICDR) Regulations"**], the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"SEBI Listing Regulations"**), as amended, SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 (**"Takeover Regulations"**) as amended, and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by Ministry of Corporate Affairs, SEBI and/or any other competent authorities, and subject to the approvals, consents, permissions and/or sanctions, as may be required from the Government of India, SEBI, Stock Exchanges, and any other relevant statutory, regulatory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and/or modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and/or sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee, which the Board has constituted or may hereafter constitute, to exercise one or more of its powers, including the powers conferred hereunder), consent of the Members of the Company be and is hereby accorded to the Board to create, issue, offer and allot, on a preferential basis, **up to 29,48,00,000** Fully Convertible Warrants at an issue price of ***Rs.1.53/-*** each, determined in accordance with the provisions of Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, to be convertible at an option of Warrant holder(s) in one or more tranches within 18 (Eighteen) months from its allotment date into an equivalent number of fully paid-up equity shares of the face value of Re.1/- each, for cash, for an aggregate amount of up to **Rs.45,10,44,000/-**, and to issue Fresh Equity shares on the conversion of Warrants on such further terms and conditions as may be finalized by the Board of Directors, to the below mentioned persons/ entities belonging to the "Promoter & Promoter Group" & "Public" category (**"Proposed Allottees"**) in the manner as follows:

S. N.	Name of the Proposed Allotee	Category	No. of Warrants (up to)
1.	Rupal Sanjay Mandavia	Currently: Non-Promoter Post Open Offer: Promoter & Promoter Group*	10,00,00,000
2.	Kripa Bhargav Mandavia	Non - Promoter	50,00,000
3.	Ruchir Mandavia	Non - Promoter	50,00,000
4.	Pushti Mitul Mandavia	Non - Promoter	50,00,000
5.	Bhakti Mitul Mandavia	Non - Promoter	50,00,000
6.	Vikesh Govind Rathod	Non - Promoter	60,00,000
7.	Jubin Jyotindra Shah	Non - Promoter	25,00,000
8.	Pushpa Jubin Shah	Non - Promoter	25,00,000
9.	Lokesh Ashok Kabra	Non - Promoter	24,00,000
10.	Krishna Lalit Kabra	Non - Promoter	1,52,00,000
11.	Jugal Jankilal Kabra	Non - Promoter	8,00,000
12.	Ashok Jankilal Kabra	Non - Promoter	8,00,000
13.	Minal Kabra	Non - Promoter	20,00,000
14.	Navneet Kailashchandra Kabra	Non - Promoter	20,00,000
15.	Monika Bhutra	Non - Promoter	8,00,000
16.	Pushpa L Kabra	Non - Promoter	10,00,000
17.	Onkarnath Amarnath Khandelwal	Non - Promoter	80,00,000
18.	Chitranshi Yadav	Non - Promoter	8,00,000
19.	Adcon Capital Services Limited	Non - Promoter	3,00,00,000
20.	Aneerudh Dhingra	Non - Promoter	50,00,000
21.	Sarthak Dhingra	Non - Promoter	50,00,000
22.	Puneet Bhalla	Non - Promoter	1,00,00,000
23.	Anupam Stock Broking Pvt Ltd.	Non - Promoter	4,00,00,000
24.	Mukesh Jethalal Gala HUF	Non - Promoter	4,00,00,000
Total			**29,48,00,000**

(*) Pursuant to the proposed preferential issue of convertible warrants, the aforesaid proposed allottees i.e. proposed promoter and Non-promoters are proposed to acquire up to 29,48,00,000 convertible warrants having a face value of Re. 1/- each at an issue price of Rs. 1.53/- (Rupees One and Fifty Three Paise only) per warrant, aggregating up to Rs. 45,10,44,000/- (Rupees Forty Five Crores Ten Lakhs and Forty Four Thousand Only). Further, the convertible warrants shall not form part of the emerging voting share capital, as per the mutually decided terms and conditions with proposed allottee of the warrant, confirmation has been received from the warrant holders, that the conversion of warrants into equity shares shall be done only upon expiry of 10 working days from the completion of Offer Period in terms of SEBI (SAST) Regulations, 2011. Accordingly, the warrants shall not be considered for the purpose of determining the emerging voting share capital for triggering the open offer.

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of SEBI ICDR Regulations, the '**Relevant Date'** for the purpose of determining the minimum issue price of the Warrants to be allotted to the above mentioned allottee shall be **Monday, August 10, 2026**, being the working day, 30 days prior to the meeting of members of the Company scheduled to be held to consider the Preferential Issue (i.e., Wednesday, September 09, 2026).

RESOLVED FURTHER THAT the aforesaid issue of Warrants shall be subject to the following terms and conditions:

a) The conversion of warrants into equity shares shall happen at any time, in one or more tranches, within a period of eighteen (18) months from the date of allotment of warrants in terms of SEBI (ICDR) Regulations;

b) The Proposed Allottee(s) shall, on or before the date of allotment of Warrants, pay an amount equivalent to at least 25% of the Warrant Issue Price fixed per Warrant, in terms of the SEBI (ICDR) Regulations, which will be kept by the Company to be adjusted and appropriated against the Warrant Issue Price of the Equity Shares. The balance of 75% of the Warrant Issue Price shall be payable by the Warrant Holder at the time of exercising the Warrants.

c) Warrants being allotted to the Proposed Allottee(s) and the Equity Shares proposed to be allotted pursuant to the conversion of these Warrants shall be under lock-in for such period as may be prescribed under SEBI (ICDR) Regulations.

d) Warrants so allotted under this resolution and Equity Shares arising on conversion thereof shall not be sold, transferred, hypothecated, or encumbered in any manner during the period of lock-in provided under SEBI (ICDR) Regulations except to the extent and in the manner permitted there under.

e) Warrants shall be issued and allotted by the Company only in dematerialized form within a period of 15 days from the date of passing a Special Resolution by the members, provided that where the issue and allotment of said warrants is pending on account of pendency of any approval for such issue and allotment by the Stock Exchange and/or Regulatory Authorities, or Central Government, the issue and allotment shall be completed within the period of 15 days from the date of last such approval or within such further period/s as may be prescribed or allowed by the SEBI, the Stock Exchange and/or Regulatory Authorities etc.

f) The consideration for allotment of Warrants and/or Equity Shares arising out of exercise of such Warrants shall be paid to the Company from the bank account of the Proposed Allottee(s).

g) In the event the Warrant Holder(s) do not exercise Warrants within the Warrant Exercise Period, the Warrants shall lapse, and the amount paid shall stand forfeited by the Company.

h) The Warrants themselves, until converted into Equity Shares, do not give Warrant Holder any voting rights in the Company in respect of such Warrants.

i) The Resulting Equity Shares will be listed and traded on the stock exchange, where the equity shares of the Company are listed, subject to the receipt of necessary regulatory permission(s) and approval(s), as the case may be.

RESOLVED FURTHER THAT the Equity Shares proposed to be allotted upon conversion of Warrants shall rank pari-passu in all respects including as to dividend, with the existing fully paid-up Equity Shares of face value of Re.1/- (Rupees One Only) each of the Company, subject to the relevant provisions contained in the Memorandum of Association and Articles of Association of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute discretion, to any committee of the Board or any one or more Director(s)/ Company Secretary/any Officer(s) of the Company to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company and/or Ms. Sarika Mehta, Company Secretary & Compliance Officer of the Company, be and are hereby authorized severally on behalf of the Company to take all actions and to do all such acts, deeds, matters and things and perform such actions as it may, in its absolute discretion, deem necessary, proper or desirable for such purpose, authorize any person including to issue and allot such number of Equity Shares of the Company as may be required to be issued and allotted upon exercise of the option in the Warrants held by the holder(s) of the Warrants, application to Stock Exchange for obtaining of in-principle approval, listing of the equity shares allotted pursuant to conversion of warrants, filing of requisite documents with the Registrar of Companies and with any other regulatory authority as required, and to modify, accept and give effect to any modifications in the terms and conditions of the issue as they may deem fit, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Preferential Issue)."

By Order of the Board
For ACI Infocom Limited

Sd/-
Nidhi Pradeep Dhanuka
Director

Place: Mumbai
Date: August 17, 2026

Notes:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act"), in respect of business all the Special Business is annexed hereto and forms part of the Notice.

2. Pursuant to the General Circulars 2/2022 and 19/2021, other circulars issued by the Ministry of Corporate Affairs (MCA) and Circular SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and other circulars issued by SEBI (hereinafter collectively referred to as "the Circulars"), companies are allowed to hold EGM through VC, without the physical presence of Members at a common venue. Hence, in compliance with the Circulars, the EGM of the Company is being held through VC. The Company has engaged the services of MUFG Intime India Private Limited (Formerly Link Intime India Private Limited) for providing facility, for voting through remote e-Voting, for participation in the EGM through VC and e-Voting during the EGM. In accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India (**"ICSI"**) read with Clarification/Guidance on applicability of Secretarial Standards - 1 and 2 dated 15 April 2020 issued by the ICSI, the proceedings of the EGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the EGM.

3. Participation of Members through VC will be reckoned for the purpose of quorum for the EGM as per Section 103 of the Act.

4. In compliance with the Circulars, Notice of the EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company or Depository Participants. Members may note that Notice has been uploaded on the website of the Company at https://www.acirealty.co.in/. The Notice can also be accessed from the websites of the Stock Exchanges i.e., BSE Limited at www.bseindia.com and the EGM Notice is also available on the website of MUFG Intime India Private Limited (Formerly Link Intime India Private Limited) (agency for providing the Remote e-Voting facility) i.e., instavote.linkintime.co.in.

5. Pursuant to the provisions of Section 113 of the Companies Act, Body Corporates/ Institutional / Corporate Members intending for their authorized representatives to attend the meeting are requested to send to the Company, on compliance@acirealty.co.in with a copy marked to insta.vote@linkintime.co.in. from their registered Email ID a scanned copy (PDF / JPG format) of certified copy of the Board Resolution / Authority Letter authorizing their representative to attend and vote on their behalf at the meeting.

6. Members can join the EGM through the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1,000 Members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.

7. Notice is being sent by electronic mode, to those Members who have registered their email addresses with their respective depository participants or with the Registrar and Share Transfer Agents of the Company. As per the SEBI Circular, no physical copies of the Notice of the EGM shall be sent to any Member, however a letter with the details to access the Notice of EGM will be sent to all the members whose email address is not registered with the Company/the Company's Registrar and Transfer Agent.

8. Pursuant to Rule 20 of the Companies (Management and Administration) Rules, 2014 the Board of Directors of your Company at its Meeting held on August 10, 2026, has appointed M/s. Rawal & Co., Company Secretaries represented by Proprietor Mr. Vivek Rawal, Practicing Company Secretary (Membership No. 43231 and CP No. 22687), as the Scrutinizer to conduct the EGM through remote e-voting process in a fair and transparent manner and in accordance with the provisions of the Act and the rules made thereunder.

9. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, (as amended) (including any statutory modification(s), clarifications, exemptions or re-enactments thereof for the time being in force), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS - 2), the Company is providing its Members with the facility to cast their vote electronically from a place other than venue of the Extraordinary General Meeting ("remote e-voting") using an electronic voting system provided by MUFG Intime India Private Limited (Formerly Link Intime India Private Limited), for all members of the Company to enable them to cast their votes electronically, on all the business items set forth in the Notice of Extraordinary General

Meeting and the business may be transacted through such remote e-voting. The instructions to e-voting, as given below, explain the process and manner for casting of vote(s) in a secure manner.

10. Since the EGM is being held through VC / OAVM, physical attendance of shareholders has been dispensed with. Further, pursuant to the provisions of the Act, a member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this EGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM and hence the Proxy Form, Attendance Slip are not annexed to this Notice.

11. Institutional shareholders/corporate shareholders (i.e., other than individuals, HUF's, NRI's, etc.) are required to send a scanned copy (PDF/JPG Format) of their respective Board or governing body Resolution/Authorization etc., authorizing their representative to attend the EGM through VC/OAVM on their behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutiniser by e-mail on its registered e-mail address to vivekrawal89@gmail.com with a copy marked to RTA at enotices@in.mpms.mufg.com and the company at registered email address compliance@acirealty.co.in, Institutional shareholders (i.e., other than individuals, HUFs, NRIs etc.) can also upload their Board Resolution/Power of Attorney/Authority Letter etc. by clicking on "Upload Board Resolution/Authority Letter" displayed under "e-Voting" tab in their login.

12. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of Extraordinary General Meeting Notice and holding shares as on September 02nd 2026, may refer to this Notice of the Extraordinary General Meeting, posted on the Company's website https://www.acirealty.co.in for detailed procedure with regard to remote e-voting. Any person who ceases to be a member of the Company as of the cut-off date and is in receipt of this Notice shall treat this Notice for information purposes only.

13. All documents referred to in the EGM Notice will be available electronically for inspection by the members, without payment of any fees, from the date of circulation of this Notice upto the date of EGM, i.e. **Wednesday September 09 2026**. Members seeking inspection of the aforementioned documents can send an email to compliance@acirealty.co.in

14. Members attending the EGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

15. Voting rights shall be reckoned on the paid-up value of shares registered in the name of member /beneficial owners (in case of electronic shareholding) as on the cut-off date i.e. **Wednesday, September, 02nd 2026.**

16. E-voting agency to facilitate voting through electronic means. The remote e-voting period will commence from **Sunday, September, 06th, 2026(9.00 a.m. IST) and end on Tuesday, September 08th 2026 (5:00 p.m. IST).** The e-voting module shall be disabled by MUFG Intime India Private Limited (Formerly Link Intime India Private Limited) for voting thereafter.

17. EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular issued from time to time.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated 11 July 2023, 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 correctly in their demat accounts to access remote e-Voting facility.

Login method for Individual shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode with NSDL.

METHOD 1 - NSDL IDeAS facility.
Shareholders registered for IDeAS facility:

a) Visit URL: https://eservices.nsdl.com and click on “Beneficial Owner” icon under “IDeAS Login Section”.
b) Click on “Beneficial Owner” icon under “IDeAS Login Section”.
c) Post successful authentication, you will be able to see e-Voting services under Value added services section. Click on “Access to e-Voting” under e-Voting services.
d) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for IDeAS facility:

a) To register, visit URL: https://eservices.nsdl.com and select “Register Online for IDeAS Portal” or click on https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp
b) Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on “Submit”.
c) Enter the last 4 digits of your bank account/generate ‘OTP’;
d) Post successful registration, user will be provided with Login ID and password. Follow steps given above in points (a-d).

Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.	

METHOD 2 - NSDL e-voting website

a) Visit URL: https://www.evoting.nsdl.com
b) Click on the “Login” tab available under ‘Shareholder/Member’ section.
c) Enter User ID (i.e., your 16-digit demat account no. held with NSDL), Password/OTP and a Verification Code as shown on the screen.
d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 3 - NSDL OTP based login

a) Visit URL: https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp
b) Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP.
c) Enter the OTP received on your registered email ID/mobile number and click on login.
d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders registered with CDSL Easi/Easiest facility

METHOD 1 - CDSL Easi/Easiest facility:

Shareholders registered for Easi/Easiest facility:

a) Visit URL: https://web.cdslindia.com/myeasitoken/Home/Login or www.cdslindia.com & click on New System Myeasi Tab.
b) Enter existing username, Password & click on “Login”.
c) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for Easi/Easiest facility:

a) To register, visit URL: https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration/ https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration
b) Proceed with updating the required fields for registration.
c) Post successful registration, user will be provided username and password. Follow steps given above in points (a-c).

METHOD 2 - CDSL e-voting page

a) Visit URL: https://www.cdslindia.com
b) Go to e-voting tab.
c) Enter 16-digit Demat Account Number (BO ID) and PAN No. and click on "Submit".
d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account.
e) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with Depository Participant

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL/CDSL for e-voting facility.

a) Login to DP website
b) After Successful login, user shall navigate through "e-voting" option.
c) Click on e-voting option, user will be redirected to NSDL/CDSL Depository website after successful authentication, wherein user can see e-voting feature.
d) Post successful authentication, click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Login method for shareholders holding securities in physical mode/Non-Individual Shareholders holding securities in demat mode.

Shareholders holding shares in physical mode/Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register and vote on InstaVote as under:

STEP 1: LOGIN/SIGNUP to InstaVote

Shareholders registered for INSTAVOTE facility:

a) Visit URL: https://instavote.linkintime.co.in & click on "Login" under 'SHARE HOLDER' tab.
b) Enter details as under:
   - User ID: Enter User ID
   - Password: Enter existing Password
   - Enter Image Verification (CAPTCHA) Code
   - Click "Submit".

   (Home page of e-voting will open. Follow the process given under "Steps to cast vote for Resolutions").

Shareholders not registered for INSTAVOTE facility:

a) Visit URL: https://instavote.linkintime.co.in & click on "Sign Up" under 'SHARE HOLDER' tab & register with details as under:
   1) User ID: Enter User ID
   2) PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/Company shall use the sequence number provided to you, if applicable).
   3) DOB/DOI: Enter the Date of Birth (DOB)/Date of Incorporation (DOI) (As recorded with your DP/ Company - in DD/MM/YYYY format)
   4) Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/ Company.
   - Shareholders holding shares in NSDL form, shall provide 'point 4' above
   - Shareholders holding shares in physical form but have not recorded 'point 3' and 'point 4', shall provide their Folio number in 'point 4' above
   5) 5. Set the password of your choice. (The password should contain minimum 8 characters, at least one special Character (!#$&*), at least one numeral, at least one alphabet and at least one capital letter).
   6) Enter Image Verification (CAPTCHA) Code.
   7) Click "Submit" (You have now registered on InstaVote).

   Post successful registration, click on "Login" under 'SHARE HOLDER' tab & follow steps given above in points (a-b).

STEP 2: Steps to cast vote for Resolutions through InstaVote

A. Post successful authentication and redirection to InstaVote inbox page, you will be able to see the "Notification for e-voting".
B. Select 'View' icon. E-voting page will appear.
C. Refer the Resolution description and cast your vote by selecting your desired option 'Favour/Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
D. After selecting the desired option i.e., Favour/Against, click on 'Submit'.
E. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

NOTE: Shareholders may click on "Vote as per Proxy Advisor's Recommendation" option and view proxy advisor recommendations for each resolution before casting vote. "Vote as per Proxy Advisor's Recommendation" option provides access to expert insights during the e-Voting process. Shareholders may modify their vote before final submission.

Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently.

Guidelines for Institutional shareholders ("Custodian/Corporate Body/Mutual Fund")

STEP 1 – Custodian/Corporate Body/Mutual Fund Registration

A. Visit URL: https://instavote.linkintime.co.in
B. Click on "Sign Up" under "Custodian/Corporate Body/Mutual Fund"
C. Fill up your entity details and submit the form.
D. A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
E. Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote).

STEP 2 – Investor Mapping

A. Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.
B. Click on "Investor Mapping" tab under the Menu Section
C. Map the Investor with the following details:
   1) 'Investor ID' – Investor ID for NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678; Investor ID for CDSL demat account is 16 Digit Beneficiary ID.
   2) 'Investor's Name' - Enter Investor's Name as updated with DP.
   3) 'Investor PAN' - Enter your 10-digit PAN.
   4) 'Power of Attorney' - Attach Board resolution or Power of Attorney.

NOTE: File Name for the Board resolution/Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID. Further, Custodians and Mutual Funds shall also upload specimen signatures.

D. Click on Submit button. (The investor is now mapped with the Custodian/Corporate Body/Mutual Fund Entity). The same can be viewed under the "Report Section".

STEP 3 – Steps to cast vote for Resolutions through InstaVote

The corporate shareholder can vote by two methods, during the remote e-voting period.

METHOD 1 - VOTES ENTRY

a. Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.
b. Click on "Votes Entry" tab under the Menu section.
c. Enter the "Event No." for which you want to cast vote.
   Event No. can be viewed on the home page of InstaVote under "On-going Events".
d. Enter "16-digit Demat Account No.".
e. Refer the Resolution description and cast your vote by selecting your desired option 'Favour/Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link). After selecting the desired option i.e., Favour/Against, click on 'Submit'.
f. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

METHOD 2 - VOTES UPLOAD

a. Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.
b. After successful login, you will see "Notification for e-voting".
c. Select "View" icon for "Company's Name/Event number".
d. E-voting page will appear.
e. Download sample vote file from "Download Sample Vote File" tab.
f. Cast your vote by selecting your desired option 'Favour/Against' in the sample vote file and upload the same under "Upload Vote File" option.
g. Click on 'Submit'. 'Data uploaded successfully' message will be displayed.

(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Helpdesk:

Shareholders holding securities in physical mode/Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode/Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@ in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000.

Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL

Login Type	**Hepldesk Details**
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending request at evoting@nsdl.co.in or call at: 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Forgot Password:

Shareholders holding securities in physical mode/Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode/Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: https://instavote. linkintime.co.in

- Click on "Login" under 'SHARE HOLDER' tab.
- Click "forgot password?"
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

In case Custodian/Corporate Body/Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: https://instavote.linkintime.co.in

- Click on 'Login' under "Custodian/Corporate Body/Mutual Fund" tab
- Click "forgot password?"
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

In case shareholders have a valid email address, Password will be sent to his/her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#$&*), at least one numeral, at least one alphabet and at least one capital letter.

Individual Shareholders holding securities in demat mode with NSDL/CDSL has forgotten the password:

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/depository participants website.

General Instructions – Shareholders:

• It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
• For shareholders/members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
• During the voting period, shareholders/members can login any number of time till they have voted on the resolution(s) for a particular "Event"

INSTAMEET VC INSTRUCTIONS:

In terms of Ministry of Corporate Affairs (MCA) General Circular No. 09/2024 dated 19 September 2024, the Companies can conduct their AGMs/EGMs on or before 30 September 2025 by means of Video Conference (VC) or other audio-visual means (OAVM) until further Orders.

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access InstaMeet facility.

Login method for shareholders to attend the General Meeting through InstaMeet:

a. Visit URL: https://instameet.in.mpms.mufg.com & click on "Login".
b. Select the "Company Name" and register with your following details:
c. Select Check Box - Demat Account No./Folio No./PAN
   - Shareholders holding shares in NSDL/CDSL demat account shall select check box - Demat Account No. and enter the 16-digit demat account number.
   - Shareholders holding shares in physical form shall select check box – Folio No. and enter the Folio Number registered with the Company.
   - Shareholders shall select check box – PAN and enter 10-digit Permanent Account Number (PAN). Shareholders who have not updated their PAN with the Depository Participant (DP)/Company shall use the sequence number provided by MUFG Intime, if applicable.
   - Mobile No: Mobile No. as updated with DP is displayed automatically. Shareholders who have not updated their Mobile No with the DP shall enter the mobile no.
   - Email ID: Email Id as updated with DP is displayed automatically. Shareholders who have not updated their Mobile No with the DP shall enter the mobile no.
d. Click "Go to Meeting" You are now registered for InstaMeet, and your attendance is marked for the meeting

Instructions for shareholders to Speak during the General Meeting through InstaMeet:

a. Shareholders who would like to speak during the meeting must register their request with the Company.
b. Shareholders will get confirmation on first cum first basis depending upon the provision made by the Company.
c. Shareholders will receive "speaking serial number" once they mark attendance for the meeting. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.
d. Other shareholder who has not registered as "Speaker Shareholder" may still ask questions to the panellist via active chat- board during the meeting.

*Shareholders are requested to speak only when moderator of the meeting/management will announce the name and serial number for speaking.

Instructions for Shareholders to Vote during the General Meeting through InstaMeet:

Once the electronic voting is activated during the meeting, shareholders who have not exercised their vote through the remote e-voting can cast the vote as under:

a. On the Shareholders VC page, click on the link for e-Voting "Cast your vote"
b. Enter your 16-digit Demat Account No./Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET
c. Click on 'Submit'.
d. After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
e. Cast your vote by selecting appropriate option i.e., "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.
f. After selecting the appropriate option i.e., Favour/Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note:

Shareholders/Members, who will be present in the General Meeting through InstaMeet 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 facility during the meeting.

Shareholders/Members who have voted through Remote e-Voting prior to the General Meeting will be eligible to attend/participate in the General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/Members are encouraged to join the Meeting through Tablets/Laptops connected through broadband for better experience.
Shareholders/Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-FI or LAN connection to mitigate any kind of aforesaid glitches.

Helpdesk:
Shareholders facing any technical issue in login may contact INSTAMEET helpdesk by sending a request at instameet@in.mpms. mufg.com or contact on: - Tel: 022 – 4918 6000/4918 6175

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EXPLANATORY STATEMENT

As required under Section 102 of the Companies Act, 2013 (including any statutory modifications) thereto or re-enactments made thereunder, if any, for the time being in force (the "**Act**"), the following explanatory statement sets out all material facts relating to the business mentioned in the accompanying Notice:

Item No. 1. Alteration of Objects of the Company along with adoption of new set of Memorandum of Association of the Company in accordance with Companies Act, 2013.

The Company presently carries on business in accordance with the Objects clause contained in its existing Memorandum of Association ("MOA"). In order to align the Company's business objectives with its proposed future business strategy, it is proposed to alter the Objects Clause of the MOA to enable the Company to, inter alia, undertake further business activities relating to aviation, aerospace, defence, advanced air mobility, unmanned aerial systems (drones), aviation infrastructure, aviation training, research and development, explosives and allied technologies, subject to obtaining such statutory and regulatory approvals as may be required under applicable laws. The proposed alteration will provide the Company with the necessary enabling framework to explore opportunities in these emerging and strategically important sectors and to diversify its business operations in line with its long-term growth strategy.

Further, the existing Memorandum of Association of the Company is based on the provisions of the Companies Act, 1956. The Companies Act, 2013 ("the Act") has prescribed a revised format for the Memorandum of Association of companies limited by shares in accordance with Table A of Schedule I to the Act. Accordingly, it is proposed to adopt a new set of Memorandum of Association in conformity with the provisions of the Act, incorporating the revised Objects Clause.

The proposed Memorandum of Association, together with a statement indicating the principal changes, shall be available for inspection by the members of the Company during business hours on all working days from the date of circulation of this Notice up to the date of the last date of voting at the registered office of the Company at Office No. 512, 5th Floor, Hubtown Solaris, N.S. Phadke Road, Saiwadi, Near Flyover Bridge, Andheri East, Mumbai, Maharashtra, India – 400069.

Accordingly, the Board recommends the Special Resolution set out at Item No. 1 of the accompanying Notice for approval of the Members.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their shareholding, if any, in the Company.

Item No. 2. Approve the adoption of new set of Articles of Association in substitution and to the entire exclusion of the existing Articles of Association of the company.

The existing Articles of Association ("***AOA***") of the Company are based on the provisions of the Companies Act, 1956 and contain references to the erstwhile Act and certain provisions which are no longer in conformity with the Companies Act, 2013 ("Act") and the rules made thereunder.

With a view to aligning the Articles of Association with the provisions of the Companies Act, 2013, incorporating the applicable provisions of Table F of Schedule I to the Act, and bringing the Articles in line with the present legal and regulatory framework, it is proposed to adopt a new set of Articles of Association in substitution of, and to the entire exclusion of, the existing Articles of Association of the Company.

The proposed new Articles of Association also contain suitable enabling provisions to facilitate efficient corporate governance, administration and management of the affairs of the Company in accordance with the applicable provisions of the Companies Act, 2013 and other applicable laws, while preserving the powers, rights and obligations of the Company, its Members and the Board of Directors.

The existing Articles of Association and the proposed new set of Articles of Association, together with a statement indicating the principal changes,shall be available for inspection by the members of the Company during business hours on all working days from the date of circulation of this Notice up to the date of the last date of voting at the registered office of the Company at Office No. 512, 5th Floor, Hubtown Solaris, N.S. Phadke Road, Saiwadi, Near Flyover Bridge, Andheri East, Mumbai, Maharashtra, India – 400069.

The Board of Directors is of the opinion that the proposed adoption of the new set of Articles of Association is in the best interests of the Company and its Members and accordingly recommends the Special Resolution set out at Item No. 2 of the accompanying Notice for approval of the Members.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their shareholding, if any, in the Company.

Item No. 3. Increase in Authorized Share Capital of the Company and consequent amendment in the Capital Clause of the Memorandum and Articles of Association of the Company.

Presently, the Authorized Share Capital of the Company is Rs.13,50,00,000/- (Rupees Thirteen Crores Fifty Lakhs Only) divided into 13,50,00,000 (Thirteen Crores Fifty Lakhs) Equity Shares of face value of Re.1/- (Rupees One Only) each.

Considering the share capital expansion plans of the Company including issuance of requisite number of fresh Equity Shares and Fully Convertible Warrants ("Warrants") pursuant to preferential issue as well as conversion of warrants as proposed under Item No. 4 & 5, the Company needs to have enough unissued Authorized Share Capital.

The Board at its Meeting held on Monday, August 10, 2026, considered it desirable to increase the Authorized Share Capital of the Company from Rs.13,50,00,000/- (Rupees Thirteen Crores Fifty Lakhs Only) divided into 13,50,00,000 (Thirteen Crores Fifty Lakhs) Equity Shares of face value of Re.1/- (Rupee One Only) to Rs.50,00,00,000/- (Rupees Fifty Crore Only) divided into 50,00,00,000 (Forty Five Crore Only) Equity Shares of Re.1/- (Rupees One Only) each.

Consequent upon the increase in authorized share capital as proposed, the existing Clause V of the Memorandum of Association and Article 3 of the Article of Association of the Company will also have to be replaced. The copy of altered Memorandum of Association of the Company will be available for inspection electronically. Any member/shareholder seeking inspection may write to us at compliance@acirealty.co.in.

The provisions of the Companies Act, 2013 require the Company to seek approval of the members for increase in authorized share capital and for consequent alteration of the Capital Clause of the Memorandum of Association and Article of Association; accordingly, the Board recommends the resolution set forth in Item No. 3 for the approval of the members of the Company by way of an Ordinary Resolution.

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

Item No. 4 and 5 : Issuance of up to 3,20,00,000 Equity Shares and up to 29,48,00,000 Fully Convertible Warrants to the persons/ entities belonging to the "Promoter & Promoter Group" and "Public" category on preferential basis.

The Special Resolution contained in Item No. 4 and 5 of this Notice, has been proposed pursuant to the provisions of Sections 23(1)(b), 42, and 62 of the Companies Act, 2013, read with the applicable rules made there under to issue and allot, on a preferential basis:

i. Up to 3,20,00,000 Equity Shares of face value of Re.1/- each, for Cash, for an aggregate amount of up to Rs.4,89,60,000/-, at an issue price of Rs.1.53/- per Equity Share to the proposed allottees, and

ii. Up to 29,48,00,000 Fully Convertible Warrants ("**Warrants**"), at an issue price of Rs.1.53/- per warrant, for Cash, for an aggregate amount of up to Rs.45,10,44,000/-, to be convertible at an option of Warrant holder(s) in one or more tranches, within 18 (Eighteen) months from its allotment date into an equivalent number of fully paid-up equity shares of the face value of Re.1/- each to the proposed allottees.

The Board of Directors of the Company in their meeting held on Monday, August 10, 2026, have approved the preferential allotment of Equity Shares and Fully Convertible Warrants ("Warrants") to Mr. Sanjay Natvarlal Mandavia & Ms. Rupal Sanjay Mandavia and other proposed allotees. ***Thus, Mr. Sanjay Natvarlal Mandavia & Ms. Rupal Sanjay Mandavia dated Monday, August 10, 2026 (hereinafter collectively referred to as "Acquirers")*** have made an Open offer on Monday, August 10, 2026.

Pursuant to the proposed preferential allotment, the Acquirers have triggered the obligation to make an Open Offer in terms of Regulation 3(1) and Regulation 4 of Securities and Exchange Board of India (Substantial Acquisition of Shares & Takeovers) Regulations, 2011

("Takeover Regulations") and have made a Public Announcement, dated Monday, August 10, 2026, for acquisition of 3,70,47,634 Equity Shares pursuant to the provisions of Takeover Regulations.

Post completion of the Open Offer, the Mr. Sanjay Natvarlal Mandavia & Ms. Rupal Sanjay Mandavia would be classified in the Promoter & Promoter Group Category of the Company and will be holding substantial stake and will acquire control and management of the Company.

The proposed Preferential Issue shall be made in terms of the provisions of Chapter V of the SEBI (ICDR) Regulations and applicable provisions of the Companies Act, 2013.

The approval of the members of the Company is accordingly being sought by way of a 'Special Resolution' under Section 42 and 62(1)(c) of the Companies Act, 2013, read with the rules made thereunder, and Regulation 160 of the SEBI (ICDR) Regulations, 2018.

The details of the issue and other particulars as required in terms of Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Regulation 163 of the SEBI (ICDR) Regulations are set forth below:

I. Objects of the Preferential Issue

For the purpose of Item No. 4 & 5, the Company intends to utilize the proceeds raised through the issue of Equity Shares and Warrants ("Issue Proceeds") towards the following objects:

S. N.	Particulars	Amount estimated to be utilized (Amount in Rs. Lakh)	Tentative timelines for utilization of proceeds from the date of receipt of funds
1.	Acquisition of Aircraft – (Hawker)	3,000.00	March 31, 2028
2.	Investment in M/s Wardwizard Aviation Private Limited	752.00	March 31, 2028
3.	General Corporate Purposes	1,248.04	March 31, 2028
	Total*	**5,000.04**	-

(*) considering 100% conversion of Warrants into Equity Shares within the stipulated time.

II. Monitoring of Utilization of Funds

Given that the issue size does not exceed Rs. 100 Crore (Rupees One Hundred Crore Only), in terms of Regulation 162A of the SEBI (ICDR) Regulations, the Company is not required to appoint a SEBI registered credit rating agency as the monitoring agency to monitor the use of the proceeds of the Preferential Issue ("**Monitoring Agency**").

III. Particulars of the offer including date of passing of board resolution, kind of securities offered, maximum number of specified securities to be issued:

The Board of Directors of the Company at their meeting held on Monday, August 10, 2026, had subject to approval of the Members of the Company ("**Members**") and such other approvals as may be required, approved the issue and allotment of up to 3,20,00,000 Equity Shares having face value of Re.1/- each of the Company and up to 29,48,00,000 Fully Convertible Warrants, each carrying a right exercisable by the warrant holder to subscribe to Equity shares of face value of Re.1/- each, to the proposed allottees, at an issue price of Rs.1.53/- each, determined in terms of Chapter V of SEBI ICDR Regulations.

In respect of the Equity Shares proposed to be allotted, an amount equivalent to 100% of the consideration for the Equity shares shall be payable at the time of allotment of Equity Shares.

In respect of the Warrants proposed to be allotted, an amount equivalent to 25% of the Warrant Price shall be payable at the time of subscription and allotment of each Warrant and the balance 75% of the Warrant Price shall be payable by the Warrant holder against each Warrant at the time of allotment of Equity Shares pursuant to exercise of the options attached to Warrant(s) to subscribe to Equity Share(s).

IV. The intent of the promoters, directors, key management personnel, or senior management of the issuer to subscribe to the offer.

Except for the following, none of the existing promoters, directors, key managerial personnel, or senior management of the issuer intend to subscribe to the offer or separately in furtherance of the objects specified herein above:

Sr. No.	Name	Category	Number of Warrants (Up to)	Number of Equity Shares (Up to)
1.	Sanjay Natvarlal Mandavia	Director	Nil	3,19,00,000

The proposed Preferential Issue of Equity Shares is being made to Mr. Sanjay Natvarlal Mandavia, Ms. Rupal Sanjay Mandavia and certain other allottees, all of whom are presently classified under the Public Shareholder category. Pursuant to the said Preferential Issue and in accordance with the applicable provisions of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, Mr. Sanjay Natvarlal Mandavia and Ms. Rupal Sanjay Mandavia shall be classified as part of the Promoter and Promoter Group of the Company. Accordingly, upon completion of the Preferential Issue and the consequential Open Offer, their shareholding shall be reflected under the Promoter and Promoter Group category.

The Board of Directors of the Company in their meeting held on Monday, August 10, 2026, have approved the preferential allotment of Equity Shares and Fully Convertible Warrants **("Warrants")** to Mr. Sanjay Natvarlal Mandavia & Ms. Rupal Sanjay Mandavia, which would result in their shareholding at 25.05 % (including existing and new shares proposed to be acquired pursuant to the proposed Preferential Issue, assuming no warrant conversion). Thus, Mr. Sanjay Natvarlal Mandavia and Ms. Rupal Sanjay Mandavia have made an open offer on Monday, August 10, 2026, terms of Regulation 3(1) and Regulation 4 of Securities and Exchange Board of India (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 **("Takeover Regulations")**.

Post completion of the Open Offer, Mr. Sanjay Natvarlal Mandavia & Ms. Rupal Sanjay Mandavia would be classified in the Promoter & Promoter Group Category of the Company.

V. The Shareholding Pattern of the Issuer before and after the Preferential Issue:

The shareholding pattern of the Company before and after the proposed preferential issue to the '**Promoter & Promoter Group**' & "**Non-Promoter**" Category is likely to be as follows:

Category	Pre Issue Shareholding Structure (Note 1)		Equity Shares to be allotted (Up to) *($)*	Post Issue Shareholding Structure (*) *Assuming no conversion of Warrants*		Warrants to be allotted (Up to) (Note 3) *($)*	Post Issue Shareholding Structure (#) *Assuming conversion of all Warrants*		Post issue Shareholding Structure *(Upon full conversion of Warrants and assuming full acceptance of the Open Offer)* ($) & (@)	
	No. of Shares	%		No. of Shares	%		No. of Shares	%	No. of Shares	%
(A) Promoter Shareholding										
(A1) Indian										
(a) Individuals & HUF	-	-	3,20,00,000	3,56,89,004	25.05	10,00,00,000	13,56,89,004	31.03	17,27,36,638	39.50
(b) Bodies Corporate	-	-	-	-	-	-	-	-	-	-
Sub Total (A)(1)	**-**	**-**	**3,20,00,000**	**3,56,89,004**	**25.05**	**10,00,00,000**	**13,56,89,004**	**31.03**	**17,27,36,638**	**39.50**
(A2) Foreign promoters	-	-	-	-	-		-	-		-
Total Promoter shareholding A=A1 +A2	-	-	3,20,00,000	3,56,89,004	25.05	10,00,00,000	13,56,89,004	31.03	17,27,36,638	39.50
(B) Public Shareholding										
(B1) Institutional Investors	-	-	-	-	-	-	-	-	-	-
(B2) Central Govt./Stat Govt./POI	-	-	-	-	-	-	-	-	-	-
(B3) Non-Institutional Investors										
(a) Investor Education and Protection Fund (IEPF)	-	-	-	-	-	-	-	-	-	-

Category	Pre Issue Shareholding Structure (Note 1)		Equity Shares to be allotted (Up to) ($)	Post Issue Shareholding Structure [(*)] *Assuming no conversion of Warrants*		Warrants to be allotted (Up to) (Note 3) ($)	Post Issue Shareholding Structure [(#)] *Assuming conversion of all Warrants*		Post issue Shareholding Structure *(Upon full conversion of Warrants and assuming full acceptance of the Open Offer)* ($) & (@)	
	No. of Shares	**%**		**No. of Shares**	**%**		**No. of Shares**	**%**	**No. of Shares**	**%**
(b) Individuals	8,88,45,835	80.41	-	8,51,56,831	59.76	8,48,00,000	16,99,56,831	38.87	13,29,09,197	30.39
(c) Body Corporate	1,45,86,456	13.20	-	1,45,86,456	10.24	7,00,00,000	8,45,86,456	19.34	8,45,86,456	19.34
(d) Others (Including HUF, LLP & NRI)	70,58,609	6.39	-	70,58,609	4.95	4,00,00,000	4,70,58,609	10.76	4,70,58,609	10.76
Total Public Shareholding B=B1+B2+B3	**11,04,90,900**	**100.00**	**-**	**10,68,01,896**	**74.95**	**19,48,00,000**	**30,16,01,896**	**68.97**	**26,45,54,262**	**60.50**
C) Non-Promoter - Non-Public	-	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	**11,04,90,900**	**100**	**3,20,00,000**	**14,24,90,900**	**100**	**29,48,00,000**	**43,72,90,900**	**100**	**43,72,90,900**	**100**

($) Mr. Sanjay Natvarlal Mandavia & Ms. Rupal Sanjay Mandavia), have been included in the promoter & promoter group category.
(*) These percentages have been calculated on the basis of post-preferential share capital of the Company i.e., 14,24,90,900 Equity Shares of face value of Re.1/- (Rupees One Only) each, assuming no conversion of any convertible securities.
(#) These percentages have been calculated on the basis of post-preferential share capital of the Company on fully diluted basis i.e., 43,72,90,900 Equity Shares of face value of Re.1/- each (Rupees One Only), assuming full conversion of Warrants.
(@) The post shareholding may change depending upon the number of shares tendered by the existing Public Shareholders in the Open Offer.

Notes:
1. The pre-issue shareholding pattern is as on the latest BENPOS date, i.e. Friday, August 07, 2026.
2. Post shareholding structure may change depending upon any other corporate action in between.
3. The Warrants to be converted over a period of 18 months from the date of allotment.

VI. Proposed time frame within which the Preferential Issue shall be completed:

As required under the SEBI (ICDR) Regulations, preferential allotment of the said Equity Shares & Warrants shall be completed within a period of 15 (fifteen) days from the date of passing of special resolution at Item No. 4 & 5. Provided that where the allotment is pending on account of receipt of any approval or permission from any regulatory authority, if applicable, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of such approvals or permissions.

However, since the Preferential Allotment is triggering the obligation to make an open offer, thus allotment shall be made in terms of the provisions of Regulation 170 of the SEBI ICDR Regulations, pursuant to which the preferential allotment of will be completed within a period of 15 (fifteen) days from the last date of competing offer as per Takeover Regulations or date of receipt of all statutory approvals required for the completion of an open offer under the Takeover Regulation.

VII. Number of people to whom allotment on a preferential basis has already been made during the year, in terms of the number of securities as well as price:

Not Applicable, since the Company has not made the preferential issue of any security during the year.

VIII. The identity of the natural persons who are the ultimate beneficial owners of the securities proposed to be allotted and/or who ultimately control the proposed allottee(s):

Identity of the ultimate beneficial owners of the securities proposed to be allotted:

#	Name of the Proposed Allottees	Category	Name of the Ultimate Beneficial Owner
1.	Sanjay Natvarlal Mandavia	Currently: Non-Promoter Post Open Offer: Promoter & Promoter Group*	Not Applicable as allottee is Natural Person
2.	Rupal Sanjay Mandavia	Currently: Non-Promoter Post Open Offer: Promoter & Promoter Group*	Not Applicable as allottee is Natural Person
3.	Kripa Bhargav Mandavia	Non-Promoter	Not Applicable as allottee is Natural Person
4.	Ruchir Mandavia	Non-Promoter	Not Applicable as allottee is Natural Person
5.	Pushti Mitul Mandavia	Non-Promoter	Not Applicable as allottee is Natural Person
6.	Bhakti Mitul Mandavia	Non-Promoter	Not Applicable as allottee is Natural Person
7.	Vikesh Govind Rathod	Non-Promoter	Not Applicable as allottee is Natural Person
8.	Jubin Jyotindra Shah	Non-Promoter	Not Applicable as allottee is Natural Person
9.	Pushpa Jubin Shah	Non-Promoter	Not Applicable as allottee is Natural Person
10.	Lokesh Ashok Kabra	Non-Promoter	Not Applicable as allottee is Natural Person
11.	Krishna Lalit Kabra	Non-Promoter	Not Applicable as allottee is Natural Person
12.	Jugal Jankilal Kabra	Non-Promoter	Not Applicable as allottee is Natural Person
13.	Ashok Jankilal Kabra	Non-Promoter	Not Applicable as allottee is Natural Person
14.	Minal Kabra	Non-Promoter	Not Applicable as allottee is Natural Person
15.	Navneet Kailashchandra Kabra	Non-Promoter	Not Applicable as allottee is Natural Person
16.	Monika Bhutra	Non-Promoter	Not Applicable as allottee is Natural Person
17.	Pushpa L Kabra	Non-Promoter	Not Applicable as allottee is Natural Person
18.	Onkarnath Amarnath Khandelwal	Non-Promoter	Not Applicable as allottee is Natural Person
19.	Chitranshi Yadav	Non-Promoter	Not Applicable as allottee is Natural Person
20.	Adcon Capital Services Limited	Non-Promoter	Not Applicable as allottee is a Listed Company
21.	Aneerudh Dhingra	Non-Promoter	Not Applicable as allottee is Natural Person
22.	Sarthak Dhingra	Non-Promoter	Not Applicable as allottee is Natural Person
23.	Puneet Bhalla	Non-Promoter	Not Applicable as allottee is Natural Person
24.	Anupam Stock Broking Pvt Ltd.	Non-Promoter	Kunjal Arvind Gala
25.	Mukesh Jethalal Gala HUF	Non-Promoter	Mukesh Jethalal Gala

IX. The percentage of post-preferential issue capital that may be held by the allottee(s) pursuant to the preferential issue.

Category	Pre Issue Shareholding Structure (Note 1)		Equity Shares to be allotted (Up to)	Post Issue Shareholding Structure (*) *Assuming no conversion of Warrants*		Warrants to be allotted (Up to)	Post Issue Shareholding Structure (#) *Assuming conversion of all Warrants*	
	No. of Shares	%		No. of Shares	%		No. of Shares	%
Sanjay Natvarlal Mandavia	5,25,000	0.48	3,19,00,000	3,24,25,000	22.76	-	3,24,25,000	7.41
Rupal Sanjay Mandavia	31,64,004	2.86	1,00,000	32,64,004	2.29	10,00,00,000	10,32,64,004	23.61
Kripa Bhargav Mandavia	59,591	0.05	-	59,591	0.04	50,00,000	50,59,591	1.16
Ruchir Mandavia	-	-	-	-	-	50,00,000	50,00,000	1.14
Pushti Mitul Mandavia	-	-	-	-	-	50,00,000	50,00,000	1.14
Bhakti Mitul Mandavia	-	-	-	-	-	50,00,000	50,00,000	1.14
Vikesh Govind Rathod	-	-	-	-	-	60,00,000	60,00,000	1.37
Jubin Jyotindra Shah	-	-	-	-	-	25,00,000	25,00,000	0.57
Pushpa Jubin Shah	-	-	-	-	-	25,00,000	25,00,000	0.57
Lokesh Ashok Kabra	-	-	-	-	-	24,00,000	24,00,000	0.55
Krishna Lalit Kabra	-	-	-	-	-	1,52,00,000	1,52,00,000	3.48
Jugal Jankilal Kabra	-	-	-	-	-	8,00,000	8,00,000	0.18
Ashok Jankilal Kabra	-	-	-	-	-	8,00,000	8,00,000	0.18

Category	Pre Issue Shareholding Structure (Note 1)		Equity Shares to be allotted (Up to)	Post Issue Shareholding Structure (*) *Assuming no conversion of Warrants*		Warrants to be allotted (Up to)	Post Issue Shareholding Structure (#) *Assuming conversion of all Warrants*	
	No. of Shares	%		No. of Shares	%		No. of Shares	%
Minal Kabra	-	-	-	-	-	20,00,000	20,00,000	0.46
Navneet Kailashchandra Kabra	-	-	-	-	-	20,00,000	20,00,000	0.46
Monika Bhutra	-	-	-	-	-	8,00,000	8,00,000	0.18
Pushpa L Kabra	-	-	-	-	-	10,00,000	10,00,000	0.23
Onkarnath Amarnath Khandelwal	-	-	-	-	-	80,00,000	80,00,000	1.83
Chitranshi Yadav	-	-	-	-	-	8,00,000	8,00,000	0.18
Adcon Capital Services Limited	-	-	-	-	-	3,00,00,000	3,00,00,000	6.86
Aneerudh Dhingra	-	-	-	-	-	50,00,000	50,00,000	1.14
Sarthak Dhingra	-	-	-	-	-	50,00,000	50,00,000	1.14
Puneet Bhalla	-	-	-	-	-	1,00,00,000	1,00,00,000	2.29
Anupam Stock Broking Pvt Ltd.	-	-	-	-	-	4,00,00,000	4,00,00,000	9.15
Mukesh Jethalal Gala HUF	-	-	-	-	-	4,00,00,000	4,00,00,000	9.15

(*) These percentages have been calculated on the basis of post-preferential share capital of the Company i.e., 14,24,90,900 Equity Shares of face value of Re.1/- (Rupees One Only) each, assuming no conversion of any convertible securities.
(#) These percentages have been calculated on the basis of post-preferential share capital of the Company on fully diluted basis i.e., 43,72,90,900 Equity Shares of face value of Re.1/- each (Rupees One Only), assuming full conversion of Warrants.

Notes:
1. The pre-issue shareholding pattern is as on the latest BENPOS date, i.e. Friday, August 07, 2026.
2. Post shareholding structure may change depending upon any other corporate action in between.
3. The Warrants to be converted over a period of 18 months from the date of allotment.
4. It is to be Noted that in computation of Post Shareholding percentages in table above for para IX, we have not taken effect of Equity Shares to be acquired by Mr. Sanjay Natvarlal Mandavia & Ms. Rupal Sanjay Mandavia, under the Open Offer tendering.

X. Consequential changes in the Voting Rights, change in control, and change in the Management, if any, in the issuer consequent to the preferential issue:

There will be a change in the control of the Company, since post preferential allotment of Equity Shares and Warrants, the Acquirers shall acquire and exercise control to the extent of 25.05% in the Company (i.e., on Un-diluted basis considering no conversion of warrants) and 31.03% in the Company (i.e., on Fully-diluted basis considering conversion of all warrants).

Further, they have already made a Public Announcement, dated Monday, August 10, 2026, for acquisition of 3,70,47,634 Equity Shares from the shareholders of the Company, in terms of the provisions of Regulation 3(1) and Regulation 4 of Takeover Regulations.

Pursuant to the same, the Acquirers will be holding substantial stake and will acquire control and management of the Company upon completion of Open Offer formalities and will be classified as the Promoters of the Company. Hence, the proposed Preferential Allotment of Equity Shares and Warrants will result in change in the management and control of the Company.

XI. Lock-in Period:

(a) Equity Shares, Warrants and the Equity Shares to be allotted upon conversion of the warrants, shall be under lock-in for such period as may be prescribed under Chapter V of the SEBI (ICDR) Regulations.

(b) The entire pre-preferential shareholding, if any, of the Proposed Allottees, in the Company, shall be locked-in as per Chapter V of the SEBI (ICDR) Regulations.

XII. Issue price and Relevant Date:

In terms of Regulation 161 of SEBI (ICDR) Regulations, the Relevant Date for determining the floor price for the Preferential Allotment of the equity shares and warrants has been reckoned as Monday, August 10, 2026, being the working day, 30 Days prior to the meeting of members of the Company scheduled to be held to consider the Preferential Issue of Equity Shares and Warrants (i.e., Wednesday, September 09, 2026).

The Equity shares of the Company are listed on BSE Limited **("BSE")** ("the **"Stock Exchange**") and are frequently traded as per the provisions of Regulation 164(5) of Chapter V of the SEBI (ICDR) Regulations, 2018. Accordingly, BSE's stock price data has been considered for the purpose of pricing in compliance with Regulation 164 of Chapter V of SEBI (ICDR) Regulations, 2018.

Thus, the minimum issue price per Equity Share and Warrants has been considered higher of the price determined through following methods:

i. In terms of the provisions of Regulation 164 of the SEBI (ICDR) Regulations, the minimum issue price at which the Equity Shares and warrants may be issued computed to Rs. 1.45/- each, being higher of following:

   a) Rs. 1.37/- each- being the Average of 90 Trading days volume weighted average price of the equity shares of the Company quoted on the Stock Exchange preceding the Relevant Date; or
   b) Rs. 1.45/- each- being the Average of 10 Trading days volume weighted average price of the equity shares of the Company quoted on the Stock Exchange preceding the Relevant Date.

ii. Price as determined in accordance with the methodology prescribed in the Articles of Association of the Company – *Not Applicable as the Articles of Association of the Company are silent on the determination of a floor price/ minimum price of the shares issued on preferential basis.*

iii. Rs. 1.53/- being the price determined through the valuation report obtained from Mr. Krishna Chaitanya Janga having Reg No. IBBI/RV/05/2019/12328, Independent registered valuer in terms of the provisions of regulation 166A of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018. Since there is a change in control, pursuant to the Preferential Offer, the Valuation Report also considers the control premium of 5% over and above the fair value computed as per Regulation 164 of SEBI (ICDR) Regulations. The said report is available on the website of the Company at https://www.acirealty.co.in/investor-relations.php.

Accordingly, the minimum issue price of the Equity Share and Warrants on Preferential basis shall be Rs. 1.53/- each and the Board of Directors of the Company has decided to issue Equity Share and Warrants at Rs. 1.53/- each.

XIII. Undertakings:

- None of the Company, its directors or Promoters are categorized as willful defaulter(s) or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines on willful defaulters issued by Reserve Bank of India. Consequently, the undertaking required under Regulation 163(1)(i) is not applicable.

- None of its Directors or Promoters are fugitive economic offenders as defined under the SEBI ICDR Regulations.

- As the equity shares have been listed on a recognized Stock Exchange for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable. Consequently, the undertaking required under Regulation 163(1)(g) and Regulation163(1)(h) is not applicable.

- The Company hereby undertakes that it shall, if required to do so, re-compute the price of the specified securities in terms of the provision of SEBI ICDR Regulations;

- Further, it undertakes that, if the amount payable on account of the re-computation of price is not paid within the time stipulated in SEBI ICDR Regulations, the Equity Shares and Warrants shall continue to be locked-in till the time such amount is paid by the allottees;

- None of the proposed allottees have sold or transferred any Equity Shares during the 90 trading days preceding the relevant date.

XIV. Disclosures specified in Schedule VI of ICDR Regulations, if the issuer or any of its promoters or directors is a willful defaulter or fraudulent borrower:

Not Applicable, since none of the Directors or Promoters are categorized as willful defaulter(s) or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines on willful defaulters issued by Reserve Bank of India.

XV. The current and proposed status of the allottee(s) post the preferential issues namely, promoter or Public:

Sr. No.	Name of the Proposed Allotee	Current Status	Post Status
1.	Sanjay Natvarlal Mandavia	Non-Promoter	Promoter & Promoter Group
2.	Rupal Sanjay Mandavia	Non-Promoter	Promoter & Promoter Group
3.	Kripa Bhargav Mandavia	Non-Promoter	Non-Promoter
4.	Ruchir Mandavia	Non-Promoter	Non-Promoter
5.	Pushti Mitul Mandavia	Non-Promoter	Non-Promoter
6.	Bhakti Mitul Mandavia	Non-Promoter	Non-Promoter
7.	Vikesh Govind Rathod	Non-Promoter	Non-Promoter
8.	Jubin Jyotindra Shah	Non-Promoter	Non-Promoter
9.	Pushpa Jubin Shah	Non-Promoter	Non-Promoter
10.	Lokesh Ashok Kabra	Non-Promoter	Non-Promoter
11.	Krishna Lalit Kabra	Non-Promoter	Non-Promoter
12.	Jugal Jankilal Kabra	Non-Promoter	Non-Promoter
13.	Ashok Jankilal Kabra	Non-Promoter	Non-Promoter
14.	Minal Kabra	Non-Promoter	Non-Promoter
15.	Navneet Kailashchandra Kabra	Non-Promoter	Non-Promoter
16.	Monika Bhutra	Non-Promoter	Non-Promoter
17.	Pushpa L Kabra	Non-Promoter	Non-Promoter
18.	Onkarnath Amarnath Khandelwal	Non-Promoter	Non-Promoter
19.	Chitranshi Yadav	Non-Promoter	Non-Promoter
20.	Adcon Capital Services Limited	Non-Promoter	Non-Promoter
21.	Aneerudh Dhingra	Non-Promoter	Non-Promoter
22.	Sarthak Dhingra	Non-Promoter	Non-Promoter
23.	Puneet Bhalla	Non-Promoter	Non-Promoter
24.	Anupam Stock Broking Pvt Ltd.	Non-Promoter	Non-Promoter
25.	Mukesh Jethalal Gala HUF	Non-Promoter	Non-Promoter

XVI. Practicing Company Secretary's Certificate:

The certificate from M/s. Rawal & Co., Company Secretaries represented by Proprietor Mr. Vivek Rawal, Practicing Company Secretary (Membership No. 43231 and CP No. 22687), certifying that the preferential issue of Equity Shares and Warrants is being made in accordance with requirements of Chapter V of SEBI (ICDR) Regulations have been obtained considering the said preferential issue. The copy of said certificate shall be available for inspection by the members and the same may be accessed on the Company's website viz: https://www.acirealty.co.in/investor-relations.php.

XVII. Recommendations and Voting Pattern of the committee of Independent directors of the Company:

The committee of Independent Directors comprising of Krishna Vyas, Hemant Kumar S Jain, Amit Kumar and Navneet Kumar in their meeting held on Monday, August 10, 2026, has considered the proposal to make the preferential allotment of up to 3,20,00,000 Equity Shares and up to 29,48,00,000 Warrants to the proposed allottees. The committee has considered that the Issue price of Rs. 1.53/- has been determined taking in consideration the price calculated as per the provisions of Regulation 164 read with Regulation 166A of the SEBI (ICDR) Regulations, Valuation report obtained from Mr. Krishna Chaitanya Janga having Reg No. IBBI/RV/05/2019/12328, an Independent Registered Valuer, confirming the minimum price for preferential issue as per Chapter V of SEBI (ICDR) Regulations who have taken into consideration the relevant valuation parameters and provided justification for their assessments. The offer price also includes a control premium of 5% as there would be change in control pursuant to the proposed preferential allotment and upon completion of the Open Offer. Thus, the committee is of the view that the Issue price and the proposed preferential allotment is fair and reasonable. The voting pattern of the said Committee meeting is as follows:

S. No.	Name of the Independent Directors	Assent	Dissent
1.	Krishna Vyas	✓	-
2.	Hemant Kumar S Jain	✓	-
3.	Amit Kumar	✓	-
4.	Navneet Kumar	✓	-

XVIII. Details of the Directors, Key Managerial Persons, or their relatives, in any way concerned or interested in the said resolution:

Except Mr. Sanjay Natvarlal Mandavia, Whole Time Director of the company and Ms. Rupal Sanjay Mandavia (wife of Mr. Sanjay Natvarlal Mandavia), none of the Director, key managerial personnel or their relatives, in any way are concerned or interested, financially or otherwise, in the resolutions set out at Item No. 4 and 5 of this Notice.

The Board of Directors recommends the resolution as set out at Item No. 4 & 5 of this notice for the issue of Equity Shares & Warrants on a preferential basis, to the proposed allottees by way of Special Resolution.

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By Order of the Board
For ACI Infocom Limited

Sd/-
Nidhi Pradeep Dhanuka
Director

Place: Mumbai
Date: August 17, 2026