

Date: 23rd September 2025

To
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai- 400 001

Subject: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") – Notice of Extraordinary General Meeting of Members.

Ref: Scrip Code - 530745

Dear Sir/Madam,

Pursuant to Regulation 30 of the SEBI Listing Regulations, we wish to inform you that the Extraordinary General Meeting ('EGM') of the Company will be held on Wednesday, 15th October, 2025 at 11.00 a.m. through Video Conferencing / Other Audio-Visual Means. We are submitting herewith Notice of EGM of the Company along with explanatory statement, which is being sent through electronic mode to the Members.

The Company has provided the facility to vote by electronic means (remote e-voting as well as e-voting at the EGM) on the resolution as set out in the EGM Notice. The e-voting shall commence on 12th October 2025 at 9:00 AM (IST) and will end on 14th October 2025 at 05:00 PM (IST)

The copy of the said EGM Notice is also uploaded on the website of the Company i.e. <https://www.acstechnologies.co.in/>

Kindly take the same on your record.

Thanking you,

**Yours faithfully,
For ACS Technologies Limited**

Shilpi Gunjan
Company Secretary & Compliance Officer

NOTICE

NOTICE is hereby given to the Shareholders (the "Shareholders" or the "Members") of ACS Technologies Limited ("Company") that an Extra-Ordinary General Meeting ("EGM") of the Company will be held on Wednesday, 15th October, 2025 at 11.00 a.m. through Video Conferencing / Other Audio-Visual Means (OAVM) to transact the following special business:

1. ISSUE OF SECURITIES ON A PREFERENTIAL BASIS TO THE IDENTIFIED INVESTORS

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

"RESOLVED THAT pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended (the "Act"), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof), for the time being in force, and, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI ICDR Regulations") and the Securities and Exchange board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"), as amended from time to time, and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs, the Securities and Exchange Board of India ("SEBI") and/or any other statutory or regulatory authorities, including the BSE on which the equity shares of the Company having face value of Rs. 10/- (Indian Rupees Ten Only) each ("Equity Shares") are listed (hereinafter collectively referred to as "Applicable Regulatory Authorities") from time to time to the extent applicable, and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to such approval(s), consent(s) and permission(s) as may be necessary or required, from Applicable Regulatory Authorities (including the Stock Exchanges) and subject to such conditions and modifications as may be imposed or prescribed while granting such approvals, consents and permissions, which the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to mean and include one or more committee(s) constituted by the Board to exercise its powers including the powers conferred by this resolution), is hereby authorised to accept, the consent of the members of the Company be and is hereby accorded to offer, issue and allot from time to time in one or more tranches, up to 4,15,40,000 (Four Crore Fifteen Lakhs Forty Thousand Only) warrants, each convertible into, or exchangeable for, 4,15,40,000 (Four Crore Fifteen Lakhs Forty Thousand Only) fully paid up equity share of the Company of face value of Rs. 10/- each ("Warrants") at a price of Rs. 31.25 (Indian Rupees Thirty One and Twenty Five Paise Only) each payable in cash ("Warrants Issue Price"), aggregating up to Rs. INR 129,81,25,000/- (Indian Rupees One Hundred and Twenty-Nine Crores Eighty One Lakhs Twenty Five Thousand Only), which may be exercised in one or more tranches during the period commencing from the date of allotment of the Warrants until expiry of 18 (Eighteen) months, to the members of Promoter and Promoter Group and the Identified Investors in public category (hereinafter referred to as "Proposed Allottees"), by way of a preferential issue in accordance with the terms of the Warrants as set out herein, and in the explanatory statement to this Notice calling EGM, and on such other terms and conditions as set out herein, subject to applicable

laws and regulations, including the provisions of Chapter V of the SEBI ICDR Regulations and the Act, as the Board may determine (the Preferential Issue)

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the “Relevant Date” for the purpose of determination of the floor price for the issue and allotment of Warrants is 15th September 2025 being the date 30 (thirty) days prior to the date of this Extraordinary General Meeting.

RESOLVED FURTHER THAT the Preferential Issue of Warrants and allotment of equity shares on the exercise of the Warrants, shall be subject to the following terms and conditions, apart from others as detailed in the explanatory statement to this Notice and as prescribed under applicable laws:

- the Warrant holder shall, subject to the SEBI ICDR Regulations and other applicable rules and regulations, be entitled to apply for and be allotted 1 (One) equity share against each Warrant.
- the minimum amount of Rs. 7.81 which is equivalent to 25% (Twenty Five Percent) of the Warrants Issue Price shall be paid at the time of subscription and allotment of each Warrant. The Warrant holder will be required to make further payments of Rs. 23.44, which is equivalent to 75% (Seventy Five Percent) of the Warrants Issue Price at the time of exercise of the right attached to the Warrant(s), to convert the Warrant(s) and subscribe to equity share(s) of the Company (“Warrant Exercise Amount”).
- the Warrants shall be allotted in dematerialized form within a period of 15 (fifteen) days from the date of passing of the special resolution by the shareholders of the Company for their issuance, provided that where the allotment of Warrants is subject to receipt of any approval or permission from any regulatory authority, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approval, or permission;
- the equity shares to be allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and shall rank pari passu with the then existing equity shares of the Company in all respects including the payment of dividend and voting rights;
- the equity shares allotted upon conversion of the Warrants shall be listed on the Stock Exchange(s) where the existing equity shares of the Company are listed, subject to the receipt of necessary permissions or approvals as the case may be;
- the Warrants shall not carry any voting rights until they are converted into equity shares and the Warrants by itself, until exercised and converted into equity shares, shall not give the Warrant holders any rights with respect to that of an equity shareholder of the Company;
- the right attached to the Warrants may be exercised by the Warrant holder, in one or more tranches, at any time on or before the expiry of 18 (eighteen) months from the date of allotment of the Warrants by issuing a written notice (“Conversion Notice”) to the Company specifying the number of Warrants proposed to be converted and the date designated as the specified conversion date (“Conversion Date”). The Company shall accordingly, without any further approval from the Members, allot the corresponding number of equity shares in dematerialized form on the Conversion Date mentioned in the Conversion Notice, subject to receipt of the relevant Warrant.

- h) the tenure of the Warrants shall not exceed 18 (eighteen) months from the date of allotment of the Warrants. If the entitlement against the Warrants to apply for the equity shares of the Company is not exercised by the Warrant holder within the aforesaid period of 18 (eighteen) months, the entitlement of the Warrant holder to apply for equity shares of the Company along with the rights attached thereto shall expire and any amount paid by the Warrant holder on such Warrants shall stand forfeited by the Company;
- i) the Warrants allotted in terms of this resolution and the resultant equity shares arising on exercise of rights attached to such Warrants shall be subject to lock-in as specified in the provisions of Chapter V of the SEBI ICDR Regulations;
- j) the pre-preferential allotment shareholding of the Proposed Allottees, if any, in the Company shall be subject to lock-in as specified in the provisions of Chapter V of the SEBI ICDR Regulations.

RESOLVED FURTHER THAT pursuant to the provisions of the Act, the name of the Proposed Allottees be recorded for the issuance of invitation to subscribe to the Warrants and a private placement offer letter in Form No. PAS-4 together with an application form be issued to the Proposed Allottees inviting them to subscribe to the Warrants.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board, and the Key Managerial Personnel, be and is hereby severally authorised on behalf of the Company to do all such other acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose, without being required to seek any further consent or approval of the members of the Company, including but not limited to the following:

- i. to issue and allot the Warrants and such number of equity shares may be required to be issued and allotted upon exercise/ conversion/ exchange of the Warrants, without requiring any further approval of the Members;
- ii. to negotiate, finalize and execute all necessary agreements/ documents/ form filings/ applications to affect the above resolutions, including to make applications to Applicable Regulatory Authorities, like applications to the Stock Exchanges for obtaining in-principle approval for the Warrants to be allotted pursuant to the Preferential Issue, and for obtaining listing approval and trading approval for the equity shares to be allotted upon conversion of the Warrants;
- iii. to vary, modify or alter any of the relevant terms and conditions, attached to the Warrants to be allotted to the Proposed Allottees, and to effect any modifications, changes, variations, alterations, additions and/or deletions to the Preferential Issue, as may be required by any regulatory or other authorities involved in or concerned with the issue and allotment of the Warrants;
- iv. to resolve and settle any matter, question, difficulty or doubt that may arise in regard to the issuance and allotment of Warrants and the equity shares to be allotted pursuant to the conversion of the Warrants, without requiring any further approval of the Members, and to authorize all such persons as may be deemed necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit;

- v. to issue clarifications on the offer, issue and allotment of the equity shares to be allotted pursuant to the conversion of the Warrants and listing of the equity shares to be allotted pursuant to the conversion of the Warrants on the Stock Exchanges, without limitation, as per the terms and conditions of the SEBI ICDR Regulations, the SEBI Listing Regulations, and other applicable guidelines, rules and regulations;
- vi. to execute the necessary documents and enter into contracts, arrangements, agreements, documents (including appointment of agencies, intermediaries, monitoring agency and advisors for the Preferential Issue of the Warrants and the equity shares to be allotted pursuant to the conversion of Warrants on a preferential and private placement basis);
- vii. to undertake all such actions and compliances as may be necessary, desirable or expedient for the purpose of giving effect to this resolution in accordance with applicable law including the SEBI ICDR Regulations and the SEBI Listing Regulations and to take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing, and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of its powers conferred upon it by this resolution, as it may deem fit in its absolute discretion, to any director(s), committee(s), executive(s), officer(s), company secretary or authorized signatory(ies) to give effect to this resolution, including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities and to appoint any professional advisors, bankers, consultants, advocates and advisors to give effect to this resolution and further to take all other steps which may be incidental, consequential, relevant or ancillary in this regard.

RESOLVED FURTHER THAT all actions taken by the Board or committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.”

By Order of the Board
For ACS Technologies Limited

Sd/-

Shilpi Gunjan
Company Secretary & Compliance Officer

NOTES:

1. The Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 ("the Act"), setting out all material facts concerning the special business under Item Nos. 1 of the accompanying Notice of the Extra Ordinary General Meeting ("Notice"), is annexed hereto and forms part of this Notice.
2. The relevant details as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, of the person seeking appointment / re-appointment as Directors, are also annexed.
3. The Ministry of Corporate Affairs, Government of India ("MCA") vide its General Circular Nos. 14/2020, 20/2020, 02/2021, 19/2021, 21/2021, 02/2022, 10/2022, 09/2023 and 09/2024 dated 8th April 2020, 5th May 2020, 13th January 2021, 8th December 2021, 14th December 2021, 5th May 2022, 28th December 2022, 25th September 2023 and 19th September 2024, respectively, and other circulars issued in this respect ("MCA Circulars") allowed, inter-alia, to conduct EGM through VC/ OAVM facility in accordance with the requirements provided in paragraph 3 and paragraph 4 of the MCA General Circular No. 20/2020. The Securities and Exchange Board of India ("SEBI") also vide its Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 3rd October 2024 has provided certain relaxations from compliance with certain regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). In compliance with aforesaid MCA Circulars, aforesaid SEBI Circular, provisions of the Act and the Listing Regulations, the EGM of the Company is being conducted through VC/ OAVM facility, which does not require physical presence of members at a common venue. The deemed venue for the EGM shall be the Registered Office of the Company.
4. In compliance of Section 20 of the Act and further to the aforesaid MCA Circular and SEBI Circular, Notice of the EGM is being sent only through electronic mode to the Members whose e-mail addresses are registered with the Company/Depositories. Members may note that the Notice will also be available on the Company's Website: www.acstechnologies.co.in and Website of the Stock Exchange i.e., BSE Limited: www.bseindia.com, and on the Website of CDSL: www.evotingindia.com
5. Green Initiative: To support the Green Initiative, Members who have not registered their e-mail address are requested to register their e-mail address for receiving all the communications including notice and annexures related to the EGM
6. In terms of the MCA Circulars, physical attendance of members has been dispensed with therefore, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by members under Section 105 of the Act will not be available for the EGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.
7. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the EGM through VC/OAVM. In pursuance of Section 112 and Section 113 of the Act, Corporate Members intending to authorize their Representatives to participate and vote at the EGM are requested to upload a copy of the Board Resolution/Authorization Letter on the E-Voting Portal or send to the Company at cs@acstechnologies.co.in
8. Members attending the EGM through VC / OAVM shall be counted for the purpose of reckoning the Quorum under Section 103 of the Act. As per Regulation 40 of the SEBI Listing Regulations, as amended, Securities of Listed Entities can be transferred only in Dematerialized form with effect from

April 1 2019, except in case of transmission or transposition of Securities. Further, SEBI, vide its Circular dated 25th January 2022 master circular dated 7th May 2024 has clarified that listed companies, with immediate effect, shall issue the securities only in demat mode while processing investor service requests pertaining to issuance of duplicate shares, exchange of shares, endorsement, sub-division/consolidation of share certificates, etc. In view of this, Members holding Shares in Physical Form are requested to consider converting their holdings to Dematerialized form. Members can contact M/s Skyline Financial Services Pvt. Ltd, Registrar and Share Transfer Agents of the Company, ('RTA' or 'Registrar') situated at A/505, Dattani Plaza, Andheri Kurla Road, Safeed Pool, Mumbai- 400072, Tel: 022 - 49721245. E-mail: subhashdhingreja@skylinerta.com and website of the Registrar: www.skylinerta.com for assistance in this regard. It may be noted that any service request can be processed only after the folio is KYC Complaint.

9. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
10. Non-Resident Indian Members are requested to inform the Company/RTA (if shareholding is in physical mode) / respective Depository Participant(s) (DPs) (if shareholding is in demat mode), immediately of:
11. a) Change in their residential status on return to India for permanent settlement; and
12. b) Particulars of their bank account maintained in India with account type, account number and name and address of the bank with pin code number, if not furnished earlier.
13. Members are requested to intimate changes, if any, pertaining to their Name, Postal Address, E-mail Address, Telephone/Mobile Numbers, Permanent Account Number, Mandates, Nominations, Power of Attorney, Bank Details viz., Name of the Bank, Branch Details, Bank Account Number, MICR Code, IFSC Code etc., to their Depository Participants ('DPs') in case the Shares are held in Electronic Form and Registrar/ RTA in case the Shares are held in Physical Form.
14. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ("ICSI") and Regulation 44 of the SEBI Listing Regulations read with MCA Circulars, as amended, the Company has provided a facility to its Members to cast their vote electronically, through the E-Voting services provided by Central Depository Services (India) Limited ('CDSL') in respect of the business to be transacted at the EGM. Members who have cast their Votes by remote E-Voting prior to the EGM may also participate in the EGM through VC but shall not be entitled to cast their Vote on such Resolutions again. The manner and process of E-Voting remotely by Members is provided in the instructions for E-Voting which forms part of this Notice.
15. A Person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off Date for dispatch of Notice i.e. Friday, September 19 2025.
16. Voting rights will be reckoned on the paid-up value of the shares registered in the name of the Members on 3rd October 2025 ('Cut-Off Date'). A Person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off Date, only shall be entitled to avail the facility of remote E-Voting or of voting at the EGM and who is not a Member as on the Cut-off Date shall treat this Notice for information purposes only.

17. The Remote E-Voting Period will commence on 12th October 2025 (09:00 AM IST) and will end on 14th October 2025 (05:00 PM IST). During this period, Members of the Company, holding Shares in Dematerialized form, as on the Cut-off Date i.e., on 3rd October 2025 ('Cut-Off Date') shall be entitled to cast their vote by remote E-Voting. Once the Vote on a Resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
18. The facility for Voting during the EGM will also be made available. Members present in the EGM through VC and who have not cast their Vote on the Resolutions through remote E-Voting and are otherwise not barred from doing so, shall be eligible to Vote through E-Voting system during the EGM.
19. Any person who becomes a Member of the Company after sending the Notice and holding Shares as on the Cut-off date (3rd October 2025) may obtain the Login-id and Password by sending a request at helpdesk.evoting@cdslindia.com. However, if a member is already registered with CDSL for remote E-Voting then he/she can use his/her existing User-id and Password for casting the Vote.
20. In case of Joint holders, the Joint holder who is higher in the order of Names, will be entitled to vote at the Meeting, if not already voted through remote E-Voting.
21. The Board of Directors has appointed VCSR & Associates Membership No. F6121 & COP No. 6392, A Practicing Company Secretary to act as the Scrutinizer to scrutinize the remote E-Voting Process and voting during the EGM, in a fair and transparent manner.
22. The Scrutinizer shall immediately, after the conclusion of E-Voting at the EGM, first count the Votes Cast during the EGM, thereafter, unblock the Votes Cast through remote E-Voting and make, not later than 2 working dates of conclusion of the EGM, a consolidated Scrutinizer's Report of the Total Votes Cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same. The Results declared along with the Scrutinizer's Report shall be placed on the Website of the Company and on the Website of CDSL immediately. The results will also be communicated to BSE Limited, where the Shares of the Company are listed.
23. Documents referred to in the accompanying Notice of the EGM and the Explanatory Statement shall be available at the Registered Office of the Company for inspection without any fee during normal business hours i.e. from 9:00 A.M. to 5:00 P.M. (IST) on all working days except Saturday, up to and including the date of the EGM of the Company
24. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act shall be made available at the commencement of the meeting and shall remain open and accessible to the members during the continuance of the EGM
25. Instructions for attending the EGM through VC/OAVM:
 - a) Shareholder will be provided with a facility to attend the EGM through VC/OAVM through the CDSL E-Voting system. Shareholders may access the same at www.evotingindia.com under Shareholders/ Members login by using the remote E-Voting credentials. The link for VC/OAVM will be available in Shareholder / Members login where the EVSN of the Company is displayed.
 - b) Members may join the Meeting through Laptops, Smartphones, Tablets and I-Pads for better experience. Further, Members will be required to use the Internet with a good speed to avoid any disturbance during the Meeting. Please note that participants connecting from Mobile Devices or Tablets or through Laptops connecting via mobile hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN

connection to mitigate any glitches.

- c) Shareholders who would like to express their views / ask questions / seek clarifications with respect to the agenda item(s) of the meeting may register themselves as a speaker by sending their request in advance between **24th September 2025 to 10th October 2025** from their registered E-mail address mentioning their names, DP-ID and Client ID / Folio Number, PAN and Mobile Number at cs@acstechnologies.co.in Only those Members who have pre-registered themselves as a speaker will be allowed to express their views / ask questions during the EGM. The Company reserves the right to restrict number of questions and / the number of speakers depending on the availability of time, for smooth conduct of the EGM.
 - d) Members are encouraged to submit their questions in advance or any other matter to be placed at the EGM, from their registered E-mail address, mentioning their Name, DP-ID and Client-ID Number / Folio Number and Mobile Number, to reach the Company's E-mail address at cs@acstechnologies.co.in before **10th October 2025**. Such questions by the Members shall be suitably replied by the Company.
 - e) Subject to the receipt of Requisite number of Votes, the Resolutions forming part of the EGM Notice shall be deemed to be passed on the date of the EGM. the Company is pleased to provide the facility to exercise Members' Right to Vote at the EGM by electronic means and the business may be transacted through E-Voting Services provided by Central Depository Services (India) Limited (CDSL). The Members attending the Meeting, who have not already cast their vote through Remote E-Voting shall be able to exercise their Voting Rights at the Meeting. The Members who have already cast their vote through Remote E-Voting may attend the Meeting but shall not be entitled to cast their vote again at the EGM.
26. The instructions to Shareholders for Voting Electronically are as under:
- (i). The **Voting Period commences on 12th October 2025 (09:00 AM IST) and will end on 14th October 2025 (05:00 PM IST)** . During this period, the Shareholders of the Company, holding Shares in Dematerialized Form, as on the **Cut-off Date, 3rd October 2025** may cast their vote electronically. The E-Voting Module shall be disabled by CDSL for Voting thereafter.
 - (ii). Shareholders who have already voted prior to the Meeting Date would not be entitled to vote at the Meeting.

Login method for E-Voting and Joining Virtual Meetings for Individual Shareholders holding Securities in Demat Mode:

Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated 9th December 2020 on "E-Voting Facility provided by Listed Companies", Individual Shareholders holding Securities in Demat mode are allowed to cast their vote through their Demat Account maintained with the Depositories and Depository Participants. Shareholders are advised to update their Mobile Number and E-mail in their Demat Accounts in order to access the E-Voting Facility. Pursuant to the above said SEBI Circular, Login method for E-Voting and joining Virtual Meetings for Individual Shareholders holding Securities in Demat mode CDSL/NSDL is given below:

Type of Shareholders	Login Method
Individual Shareholders Holding Securities in Demat Mode with CDSL Depository	1. Users who have opted for CDSL EASI/EASIEST facility, can login through their existing User-id and Password. Option will be made available to reach E-Voting page without any further authentication. The URL for Users to login to EASI/EASIEST are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System MYEASI.
	2. After successful login to the EASI/EASIEST User will be able to see the E-Voting option for eligible Companies where the E-Voting is in progress as per the information provided by Company. On clicking the E-Voting option, the User will be able to see E-Voting page of the E-Voting Service Provider for casting your Vote during the remote E-Voting period or joining Virtual Meeting and Voting during the Meeting. Additionally, there are also links provided to access the system of all E-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME so that the User can visit the E-Voting Service Providers website directly
	3. If the user is not registered for EASI/ EASIEST, option to register is available at CDSL website www.cdslindia.com . To login click on login & New System MYEASI Tab and then click on registration option
	4. Alternatively, the User can directly access E-Voting Page by providing Demat Account Number and PAN on E-Voting link available on www.cdslindia.com homepage. The system will authenticate the User by sending OTP on the Registered Mobile and E-mail as recorded in the Demat Account. After successful authentication, the User will be able to see the E-Voting option where the E-Voting is in progress and also able to directly access the system of all the E-Voting Service Providers.
Individual Shareholders Holding Securities in Demat Mode with NSDL Depository	1. If you are already registered for NSDL 'IDeAS' facility, please visit the E-services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a Mobile. Once the Homepage of E-services is launched Click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' Section. A new screen will open. You will have to enter your User-id and Password. After successful authentication, you will be able to see E-Voting Services. Click on "Access to E-Voting" under E-Voting Services and you will be able to see E-Voting page. Click on Company name or E-Voting Service Provider name and you will be re-directed to E-Voting Service Provider website for casting your vote during the remote E-Voting period or joining Virtual Meeting and Voting during the Meeting.
	2. If the User is not registered for IDeAS E-services, option to register is available at https:// eservices.nsdl.com/ Select "Register Online for IDeAS" Portal or Click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp
	3. Visit the E-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the homepage of E-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User-id (i.e. your sixteen

	digit Demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository Site wherein you can see E-Voting page. Click on Company name or E-Voting Service Provider name and you will be redirected to E-Voting Service Provider Website for casting your Vote during the remote E-Voting period or joining Virtual Meeting and Voting during the Meeting.
Individual Shareholders Holding Securities in Demat Mode Login through their Depository Participants (DP)	You can also login using the login credentials of your Demat account through your Depository Participant registered with NSDL/CDSL for E-Voting facility. After Successful login, you will be able to see E-Voting option. Once you click on E-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see E-Voting feature. Click on Company Name or E-Voting Service Provider name and you will be redirected to E-Voting Service Provider Website for casting your vote during the remote E- Voting period or joining Virtual Meeting and voting during the Meeting
<i>Important note: Members who are unable to retrieve User-id/ Password are advised to use Forgot User-id and Forgot Password option available at above mentioned website.</i>	

Helpdesk for Individual Shareholders holding Securities in Demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders Holding Securities in Demat Mode with CDSL	Members facing any technical issue in login can contact CDSL Helpdesk by sending a request at the following e-mail: helpdesk.evoting@cdslindia.com or Contact at a toll free no.1800 22 5533
Individual Shareholders Holding Securities in Demat Mode with NSDL	Members facing any technical issue in login can contact NSDL Helpdesk by sending a request at evoting@nsdl.co.in or Call at Toll Free No. 1800 10 20990 and 1800 22 4430

Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode

- The Shareholders should log on to the E-Voting Website: www.evotingindia.com
- Click on "SHAREHOLDERS" Module.
- Now enter your User-id
 - For CDSL: 16 Digits Beneficiary ID
 - For NSDL: 8 Character DP-ID followed by 8 Digits Client-ID
- Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- Next enter the 'Image Verification' as displayed and Click on Login.

- v. If you are holding Shares in Demat form and had logged on to www.evotingindia.com and had voted on an earlier E-Voting of any Company, then your existing password is to be used.
- vi. If you are a first-time user follow the steps given below:

PAN	Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both Demat Shareholders as well as Physical Shareholders) Shareholders who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number sent by Company /RTA or contact Company/RTA
Dividend Bank Details or Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your Demat Account or in the Company Records in order to login. If both the details are not recorded with the Depository or Company, please enter the Member-id /Folio Number in the 'Dividend Bank Details' field

- vii. After entering these details appropriately, click on 'SUBMIT' tab.
- viii. Shareholders holding Shares in Physical Form will then directly reach the Company selection screen. However, Shareholders holding Shares in Demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the 'New Password' field. Kindly note that this password is to be also used by the Demat Holders for Voting for Resolutions of any other Company on which they are eligible to vote, provided that the Company opts for E-Voting through CDSL Platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ix. For Shareholders holding shares in Physical Form, the details can be used only for E-Voting on the Resolutions contained in this Notice.
- x. Click on the EVSN of the relevant Company ('ACS Technologies Limited') on which you choose to vote.
- xi. On the Voting Page, you will see 'RESOLUTION DESCRIPTION' and against the same the option 'YES/NO' for Voting. Select the option 'YES' or 'NO' as desired. The option 'YES' implies that you assent to the Resolution and option 'NO' implies that you dissent to the Resolution.
- xii. Click on the 'RESOLUTIONS FILE LINK' if you wish to view the entire Resolution details.
- xiii. After selecting the Resolution, you have decided to vote on, click on 'SUBMIT'. A Confirmation Box will be displayed. If you wish to confirm your vote, click on 'OK', else to change your vote, click on 'CANCEL' and accordingly modify your vote.
- xiv. Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your Vote
- xv. You can also take a print of the votes cast by clicking on 'Click here to Print' option on the Voting Page.
- xvi. If a Demat Account Holder has forgotten the login password then enter the User-id and the 'Image Verification Code' and click on Forgot Password and enter the details as prompted by the system.
- xvii. **Additional Facility for Non – Individual Shareholders and Custodians – For Remote Voting:**

- Non – Individual Shareholders (i.e. Other than Individuals, HUF, NRI etc.) and Custodians are required to log on to the website: www.evotingindia.com and register themselves in the 'CORPORATES' Module.
- A Scanned copy of the Registration Form bearing the Stamp and Sign of the Entity should be mailed to helpdesk.evoting@cdslindia.com
- After receiving the login details, a Compliance User should be created using the Admin login and Password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The List of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- It is Mandatory that a Scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, should be uploaded in PDF format in the system for the Scrutinizer to verify the same.
- Alternatively Non-Individual Shareholders are required to send the relevant Board Resolution/ Authority Letter etc. together with the Attested Specimen Signature of the Duly Authorized Signatory who are authorized to vote, to the Scrutinizer and to the Company at the E-mail address: cs@acstechnologies.co.in if they have voted from individual tab and not uploaded same in the CDSL E-Voting System for the Scrutinizer to verify the same.

If you have any queries or issues regarding E-Voting from the CDSL E-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43 All grievances connected with the facility for Voting by electronic means may be addressed to Shri Rakesh Dalvi, Sr Manager, Central Depository Services (India) Limited (CDSL), Wing-A, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai-400013 or send an E-mail to helpdesk.evoting@cdslindia.com or call on 022- 23058542/43

**By order of the Board
For ACS Technologies Limited**

Date: 22nd September 2025
Place: Hyderabad

**Sd/-
Shilpi Gunjan
Company Secretary & Compliance Officer**



ACS Technologies Limited

(Formerly Known as LN Industries India Limited)

Regd. office: Level 7, Pardha's Picasa, Durgam Cheruvu Road, Madhapur, Hyderabad - 500 081

Phone no: +91 40 49034464, +91 897 835 6262

Email: sales@acstechnologies.co.in



CIN NO: L62099TG1993PLC015268

INFORMATION AT A GLANCE

Particulars	Details
Date and Time of EGM	Wednesday, October 15, 2025 at 11:00 A.M. IST
Mode	Video conference and other audio-visual means
Cut-off date for-voting	3 rd October 2025
E-voting start time and date	12 th October 2025 (09:00 A.M.)
E-voting end time and date	14 th October 2025 (05:00 P.M.)
E-voting website	www.evotingindia.com
Participation through video-conferencing	www.cdslindia.com
Helpline number for VC participation	022-23058738 and 022-23058542/43

**By Order of the Board
For ACS Technologies Limited**

**Sd/-
Shilpi Gunjan
Company Secretary & Compliance Officer**



Branch Offices

Visakhapatnam : D.No 39-11-17/1, Sector - VI, Murali Nagar, Visakhapatnam, India - 530007. Tel: 0891 - 2552207

Vijayawada : Level 1, Vasavya Complex, Near Benz Circle, Vijayawada, India - 520 010, Tel: +91 89785 66262

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND / OR REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

As required by Section 102 of the Companies Act, 2013 (the “Act”), and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the following Explanatory Statement sets out all material facts relating to the business mentioned under Item No. 1 of the accompanying Notice dated 22nd September, 2025:

Item No. 1: Issue of securities on a preferential basis to the identified investors

The Board of Directors of the Company (“Board”) at their meeting held on 22nd September, 2025, approved raising of funds aggregating up to INR 129,81,25,000/- (Indian Rupees One Hundred and Twenty-Nine Crores Eighty One Lakhs Twenty Five Thousand Only) by way of issuance of up to 4,15,40,000 (Four Crore Fifteen Lakhs Forty Thousand Only) Warrants, each convertible into, or exchangeable for, 1 (One) fully paid-up equity share of the Company of face value of Rs. 10/- each at a price of Rs. 31.25/- (Indian Rupees Thirty One and Twenty Five Paise Only) each payable in cash (“Warrants Issue Price”), which may be exercised in one or more tranches during the period commencing from the date of allotment of the Warrants until expiry of 18 (eighteen) months, to the members of Promoter and Promoter Group and the Identified Investors in public category (referred to as the “Proposed Allottees”), by way of a preferential issue through private placement offer (the “Preferential Issue”). In this regard, the Board, pursuant to its resolution dated 22nd September, 2025, has noted and accepted the investment commitment letters issued by the Proposed Allottees, to the Company for investment of aggregate amount up to an amount of INR 129,81,25,000/- (Indian Rupees One Hundred and Twenty-Nine Crores Eighty One Lakhs Twenty Five Thousand Only) in the Company.

The Proposed Allottees have also confirmed their eligibility in terms of Regulation 159 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “SEBI ICDR Regulations”), to subscribe to the Warrants to be issued pursuant to the Preferential Issue.

In accordance with Sections 23(1)(b), 42 and 62(1)(c) and other applicable provisions, if any, of the Act and the rules made thereunder and in accordance with the SEBI ICDR Regulations and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”), as amended from time to time, approval of the Members of the Company by way of special resolution is required to issue securities by way of private placement on a preferential basis.

Accordingly, in terms of the Act and the SEBI ICDR Regulations, consent of the members is being sought for the raising of funds aggregating up to INR 129,81,25,000/- (Indian Rupees One Hundred and

Twenty-Nine Crores Eighty One Lakhs Twenty Five Thousand Only) by way of issuance of up to 4,15,40,000 (Four Crore Fifteen Lakhs Forty Thousand Only) warrants, each convertible into, or exchangeable for, 4,15,40,000 (Four Crore Fifteen Lakhs Forty Thousand Only) fully paid-up equity share of the Company of face value of Rs. 10/- each at a price of Rs. 31.25 each payable in cash, on a preferential basis to the Proposed Allottees as the Board of the Company may determine in the manner detailed hereafter.

The salient features of the Preferential Issue, including disclosures required to be made in accordance with Chapter V of the SEBI ICDR Regulations and the Act, are set out below:

I. Objects of the Issue

The Company intends to utilize the proceeds raised through the Preferential Issue ("Issue Proceeds") towards the following objects:

1. **Product Development and Technological Upgradation:** To strengthen and diversify its existing product portfolio by investing in state-of-the-art research and development (R&D), process innovation, product enhancement, and deployment of modern technological tools and platforms. This includes but is not limited to integration of AI/ML capabilities, digital process automation, and platform scalability enhancements to ensure competitiveness and future readiness.
2. **Market Expansion:** To establish and scale up the Company's geographical footprint by opening new branch offices and/or representative locations across key strategic domestic and international markets. This initiative aims to increase customer acquisition, service reach, and brand presence in high-growth territories.
3. **Recruitment and Training:** To attract and retain a talented workforce by expanding the Company's recruitment pipeline. The proceeds will also be used to develop structured onboarding, upskilling, and training programs focused on aligning employees with emerging technologies, operational excellence, and customer-centric delivery models.
4. **Strategic Acquisitions, Alliances, and Investments:** To support inorganic growth by way of investing in or acquiring companies, assets, intellectual property, or forming alliances or joint ventures that are synergistic with the Company's core competencies, technological goals, and long-term business strategy.
5. **Working Capital Requirements:** To meet the Company's ongoing working capital needs arising from day-to-day operations, including payments towards salaries, vendor payments, operational expansion, client delivery, lease/rental obligations, software licensing, and other recurring expenditure necessary for project execution and growth sustainability.

6. General Corporate Purposes: To be used for general corporate requirements as permitted under applicable laws, which may include but are not limited to administrative expenses, legal and regulatory compliances, brand marketing, system upgrades, and unforeseen exigencies that arise in the ordinary course of business.

(collectively referred to below as the “Objects”)

Utilization of Issue Proceeds

Given that the funds to be received against Warrant conversion will be in tranches and the quantum of funds required on different dates may vary, therefore, the broad range of intended use of the Issue Proceeds for the above Objects is set out hereinbelow:

Particulars	Estimated Amount (₹ in Cr.)	% of Total	Timeline (Months)
Product development & Technological Upgradation	6.00-6.50	4.75%-5.00%	18
Expansion of Markets (Domestic & International)	3.75-4.00	3.00%-3.10%	24
Hiring & Training of Skilled Workforce	2.25-2.50	1.75%-2.00%	24
Strategic Acquisitions / Alliances / Investments	18.50-19.50	14.75%-15.00%	24
Working capital Requirements	82.50-84.50	62.50%-65.00%	24
General corporate purposes	12.00-13.00	9.00%-10.00%	12
Total	~129.81		

**Considering 100% conversion of Warrants into equity shares within the stipulated time.*

Given that the Preferential Issue is for convertible Warrants, the Issue Proceeds shall be received by the Company within 18 (eighteen) months from the date of allotment of the Warrants in terms of Chapter V of the SEBI ICDR Regulations, and as estimated by our management, the entire Issue Proceeds would be utilized for the all the aforementioned Objects, in phases, as per the Company's business requirements and availability of Issue Proceeds, within 12 months from the date of receipt of funds for the Warrants (as set out herein).

In terms of the BSE Circular No. 20221213-47 dated December 13, 2022, the amount specified for the aforementioned Objects may deviate +/- 10% depending upon the future circumstances, given that the Objects are based on management estimates and other commercial and technical factors. Accordingly, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilization of the Issue Proceeds at the discretion of the Board, subject to compliance with applicable laws.

The actual utilization of funds will be in line with the above objects, subject to variations based on dynamic business needs, opportunities, and in compliance with regulatory limits and board approvals. If the Issue Proceeds are not utilised (in full or in part) for the Objects during the period stated above due to any such factors, the remaining Issue Proceeds shall be utilised in subsequent periods in such manner as may be determined by the Board, in accordance with applicable laws. This may entail rescheduling and revising the planned expenditure and funding requirements and increasing or decreasing the expenditure for a particular purpose from the planned expenditure as may be determined by the Board, subject to compliance with applicable laws.

Interim Use of Issue Proceeds

Our Company, in accordance with the policies formulated by our Board from time to time, will have flexibility to deploy the Issue Proceeds. Pending complete utilization of the Issue Proceeds for the Objects described above, our Company intends to, inter alia, invest the Issue Proceeds in money market instruments including money market mutual funds, deposits in scheduled commercial banks, securities issued by government of India or any other investments as permitted under applicable laws.

II. Monitoring of utilisation of funds

- Given that the issue size exceeds Rs. 100 Crore (Indian Rupees One Hundred Crore), in terms of Regulation 162A of the SEBI ICDR Regulations, the Company has appointed Care Ratings Limited, a SEBI registered Credit Rating Agency as the monitoring agency to monitor the use of the proceeds of the Preferential Issue (“**Monitoring Agency**”).
- The Monitoring Agency shall submit its report to the Company in the format specified in Schedule XI of the SEBI ICDR Regulations on a quarterly basis, till 100% (One Hundred Percent) of the Issue Proceeds have been utilized. The Board and the management of the Company shall provide their comments on the findings of the Monitoring Agency in the format as specified in Schedule XI of the SEBI ICDR Regulations. The Company shall, within 45 (forty-five) days from the end of each quarter, upload the report of the Monitoring Agency on its website and submit the same to the Stock Exchanges.

III. Relevant Date

The “Relevant Date” as per Chapter V of the SEBI ICDR Regulations, for the determination of the floor price for Warrants to be issued is 15th September, 2025 i.e. 30 (thirty) days prior to the date of this Extraordinary General Meeting.

a) Particulars of the Preferential Issue including date of passing of Board resolution

The Board, at its meeting held on 22nd September, 2025 has, subject to the approval of the Members and such other approvals as may be required, approved the issuance of up to 4,15,40,000 Warrants to the Proposed Allottees, each at a price of Rs. 31.25 per Warrant (including a premium of Rs. 21.25 per Warrant), aggregating up to Rs. to INR 129,81,25,000/- (Indian Rupees One Hundred and Twenty-Nine Crores Eighty One Lakhs Twenty Five Thousand Only), for a cash consideration, by way of a preferential issue on a private placement basis.

b) Kinds of securities offered and the price at which security is being offered, and the total/ maximum number of securities to be issued

Up to 4,15,40,000 Warrants to the Proposed Allottees, each at a price of Rs. 31.25 per Warrant (including a premium of Rs. 21.25 per Warrant), aggregating up to Rs. to INR 129,81,25,000/- (Indian Rupees One Hundred and Twenty-Nine Crores Eighty One Lakhs Twenty Five Thousand Only), such price being not less than the floor price as on the relevant date (as set out below) determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations.

c) Basis or justification for the price (including the premium, if any) has been arrived at

In terms of the SEBI ICDR Regulations, the floor price at which the Warrants can be issued is Rs. 30.46/- per Warrant, as per the pricing formula prescribed under the SEBI ICDR Regulations for the Preferential Issue and is the highest of the following:

- 90 (ninety) trading days volume weighted average price (VWAP) of the equity shares of the Company preceding the Relevant Date: i.e. Rs. 25.20/- per equity share;
- 10 (ten) trading days volume weighted average price (VWAP) of the equity shares of the Company preceding the Relevant Date: i.e. Rs. 30.46/- per equity share.
- Floor price determined in accordance with the provisions of the articles of association of the Company. However, the articles of association of the Company does not provide for any method of determination for valuation of shares which results in floor price higher than determined price pursuant to SEBI ICDR Regulations.

As the proposed Preferential issue is more than 5% of the post issue fully diluted share capital of the Company, to an allottee or to allottees acting in concert, the Company has, in compliance with the provisions of Regulation 166A of the SEBI ICDR Regulations, obtained a valuation report from an independent registered valuer for determining the price. The price determined through Valuation report dated 22nd September 2025, issued by Mr. Dhileep Kumar Ganta, Registered Valuer having Reg. no. IBBI/RV/06/2019/11171 is Rupees 30.46/- per warrant.

Further, given that the equity shares of the Company have been listed for a period of more than 90 (ninety) trading days prior to the relevant date, the Company is not required to re-compute the issue price as per Regulation 164(3) the SEBI ICDR Regulations, and therefore, the Company is not required

to submit the undertakings specified under Regulations 163(1)(g) and 163(1)(h) of the SEBI ICDR Regulations.

If the Company is required to re-compute the price then it shall undertake such re-computation and if the amount payable on account of the re-computation of price is not paid by the Proposed Allottees within the time stipulated in the SEBI ICDR Regulations, the Warrants proposed to be issued pursuant to this resolution would have been continued to be locked in till the time such amount would have paid by the Proposed Allottees.*

d) Amount which the company intends to raise by way of such securities

Aggregating up to Rs. INR 129,81,25,000/- (Indian Rupees One Hundred and Twenty-Nine Crores Eighty One Lakhs Twenty Five Thousand Only)

e) The class or classes of persons to whom the allotment is proposed to be made

The Preferential Issue of Warrants is proposed to be made to the Proposed Allottees, who are members of Promoter and Promoter Group and Other Identified Investors (Public Category).

f) The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as the price

The Company has not made any preferential allotment during the current financial year FY 2025-26.

g) Maximum number of securities to be issued

The resolution set out in the accompanying notice authorises the Board to raise funds aggregating upto INR 129,81,25,000/- (Indian Rupees One Hundred and Twenty-Nine Crores Eighty One Lakhs Twenty Five Thousand Only) by way of issuance of upto 4,15,40,000 (Four Crore Fifteen Lakhs Forty Thousand) warrants, each convertible into, or exchangeable for, 1 (One) fully paid-up equity share of the Company of face value of Rs. 10/- each at a price of Rs. 31.25/- each payable in cash.

Minimum amount of Rs. 7.81/- (Rupees Seven and Eight One Paise Only), which is equivalent to 25% (twenty five percent) of the Warrants Issue Price shall be paid at the time of subscription and allotment of each Warrant. The warrant holder will be required to make further payments of Rs. 23.44 (Rupees Twenty Three and Fourty Four Only) for each Warrant, which is equivalent to 75% (seventy five percent) of the Warrants Issue Price at the time of exercise of the right attached to Warrant(s) to subscribe to equity share(s).

h) Intent of the promoters, directors or key managerial personnel of the Company to subscribe to the offer

The Proposed Allottees are members of Promoter and Promoter Group and Other Identified Investors (Public Category). The Company has received an investment commitment letter from the Proposed Allottees, informing the Company of their intention to invest and aggregate amount up to an amount of INR 129,81,25,000/- (Indian Rupees One Hundred and Twenty-Nine Crores Eighty One Lakhs Twenty Five Thousand Only) in the Company. Apart from the Proposed Allottees, none of the promoters, members of the promoter group, directors or key managerial personnel of the Company intend to subscribe to the offer.

i) Shareholding pattern of the Company before and after the Preferential Issue

S. No.	Category of Shareholder(s)	Pre-Issue(as on 19th September 2025)		Post-Issue*	
		No. of Shares Held	% of Shareholding	No. of Shares Held	% of Shareholding
A.	Promoters & Promoter Group Holding				
1	Indian				
a)	Individual	2,77,88,294	45.75	3,84,88,294	37.63
b)	Family Trust				
c)	LLP				
	Sub-Total (A) (1)	2,77,88,294	45.75	3,84,88,294	37.63
2	Foreign				
a)	Bodies Corporate				
	Sub-Total (A) (2)				
	Total Promoters & Promoter Group Holding (A)	2,77,88,294	45.75	3,84,88,294	37.63
B.	Non-Promoters Holding				
1	Institutional Investors				
a)	Mutual Funds				
b)	FPI				
c)	Alternate Investment Funds				
d)	Foreign Companies				
e)	Insurance Companies				
	Sub-Total (B) (1)				

2	Central Government/ State				
	Government				
	Sub-Total (B) (2)				
3	Non-Institutions				
a)	Individuals	2,51,07,737	41.34	3,54,47,737	34.66
b)	Non Resident Indians (NRIs)	9,95,074	1.64	9,95,074	0.97
c)	Bodies Corporate	54,47,310	8.97	2,59,47,310	25.37
d)	NBFCs registered with RBI				
e)	Any other Specify	61,285	0.10	61,285	0.06
	HUF	2,63,364	0.43	2,63,364	0.26
	Trusts	18	0	18	0
	Firm			0	0
	Unclaimed or Suspense or Escrow Account	10,78,866	1.78	10,78,866	1.05
	Sub-Total (B) (3)	3,29,53,654	54.25	6,37,93,654	62.37
	Total Public Shareholding (B)	3,29,53,654	54.25	6,37,93,654	62.37
	Total (A) + (B)	6,07,41,948	100	10,22,81,948	100
C.	Shares held by custodians for ADR and GDR				
	Total (A)+(B)+(C)	6,07,41,948	100	10,22,81,948	100

* The post preferential percentage of shareholding has been calculated assuming that all the Warrants allotted will be converted into equity shares

j) Time frame within which the Proposed Preferential Issue shall be completed: -

In accordance with Regulation 170 of the SEBI ICDR Regulations, the allotment of the Warrants shall be completed within a period of 15 (fifteen) days from the date of passing of the resolution by the shareholders, provided that where the allotment is pending on account of pendency of any approval(s) or permission(s) from any regulatory authority / body, the allotment shall be completed by the Company within a period of 15 (fifteen) days from the date of such approval(s) or permission(s).

k) Principal terms of assets charged as securities

Not Applicable

l) Material terms of raising such securities

The material terms for the Preferential Issue of Warrants to the Proposed Allottees is set out below:

m) Tenure

The Warrants shall be convertible into equity shares within a period of 18 (eighteen) months from the date of allotment of the Warrants.

n) Conversion and other related matters:

- (i) The Warrant holder shall have the right to convert the Warrants into fully paid-up equity shares of the Company of face value of Rs. 10/- (Indian Rupees Ten only) each, in one or more tranches, by delivering a notice of conversion ("Conversion Notice") to the Company requesting the conversion of the relevant number of Warrants into equity shares, on the date designated as the specified conversion date in the Conversion Notice ("Conversion Date").
- (ii) The conversion ratio is 1 (One) equity share in lieu of 1 (One) Warrant.
- (iii) Prior to the Conversion Date, the Warrant holder shall pay the Warrant exercise amount for the relevant Warrants it proposes to convert, and the Company shall, upon receipt of such payment in the designated bank account, on the Conversion Date, in accordance with applicable law to issue and allot equity shares (free and clear of all encumbrances other than any lock-in prescribed under applicable law) to the Warrant holder in lieu of the relevant Warrants.
- (iv) The Company shall file the certificate from its statutory auditor with the Stock Exchanges, confirming that the Company has received the Warrant exercise amount in compliance with Regulation 169(4) of the SEBI ICDR Regulations from the Warrant holder and the relevant documents thereof are maintained by the Company as on the date of certification.
- (v) The Company shall issue and allot the equity shares to the Warrant holder in dematerialized form and seek final approval from the Stock Exchanges for listing the equity shares allotted to the Warrant holder pursuant to conversion of the Warrants. All equity shares (upon conversion of the Warrants) shall be credited into the Warrant holder's demat account.
- (vi) The Warrant holder shall make the relevant disclosures required under applicable law, including the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended, in relation to the Preferential Issue and conversion of the Warrants.
- (vii) The procedure for conversion of warrants into equity shares set out above shall be applicable for conversion of each Warrant into equity shares, irrespective of the number of tranches in which the Warrant holder issues a Conversion Notice in accordance with Paragraph B(i) above.

o) Lock-in:

The Warrants allotted in terms of this resolution and the equity shares arising on exercise of rights attached to such Warrants shall be subject to lock-in for such period as may be specified under the Chapter V of SEBI ICDR Regulations.

The entire pre-preferential equity shareholding of the Proposed Allottee, if any, shall be subject to lock-in for such period as may be specified under the Chapter V of the SEBI ICDR Regulations

p) Rights:

The Warrants shall not carry any voting rights until they are converted into equity shares.

q) Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and / or who ultimately control the Proposed Allottees.

The following allottees have beneficial owners. The details of the same are as follows:

Name of the Allottee	Category	PAN	Beneficial Owner	PAN
Nexta Enterprises LLP	Non-Promoter	AATFN7181Q	Geeta Chetan Shah	APUPS9957F
Patel Growth Private Limited	Non-Promoter	AAOCP3851B	Ketan Chhaganlal Patel	AACPP6664P
BSAS Infotech Limited	Non-Promoter	AADCB4202B	VIKAS VIJAYKUMAR KHEMANI	ADTPK8739J
Profit Planet Comsec Private Limited	Non-Promoter	AAECP0695D	Ashish Manubhai Mehta	AAHPM5912A
Buddha IT Solutions Private Limited	Non-Promoter	AAGCB8839F	Gottumukkala Satyanarayana Raju	ARHPG7634E

r) The percentage of the post-preferential issue capital that may be held by the Proposed Allottees (as defined hereinabove) and change in control, if any, in the Company consequent to the Preferential Issue:

Category	Pre Issue % Holding	Number of Equity Shares proposed to be allotted or to be allotted post conversion of Warrants into Equity	Post Issue % Holding*
ASHOK KUMAR BUDDHARAJU	13.77%	2000000	10.13%
RAMA DEVI BUDDHARAJU	9.14%	2000000	7.38%
SNIGDHA BUDDHARAJU	4.32%	2000000	4.52%
DEEPAK ALOKAM	0.01%	2350000	2.30%
GOWTHAM ALOKAM	0.01%	2350000	2.30%
Neti Sangeeta	-	270,000	0.26%
Mahesh Buddharaju	-	300,000	0.29%

Buddha IT Solutions Private Limited	-	1,500,000	1.47%
Gottumukkala Satyanarayana Raju	0.25%	200,000	0.34%
Gottumukkala Sobhadevi	0.19%	200,000	0.31%
Alokam Sadasiva Rao	-	300,000	0.29%
Sadasiva Rao Nannapaneni	-	50,000	0.05%
N. Srilakshmi	-	50,000	0.05%
Munnangi Srinivasa Rao	-	100,000	0.10%
Munnangi Jyothi	-	100,000	0.10%
Munnangi Tejaswini	-	100,000	0.10%
Munnangi Sruthi	-	100,000	0.10%
Uday Kumar Chava	-	50,000	0.05%
Kommineni Madhubabu	-	50,000	0.05%
Gujjaralapudi Sambasiva Rao	-	200,000	0.20%
Pendru Hari Kishore	-	50,000	0.05%
Alokam Sivaiah	-	100,000	0.10%
Gopalam Sivaji	-	50,000	0.05%
Giriboina Peddiraju	-	25,000	0.02%
Ganapa Narsi Reddy	-	150,000	0.15%
Kommineni Sivaiah	-	50,000	0.05%
Bondalapati Phaneendra	-	25,000	0.02%
Kanireddy Chandra Sekhar	-	250,000	0.24%
Kanireddy Meena Kumari	0.19%	250,000	0.36%
Namburu Vasundhara Rani	-	100,000	0.10%
Kushal Sandeep Doshi	-	150,000	0.15%
Yogesh Vasantrai Shah	-	100,000	0.10%
Neha Kiran Sheth	-	100,000	0.10%
Nidhi Rashmin Shah	-	50,000	0.05%
Yogitha Shah	-	300,000	0.29%
Jeel Shah	-	100,000	0.10%
Rita Uday Laladia	-	50,000	0.05%
K. Swaraj	-	100,000	0.10%
Satyanarayana Vaddi	-	135,000	0.13%
Chelli Ramya	-	135,000	0.13%
Nexta Enterprises LLP	3.29%	12,500,000	14.18%
Anoop Chhaganlal Patel	1.65%	3,500,000	4.40%
Patel Growth Private Limited	-	3,000,000	2.93%
BSAS Infotech Limited	-	2,500,000	2.44%
Nidhi Ketan Patel	-	1,500,000	1.47%
Profit Planet Comsec Private Limited	-	1,000,000	0.98%

Heena Biren Gandhi	0.00%	1,000,000	0.98%
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**The post preferential percentage of shareholding has been calculated assuming that all the Warrants allotted will be converted into equity shares of the Company.*

*** The Proposed Allottees are part of the promoter group of the Company and other Identified Investors from Public Category. The pre-allotment shareholding held by the promoter and promoter group in the Company is 47.70%, which will dilute to 38.79% pursuant to the conversion of all the Warrants allotted into equity shares of the Company by the warrant holders. Please refer to the "Shareholding pattern of the Company before and after the Preferential Issue" above for further reference.*

There will be no change in the composition of the Board nor any change in the control of the Company consequent to the Proposed Preferential Issue.

s) Contribution being made by the promoters or directors either as part of the Preferential Issue or separately in furtherance of objects

Up to Rs. 33,43,75,000/- (Indian Rupees Thirty-Three Crores Forty Three Lakhs Seventy-Five Thousand Only.

t) Undertaking:

The Company hereby undertakes that:

- None of the Company, its Directors or Promoters have been declared as wilful defaulter or fraudulent borrower as defined under the SEBI ICDR Regulations.
- None of its Directors or Promoter is a fugitive economic offender as defined under the SEBI ICDR Regulations;
- The Company is eligible to make the Preferential Issue to the Proposed Allottees under Chapter V of the SEBI ICDR Regulations;
- As the Equity Shares have been listed for a period of more than ninety days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing recomputation of the price of shares shall not be applicable;
- The Company shall re-compute the price of the equity shares to be allotted under the Preferential Issue, in terms of the provisions of SEBI ICDR Regulations where it is required to do so;
- If the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the equity shares to be allotted under the Preferential Issue shall continue to be locked-in till the time such amount is paid by the warrant holder.

u) Current and proposed status of the Proposed Allottees post the Preferential Issue viz. promoter or non-promoter

The Proposed Allottees are the members of Promoter and Promoter Group and the Identified Investors (Public Category)

v) Valuation and Justification for the allotment proposed to be made for consideration other than cash.

Not applicable

w) Lock-in period

The Warrants allotted pursuant to this resolution and the resultant equity shares to be issued and allotted upon exercise of right attached to the Warrants as above shall be subject to a lock-in for such period as per the provisions of Chapter V of the SEBI ICDR Regulations.

x) The current and proposed status of the allottee(s) post Preferential Issue namely, promoter or non-promoter

The Current allottees are the members of Promoter and Promoter Group and the Identified Investors(Public Category – Non Promoter).

y) Practicing Company Secretary's Certificate

The certificate Pawan Jain and Associates, Practicing Company Secretary, certifying that the Preferential Issue is being made in accordance with the requirements contained in the SEBI ICDR Regulations shall be made available for inspection by the Members during the meeting and will also be made available on the Company's website www.acstechnologies.co.in

z) Other Disclosures

- During the period from April 01, 2025 until the date of Notice of this EGM, the Company has not made any Preferential Issue of equity shares.
- The Company is in compliance with the conditions for continuous listing and is eligible to make the Preferential Issue under Chapter V of the SEBI ICDR Regulations.
- Neither the Company nor any of its directors or Promoters are categorized as wilful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulter(s) issued by the Reserve Bank of India. Further, neither the Company nor any of its directors or Promoters is a fraudulent borrower as defined under the SEBI ICDR Regulations. Consequently, the disclosures required under Regulation 163(1)(i) of the SEBI ICDR Regulations are not applicable.
- Neither the Company nor any of its directors and / or Promoters is a fugitive economic offender as defined under the SEBI ICDR Regulations.

- e) As the proposed Preferential issue is more than 5% of the post issue fully diluted share capital of the Company, to an allottee or to allottees acting in concert, the Company has, in compliance with the provisions of Regulation 166A of the SEBI ICDR Regulations, obtained a valuation report from an independent registered valuer for determining the price. The price determined through Valuation report dated 22nd September 2025, issued by Mr. Dhileep Kumar Ganta, Registered Valuer having Reg. no. IBBI/RV/06/2019/11171 is Rupees 30.46/- per warrant.
- f) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer is not applicable as the allotment of equity shares under the Preferential Issue is for a cash consideration.
- g) The Proposed Allottees have confirmed that they have not sold or transferred any equity shares of the Company during the 90 trading days preceding the Relevant Date. The Proposed Allottees have further confirmed that they are eligible under SEBI ICDR Regulations to undertake the Preferential Issue

None of the Directors, Key Managerial Personnel or their relatives are in any way financially or otherwise concerned or interested in the passing of this Special Resolution as set out at Item No. 1 of this notice except and to the extent of their shareholding in the Company and the other warrants being allotted to them.

In accordance with the provisions of Sections 23, 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI ICDR Regulations, approval of the Members for issue and allotment of the said warrants to the Proposed Allottees is being sought by way of a special resolution as set out in the said item no. 1 of the Notice. Issue of the equity shares pursuant to the exercise of the rights attached to warrants would be within the authorised share capital of the Company.

The Board of Directors believes that the proposed Preferential Issue is in the best interest of the Company and its Members and, therefore, recommends the resolution at Item No. 1 of the accompanying Notice for approval by the Members of the Company as a Special Resolution.

Documents referred to in the notice/ explanatory statement will be available for inspection by the Members of the Company as per applicable law.

**By Order of the Board
For ACS Technologies Limited**

**Sd/-
Shilpi Gunjan
Company Secretary & Compliance Officer**