

September 1, 2025

To,  
The Listing Department,  
**BSE LIMITED,**  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort  
Mumbai- 400 001

To,  
The Listing Department  
**National Stock Exchange of India Limited,**  
Exchange Plaza, 5<sup>th</sup> Floor, Plot no. C-1,  
G-Block, Bandra Kurla Complex,  
Mumbai -400051

Scrip Code: 543349

NSE Symbol: ACUTAAS

**Subject: Notice convening the 18<sup>th</sup> Annual General Meeting of the Company**

Pursuant to the provisions of Regulation 30 and Regulation 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we herewith submit the Notice convening the 18<sup>th</sup> Annual General Meeting ("**AGM**") of Acutaas Chemicals Limited, which is scheduled to be held on **Thursday, September 25, 2025 at 11.30 A.M. (IST)** through Video Conferencing / Other Audio Visual Means in accordance with relevant circulars issued by the Ministry of Corporate Affairs and Securities Exchange Board of India.

The details of AGM are mentioned below:

Date and Time of 18 <sup>th</sup> AGM	<b>Thursday, September 25, 2025 at 11.30 A.M. (IST)</b>
Location	<b>Through Video Conference / Other Audio Visual Means</b>
Cut – off Date (for determining eligibility of members for e-voting)	<b>Thursday, September 18, 2025</b>
Remote e-voting period	<b>From Monday, September 22, 2025, 9.00 A.M. (IST) to Wednesday, September 24, 2025 5.00 P.M. (IST)</b>
Result of e-voting	<b>On or before Saturday, September 27, 2025</b>

In compliance with the relevant circulars, the Notice of the 18<sup>th</sup> AGM along with Annual Report for FY 2024-25 is being sent today by electronic mode to those shareholders whose e-mail address is registered with the Company/ Registrar and Transfer Agent of the Company /Depository Participants. The Notice of 18<sup>th</sup> AGM and Annual Report for the Financial Year 2024-25 is also available on the website of the Company at <https://acutaas.com/annual-reports.html>

Kindly take the above intimation on record.

For, ACUTAAS CHEMICALS LIMITED

CS Ekta K. Srivastava  
Company Secretary & Compliance Officer

Encl: Notice of 18<sup>th</sup> AGM



## NOTICE

### 18TH ANNUAL GENERAL MEETING

**NOTICE** is hereby given that the Eighteenth (18<sup>th</sup>) Annual General Meeting of members of **ACUTAAS CHEMICALS LIMITED** (Formerly known as Ami Organics Limited) ("the Company") will be held on Thursday, September 25, 2025 at 11.30 A.M Indian Standard Time (IST) through Video conferencing ("VC"/ Other Audio Visual Means ("OAVM"), deemed to be held at the Registered Office of the Company at Plot No. 440/4, 5 & 6, Road No. 82/A, G.I.D.C. Sachin, Surat – 394 230, to transact the following business:

#### ORDINARY BUSINESS:

**1. Adoption of the Audited Financial Statements of the Company together with the schedules and notes attached thereto for the financial year ended on 31<sup>st</sup> March, 2025 along with the reports of the Board of Directors and Auditors thereon:**

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

**a) Audited Standalone Financial Statements of the Company for the financial year ended on 31<sup>st</sup> March, 2025:**

"**RESOLVED THAT** the Audited Standalone Financial Statements including Balance Sheet as at March 31, 2025, Profit & Loss Account and Cash Flow Statement for the year ended on that date together with the schedules and notes attached thereto, along with the Reports of Board of Directors and the Auditors thereon be and are hereby considered, approved and adopted."

**b) Audited Consolidated Financial Statements of the Company for the financial year ended on 31<sup>st</sup> March, 2025:**

"**RESOLVED THAT** the Audited Consolidated Financial Statements including Balance Sheet as at March 31, 2025, Profit & Loss Account and Cash Flow Statement for the year ended on that date together with the schedules and notes attached thereto, along with the Reports of Board of Directors and the Auditors thereon be and are hereby considered, approved and adopted."

**2. Declaration of Final Dividend for the financial year 2024-25:**

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

"**RESOLVED THAT** Final Dividend at the rate of 30% i.e. ₹1.50/- (Rupee One and fifty paise only) per equity share of the face value of ₹5/- (Rupees Five only) each, on 8,18,68,922 equity shares of the Company be and is hereby declared to the shareholders of the Company whose name appear in the Register of Members / list of beneficial owners as on the record date fixed for the purpose of determining the eligibility of members for final dividend, which shall be paid out of the profits of the Company for the financial year ended on 31<sup>st</sup> March 2025."

**3. Re-appointment of Mr. Nareshkumar Ramjibhai Patel (DIN : 00906232), who retires by rotation and being eligible, offers himself for re-appointment:**

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

"**RESOLVED THAT** Mr. Nareshkumar Ramjibhai Patel (DIN: 00906232), Director of the Company, who retires by rotation at this Annual General Meeting in accordance with section 152(6) of the Companies Act, 2013 and being eligible for re-appointment, be and is hereby reappointed as Director of the Company, liable to retire by rotation."

#### SPECIAL BUSINESS:

**4. Ratification of remuneration of Cost Auditors for financial year 2025-26:**

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

"**RESOLVED THAT** pursuant to provision of Section 148(3) of the Companies Act, 2013 read with Rule 4 of Companies (Audit & Auditors) Rules, 2014 and other applicable provisions of the Companies Act 2013 read with rules made thereunder including statutory modifications or re- enactments thereof from time to time, and pursuant to the recommendation of the Audit Committee and approved by the Board of Directors, the Company hereby ratifies the remuneration of ₹3,50,000/- (Rupees Three lakhs and Fifty Thousand only) excluding out of pocket expenses plus applicable taxes payable to M/s Chirag Vallabhbbhai Vekariya & Co., Cost and Management Accountants (Firm's Registration No. 001422) who have been appointed by the Board of Directors as the Cost Auditors of the Company, to conduct the cost audit of the cost records of the Company for the F.Y. 2025-26."

**RESOLVED FURTHER THAT** the Board of Directors of the Company, (including its Committees thereof), be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms or submission of documents with any authority or accepting any modifications as required by such authorities, for the purpose of giving effect to this Resolution and for matters connected therewith, or incidental thereto."

**5. Reappointment of Mr. Nareshkumar Ramjibhai Patel (DIN 00906232), as the Managing Director, designated as Executive Chairman & Managing Director and approval of payment of remuneration :**

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

"**RESOLVED THAT** pursuant to and in accordance with the provisions of Section 196, 197, 198, 203, Schedule V of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and all the other applicable provisions made under the Companies Act,

2013, SEBI (Listing Obligations and Disclosures Requirements), Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and Articles of Association of the Company and upon recommendation of Nomination and Remuneration Committee and Board of Directors, consent of the Members of the Company be and is hereby accorded for reappointment of Mr. Nareshkumar Ramjibhai Patel (**DIN: 00906232**) as the Managing Director, designated as Executive Chairman & Managing Director and a Key Managerial Personnel of the Company for a period of five consecutive years starting with effect from May 01, 2026 till April 30, 2031 ("**Tenure**") (both days inclusive) and payment of remuneration on the terms and conditions approved by the Board as set out in the Explanatory Statement, during his tenure as Managing Director of the Company, and that such remuneration shall not exceed 5% (five percent) per annum of the net profits of Company calculated as per Section 198 of the Act ("**Net Profits**"), being the limit of remuneration specified to any one Managing Director or Whole Time Director or Manager under Section 197 of the Act, and if there are more than one such Director, overall remuneration shall not exceed 10% (ten per cent) per annum of the net profits to all such Directors taken together.

**RESOLVED FURTHER THAT** the office of Mr. Nareshkumar Ramjibhai Patel shall be reckoned for the purpose of arriving Directors liable to retire by rotation and as long as he functions as the Managing Director of the Company, he will not be paid any sitting fees for attending the meetings of the Board of Directors or any committee(s) thereof.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the foregoing resolution the Board of Directors (which term shall be deemed to include any Committee of the Board authorized in the said behalf) be and is hereby authorised to vary and / or revise the remuneration of Mr. Nareshkumar Ramjibhai Patel within limits permissible under the Companies Act 2013, and to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable, and to settle any question, difficulty or doubt that may arise in respect of aforesaid without being required to seek any further consent or approval of the Members of Company, or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

#### 6. Reappointment of Mr. Chetankumar Chhaganlal Vaghasia (DIN 01375540), as the Whole Time Director of Company and approval of payment of remuneration :

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

**"RESOLVED THAT** pursuant to and in accordance with the provisions of Section 196, 197, 198, 203, Schedule V of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and all the other applicable provisions made under the Companies Act, 2013, SEBI (Listing Obligations and Disclosures Requirements), Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and Articles of Association of the Company and upon recommendation of Nomination and Remuneration Committee and Board of Directors, consent of the Members of the Company is hereby

accorded for reappointment of Mr. Chetankumar Chhaganlal Vaghasia (**DIN: 01375540**) as the Whole Time Director and Key Managerial Personnel of the Company, for a period of five consecutive years starting with effect from May 01, 2026 till April 30, 2031 ("**Tenure**") (both days inclusive) and payment of remuneration on the terms and conditions approved by the Board as set out in the Explanatory Statement, during his tenure as Whole Time Director of the Company, and that such remuneration shall not exceed 5% (five percent) per annum of the net profits of Company calculated as per Section 198 of the Act ("**Net Profits**"), being the limit of remuneration specified to any one Managing Director or Whole Time Director or Manager under Section 197 of the Act, and if there are more than one such Director, overall remuneration shall not exceed 10% (ten percent) per annum of the net profits to all such Directors taken together.

**RESOLVED FURTHER THAT** the office of Mr. Chetankumar Chhaganlal Vaghasia shall be reckoned for the purpose of arriving Directors liable to retire by rotation and as long as he functions as the Whole Time Director of the Company, he will not be paid any sitting fees for attending the meetings of the Board of Directors or any committee(s) thereof.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the foregoing resolution, the Board of Directors (which term shall be deemed to include any Committee of the Board authorized in the said behalf) be and is hereby authorised to vary and / or revise the remuneration of Mr. Chetankumar Chhaganlal Vaghasia within limits permissible under the Companies Act 2013, and to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable, and to settle any question, difficulty or doubt that may arise in respect of aforesaid without being required to seek any further consent or approval of the Members of Company, or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

#### 7. Reappointment of Mr. Virendra Nath Mishra (DIN 07815490), as the Whole Time Director of Company and approval of payment of remuneration :

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

**"RESOLVED THAT** pursuant to and in accordance with the provisions of Section 196, 197, 198, 203, Schedule V of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and all the other applicable provisions made under the Companies Act, 2013, SEBI (Listing Obligations and Disclosures Requirements), Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and Articles of Association of the Company and upon recommendation of Nomination and Remuneration Committee and Board of Directors, consent of the Members of the Company is hereby accorded for reappointment of Mr. Virendra Nath Mishra (**DIN:07815490**) as the Whole Time Director and Key Managerial Personnel of the Company, for a period of five consecutive years starting with effect from April 1, 2026 till March 31, 2031 ("**Tenure**") (both days inclusive) and payment of remuneration on the terms and conditions approved



by the Board as set out in the Explanatory Statement, during his tenure as Whole Time Director of the Company, and that such remuneration shall not exceed 5% (five percent) per annum of the net profits of Company calculated as per Section 198 of the Act (**'Net Profits'**), being the limit of remuneration specified to any one Managing Director or Whole Time Director or Manager under Section 197 of the Act, and if there are more than one such Director, overall remuneration shall not exceed 10% (ten percent) per annum of the Net Profits to all such Directors taken together.

**RESOLVED FURTHER THAT** the office of Mr. Virendra Nath Mishra shall be reckoned for the purpose of arriving Directors liable to retire by rotation and as long as he functions as the Whole Time Director of the Company, he will not be paid any sitting fees for attending the meetings of the Board of Directors or any committee(s) thereof.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the foregoing resolution the Board of Directors (which term shall be deemed to include any Committee of the Board authorized in the said behalf) be and is hereby authorised to vary and / or revise the remuneration of Virendra Nath Mishra within limits permissible under the Companies Act 2013, and to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable, and to settle any question, difficulty or doubt that may arise in respect of aforesaid without being required to seek any further consent or approval of the Members of Company, or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

#### **8. Re-appointment of Mrs. Richa Manoj Goyal (DIN 00159889), as Director (Non-Executive & Independent) of the company for second term of five years:**

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

**"RESOLVED THAT** pursuant to Sections 149, 152 & 161 read with Schedule IV of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any amendments, modifications or re-enactment, rules made thereunder each as amended) (**"Companies Act"**) read with Regulations 17, 25 and other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (**"SEBI Listing Regulations"**) and other applicable provisions of law, if any, and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors and as per the provisions of the Articles of Association of the Company, Mrs. Richa Manoj Goyal (**DIN: 00159889**), who was appointed as a Non-executive & Independent Director for a term of five consecutive years starting from April 1, 2021 and who holds office up to March 31, 2026 and who has submitted a declaration that she meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the SEBI Listing Regulations, be and is hereby re-appointed as a Non-executive & Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years starting from April 01, 2026 till March 31, 2031 (both days inclusive).

**RESOLVED FURTHER THAT** pursuant to the provisions of Regulation 17(6)(a) of the SEBI Listing Regulations and all other applicable provisions, Mrs. Richa Manoj Goyal shall be entitled to receive sitting fees for attending meetings of the Board or any committees thereof and annual commission, if any, as may be determined by the Board from time to time, which shall not exceed the limits prescribed under section 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and SEBI Listing Regulations.

**RESOLVED FURTHER THAT** the Board of Directors and the Company Secretary of the Company, be and are hereby severally authorized to take such steps and to do such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this resolution."

#### **9. Re-appointment of Mr. Hetal Madhukant Gandhi (DIN 00106895), as Director (Non-Executive & Independent) of the company for second term of five years:**

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

**"RESOLVED THAT** pursuant to Sections 149, 152 & 161 read with Schedule IV of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any amendments, modifications or re-enactment, rules made thereunder each as amended) (**"Companies Act"**) read with Regulations 17, 25 and other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (**"SEBI Listing Regulations"**) and other applicable provisions of law, if any, and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors and as per the provisions of the Articles of Association of the Company, Mr. Hetal Madhukant Gandhi (**DIN:00106895**), who was appointed as a Non-executive & Independent Director for a term of five consecutive years starting from April 28, 2021 and who holds office of Independent Director up to April 27, 2026 and who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the SEBI Listing Regulations, be and is hereby re-appointed as an Non-executive & Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years starting from April 28, 2026 to April 27, 2031 (both days inclusive).

**RESOLVED FURTHER THAT** pursuant to the provisions of Regulation 17(6)(a) of the SEBI Listing Regulations and all other applicable provisions, Mr. Hetal Madhukant Gandhi shall be entitled to receive sitting fees for attending meetings of the Board or any committees thereof and annual commission, if any, as may be determined by the Board from time to time, which shall not exceed the limits prescribed under section 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and SEBI Listing Regulations.

**RESOLVED FURTHER THAT** the Board of Directors and the Company Secretary of the Company, be and are hereby severally authorized to take such steps and to do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this resolution."

## 10. Approval for payment of commission to Non Executive Directors of the Company :

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

**"RESOLVED THAT** pursuant to the provisions of section 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (**'the Act'**) and Rules made thereunder including any statutory modification(s) or re-enactment(s) thereof, Regulation 17(6) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time and other applicable provisions, consent of the members of the Company be and is hereby accorded for payment of commission to the Non Executive Director(s) of the Company i.e. Directors other than Managing Director / Whole-time Director of the Company, not exceeding 1% (One percent) of the net profits of the Company in a financial year computed as per the provisions of section 198 of the Act at the end of the financial year, in such manner and up to such extent as the Nomination and Remuneration Committee of the Board of Directors of the Company recommends and/or the Board of Directors determine from time to time.

**RESOLVED FURTHER THAT** the above remuneration shall be in addition to sitting fees and reimbursement of expenses for attending the meetings of the Board and/or other meetings being paid to the Non Executive Directors.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things including deciding on the manner of payment of commission and settle all questions or difficulties that may arise with regard to the aforesaid resolution as it may deem fit in connection with or incidental to give effect to the aforesaid resolution."

## 11. Appointment of M/s KSPS & Co. LLP as the Secretarial Auditors of Company :

To consider and, if thought fit, to pass, with or without modification, the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of section 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to the recommendation of the Audit Committee and Board of Directors of the Company M/s KSPS & Co. LLP, Company Secretaries (LLPIN-ABC-4707), be and are hereby appointed as Secretarial Auditors of the Company, for a term of five (5) consecutive years, to hold office of the Secretarial Auditors from the financial year 2025-26 till the financial 2029-30 at such remuneration as may be mutually agreed between the Board of Directors of the Company based on the recommendation of the Audit Committee, and the Secretarial Auditors, from time to time.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any committee thereof) be and is hereby authorised to take all decisions, including finalizing the remuneration of the Secretarial Auditors, from time to time, to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

By order of the Board of Directors

**ACUTAAS CHEMICALS LIMITED**  
(Formerly known as Ami Organics Limited)

Sd/-

**Ekta Kumari Srivastava**

Company Secretary

Membership No. A27323

**Date: August 29, 2025**

**Place: Surat**

### Registered Office:

Plot No. 440/4, 5 & 6, Road No. 82/A, GIDC, Sachin

Surat -394230 Gujarat, INDIA

CIN : L24100GJ2007PLC051093

Tel : + 91 7573015366

Email : [investorinfo@acutaas.com](mailto:investorinfo@acutaas.com)

Website : [www.acutaas.com](http://www.acutaas.com)





## NOTES:

1. The 18<sup>th</sup> Annual General Meeting of the Company ("**AGM**") of the Company is being conducted through VC in compliance with General Circular 09/2024 dated September 19, 2024 read with No. 9/2023 dated September 25, 2023, General Circular Nos. 14/2020, 17/2020, 20/2020, issued by Ministry of Corporate Affairs and Circular dated October 3, 2024 read with Circulars dated October 7, 2023, May 12, 2020, January 15, 2021, May 13, 2022 and January 5, 2023 issued by the Securities and Exchange Board of India (collectively referred to as "Circulars"), which details the procedure and manner of holding General Meetings through VC and provide certain relaxations from compliance with Listing obligations. The registered office of the Company at Sachin, Surat shall be deemed to be the venue for the AGM. Since the AGM will be held through VC, the Route Map is not annexed in this Notice.
2. An Explanatory Statement setting out the material facts pursuant to Section 102(1) of the Companies Act, 2013 and Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India ("SS- 2"), relating to special businesses as set out under Item Number 4 to 11, to be transacted at the 18<sup>th</sup> Annual General Meeting ("**AGM / Meeting**") of the Company and forms part of this Notice convening the 18<sup>th</sup> AGM of the Company ("**the Notice**"). The said Statement also contains the recommendation of the Board of Directors of the Company in terms of Regulation 17(11) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").
3. M/s. MUFG Intime India Private Limited ("**MUFG Intime**") (Formerly known as Link Intime India Private Limited) Registrar & Transfer Agent of the Company ("RTA"), shall be providing facility for e-voting and attending the AGM through video conferencing. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC.
4. In compliance with the MCA Circulars and SEBI Circulars, the Notice of the 18<sup>th</sup> AGM and Annual Report is being sent only through electronic mode to those Members whose email addresses are registered with the Registrar and share Transfer Agent (R&TA) / Depositories) and will also be available on the Company's website at [www.acutaas.com](http://www.acutaas.com) websites of the Stock Exchanges, i.e. BSE Limited and the National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of MUFG Intime at: <https://instavote.linkintime.co.in>
5. In terms of the MCA Circulars, physical attendance of members has been dispensed with and 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 AGM. However, pursuant to Section 112 and Section 113 of the Act, representatives of the members may be appointed for the purpose of voting through remote e-Voting, for participation in the AGM through VC/ OAVM facility and e-Voting during the AGM.
6. Members seeking or requiring any clarification or information in respect of any matter to be placed at the AGM may send their requests to the Company by at [investorinfo@acutaas.com](mailto:investorinfo@acutaas.com).
7. In case of joint holders, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
8. Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/ Authorization etc., authorizing its representative to attend the AGM and /or for E Voting on the resolutions proposed. The said Resolution/Authorization for evoting shall be sent to the Scrutinizer by email through its registered email address to [kashyap.cs@gmail.com](mailto:kashyap.cs@gmail.com) with a copy marked to [enotices@in.mpms.mufg.com](mailto:enotices@in.mpms.mufg.com).
9. Members may join the AGM through VC/ OAVM facility by following the procedure as mentioned hereinafter, which shall be kept open for the members from 11.00 A.M. IST i.e. 30 minutes before the time scheduled to start the AGM and the Company may close the window for joining the VC/OAVM facility 15 minutes after the scheduled time to start the AGM.
10. Attendance of the members participating in the AGM through VC/ OAVM facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
11. The details of the Directors seeking appointment/reappointment as required by Regulation 36(3) of SEBI LODR Regulations and Secretarial Standards-2 issued by the Institute of Company Secretaries of India and notified by Central Government are annexed hereto. The documents referred to in Explanatory Statement will be available for inspection at the Registered office of the Company during business hours. Members seeking to inspect the same can send an email to [investorinfo@acutaas.com](mailto:investorinfo@acutaas.com)
12. The Company has appointed Mr. Kashyap Shah (FCS 7662, CP No. 6672) Practicing Company Secretary, to act as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
13. The Scrutinizer shall, immediately after the conclusion of the e-voting at the AGM, first count the votes cast through e-voting during the meeting and thereafter unblock the votes cast through remote e-voting before the AGM in presence of at least two witnesses who are not in the employment of the Company, and make a consolidated Scrutinizer's Report of the total votes cast in favor or against, if any, and submit the same to the Chairperson or a person authorized by him in writing who shall countersign the same.
14. **Important dates for Members:**  
**Cut-Off / Record Date:** The Cut-Off Date for the purpose of determining the Members eligible for attending the AGM and for remote e-Voting & voting at the AGM through e-Voting system is **Thursday, September 18, 2025**. A person who is not a member as on the Cut-Off Date should treat this Notice of AGM for information purpose only. The voting rights of Members shall be in proportion to their shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date, as aforesaid.

**Remote e-Voting Period** commences on **Monday, September 22, 2025 from 9:00 A.M. (IST)** and ends on **Wednesday, September 24, 2025 at 5:00 P.M. (IST)**. Remote e-Voting will be disabled thereafter.

**E-Voting Facility at the AGM** will also be provided on the date of the AGM i.e., on Thursday, **September 25, 2025** till 30 minutes after the conclusion of the AGM, to eligible Members who have not cast their votes through remote e-Voting and who attend the AGM through VC/ OAVM facility.

15. General instructions for accessing and participating in the AGM through VC/ OAVM facility and voting through electronic means including remote e-Voting are as under:

### 1. Instructions for Remote e-voting:

- The remote e-Voting period will commence from Monday, September 22, 2025 from 9:00 A.M. (IST) and ends on Wednesday, September 24, 2025 at 5:00 P.M. (IST). During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., September 18, 2025, may cast their vote electronically. The voting right of members shall be in proportion

to their share in the paid-up equity share capital of the Company as on the cut-off date. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

- A person who is not a member as on the cut-off date should treat this Notice of the AGM for information purpose only.
- The details of the process and manner for remote e-Voting are explained herein below:

### Login method for Individual shareholders holding securities in demat mode is given below:

#### Remote e-Voting Instructions for shareholders:

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 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 e-Voting facility.

### Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<b>METHOD 1 - Individual Shareholders registered with NSDL IDeAS facility</b>
	<p><b>A. Shareholders who have registered for NSDL IDeAS facility:</b></p> <ol style="list-style-type: none"> <li>Visit URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> and click on "Beneficial Owner" icon under "Login".</li> <li>Enter User ID and Password. Click on "Login"</li> <li>After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.</li> <li>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.</li> </ol>
	<p><b>OR</b></p> <p><b>B. Shareholders who have not registered for NSDL IDeAS facility:</b></p> <ol style="list-style-type: none"> <li>To register, visit URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> and select "Register Online for IDeAS Portal" or click on <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Proceed with updating the required fields.</li> <li>Post successful registration, user will be provided with Login ID and password.</li> <li>After successful login, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.</li> <li>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.</li> </ol>
	<p><b>C. METHOD 2 - Individual Shareholders directly visiting the e-voting website of NSDL</b></p> <ol style="list-style-type: none"> <li>Visit URL: <a href="https://www.evoting.nsdl.com">https://www.evoting.nsdl.com</a></li> <li>Click on the "Login" tab available under 'Shareholder/Member' section.</li> <li>Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.</li> </ol> <p>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.</p> <ol style="list-style-type: none"> <li>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.</li> </ol>



Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<p><b>METHOD 1 – Individual Shareholders registered with CDSL Easi/ Easiest facility</b></p> <p><b>Shareholders who have registered/ opted for CDSL Easi/ Easiest facility:</b></p> <ol style="list-style-type: none"> <li>Visit at URL: <a href="https://web.cdslindia.com/myeasitoken/Home/Login">https://web.cdslindia.com/myeasitoken/Home/Login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a>.</li> <li>Click on New System Myeasi Tab</li> <li>Login with existing my easi username and password</li> <li>After successful login, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime, for voting during the remote e-voting period.</li> <li>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.</li> </ol> <p><b>OR</b></p> <p><b>Shareholders who have not registered for CDSL Easi/ Easiest facility:</b></p> <ol style="list-style-type: none"> <li>To register, visit URL: <a href="https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration">https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration</a> / <a href="https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration">https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration</a></li> <li>Proceed with updating the required fields.</li> <li>Post registration, user will be provided username and password.</li> <li>After successful login, user able to see e-voting menu.</li> <li>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.</li> </ol> <p><b>METHOD 2 - Individual Shareholders directly visiting the e-voting website of CDSL</b></p> <ol style="list-style-type: none"> <li>Visit URL: <a href="https://www.cdslindia.com">https://www.cdslindia.com</a></li> <li>Go to e-voting tab.</li> <li>Enter Demat Account Number (BO ID) and PAN No. and click on “Submit”.</li> <li>System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account</li> <li>After 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.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<p>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.</p> <ul style="list-style-type: none"> <li>Login to DP website</li> <li>After Successful login, user shall navigate through “e-voting” option.</li> <li>Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.</li> <li>After 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.</li> </ul>
Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode	<p>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 for InstaVote as under:</p> <ol style="list-style-type: none"> <li>Visit URL: <a href="https://instavote.linkintime.co.in">https://instavote.linkintime.co.in</a></li> </ol> <p><b>Shareholders who have not registered for INSTAVOTE facility:</b></p> <ol style="list-style-type: none"> <li>Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details:</li> </ol> <p><b>A. User ID:</b>  NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.  CDSL demat account – User ID is 16 Digit Beneficiary ID.  Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.</p> <p><b>B. PAN:</b>  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.</p> <p><b>C. DOB/DOI:</b>  Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)</p>



Type of shareholders	Login Method
	<p><b>D. Bank Account Number:</b> Enter your Bank Account Number (last four digits), as recorded with your DP/Company. * Shareholders holding shares in <b>NSDL form</b>, shall provide 'D' above ** Shareholders holding shares in <b>physical form</b> but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above</p> <p><b>E.</b></p> <ul style="list-style-type: none"> <li>Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (!#\$%&amp;*), at least one numeral, at least one alphabet and at least one capital letter).</li> <li>Enter Image Verification (CAPTCHA) Code</li> <li>Click "Submit" (You have now registered on InstaVote)</li> </ul>
<b>Shareholders who have registered for INSTAVOTE facility</b>	<p>Click on "<b>Login</b>" under 'SHARE HOLDER' tab.</p> <p>A. User ID: Enter your User ID B. Password: Enter your Password C. Enter Image Verification (CAPTCHA) Code D. Click "Submit"</p> <p>Cast your vote electronically:</p> <p>A. After successful login, you will be able to see the "Notification for e-voting". B. Select 'View' icon. C. E-voting page will appear. D. 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). E. After selecting the desired option i.e. Favour / Against, click on 'Submit'. 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.</p>

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

### STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

- Visit URL: <https://instavote.linkintime.co.in>
- Click on "**Sign Up**" under "Custodian / Corporate Body/ Mutual Fund"
- Fill up your entity details and submit the form.
- 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](mailto:insta.vote@linkintime.co.in).
- 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

- Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- Click on "**Investor Mapping**" tab under the Menu Section
- Map the Investor with the following details:
  - 'Investor ID' –
    - NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678
    - CDSL demat account – User ID is 16 Digit Beneficiary ID.

- 'Investor's Name' - Enter Investor's Name as updated with DP.
- 'Investor PAN' - Enter your 10-digit PAN.
- 'Power of Attorney' - Attach Board resolution or Power of Attorney.  
\* 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.
- 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 – Voting through remote e-voting

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

#### METHOD 1 - VOTES ENTRY

- Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- Click on "**Votes Entry**" tab under the Menu section.
- 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".
- Enter "**16- digit Demat Account No.**" for which you want to cast vote.
- 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).



- f) After selecting the desired option i.e. Favour / Against, click on 'Submit'.

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.

OR

## METHOD 2 - VOTES UPLOAD

- Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- After successful login, you will be able to see the "Notification for e-voting".
- Select "**View**" icon for "**Company's Name / Event number**".
- E-voting page will appear.
- Download sample vote file from "**Download Sample Vote File**" tab.
- Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under "**Upload Vote File**" option.
- 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).

## HELPPDESK :

### 2.2 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](mailto:enotices@in.mpms.mufg.com) or contact on: - Tel: 022 - 4918 6000.

### 2.3 Helpdesk for 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	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000 and 022 - 2499 7000
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 <a href="mailto:evoting@cdslindia.com">evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

### 2.4 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 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, Bank Account Number (last four digits) 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.

#### User ID:

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

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.

### 2.5 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.

- 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".

## 2.6 Process for those Members whose e-mail IDs are not registered with the Depositories / Company for procuring User ID and Password and registration of e-mail IDs for e-voting for the resolutions set out in this notice:

- In case shares are held in physical mode please provide folio no., name of Member, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), Aadhar (self-attested scanned copy of Aadhar card) by e-mail to [investorinfo@acutaas.com](mailto:investorinfo@acutaas.com) or [enotices@in.mpms.mufg.com](mailto:enotices@in.mpms.mufg.com)
- In case shares are held in demat mode, please provide DP ID & Client ID (16-digit DP ID & Client ID or 16-digit beneficiary ID), name, client master or copy of consolidated account statement, PAN (self-attested scanned copy of PAN card), Aadhar (self-attested scanned copy of Aadhar card) to [investorinfo@acutaas.com](mailto:investorinfo@acutaas.com). If you are an individual member holding securities in demat mode, you are requested to refer to the login method explained above i.e., login method for e-voting for individual Member/shareholder holding securities in demat mode.
- Alternatively, members may send a request to [enotices@in.mpms.mufg.com](mailto:enotices@in.mpms.mufg.com) for procuring User ID and Password for e-voting by providing above mentioned documents.
- In terms of SEBI circular dated July 11, 2023 on e-voting facility provided by listed companies, individual Members holding securities in demat mode are allowed to vote through their demat account maintained with depositories and depository participants. Members are required to update their mobile number and e-mail ID correctly in their demat account in order to access e-voting facility.

### Process and manner for attending the Annual General Meeting through InstaMeet:

In terms of Ministry of Corporate Affairs (MCA) General Circular No. 09/2024 dated 19.09.2024, 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).

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:

- Visit URL: <https://instameet.in.mpms.mufg.com> & click on "Login".
- Select the "Company" and 'Event Date' and register with your following details:

#### A. Demat Account No. or Folio No:

Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID.

Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – shall provide Folio Number.

#### B. 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.

#### C. Mobile No: Enter your Mobile No.

#### D. Email ID: Enter your email Id as recorded with your DP/ Company.

- 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:

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

- 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 "Favor/Against" for voting.
- e) Cast your vote by selecting appropriate option i.e. "Favor/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favor/Against'.
- f) After selecting the appropriate option i.e. Favor/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.

#### Instructions for Shareholders/ Members to Speak during the Annual General Meeting through InstaMeet:

- a. Members can submit questions in advance with regard to the financial statements or any other matter to be placed at the AGM, from their registered email address, mentioning their name, DP ID and Client ID number/ folio number and mobile number, to reach the Company's email address at [investorinfo@acutaas.com](mailto:investorinfo@acutaas.com) at least 48 hours in advance before the start of the meeting. Such questions by the members shall be taken up during the meeting and replied by the Chairman suitably.
- b. When a pre-registered speaker is invited to speak at the meeting, but he/ she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with good internet speed.
- c. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, to ensure the smooth conduct of the AGM.

Institutional Investors who are members of the Company, are encouraged to attend and vote in the AGM through VC/ OAVM facility.

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

#### Instructions for Shareholders / Members to Vote during the Extra-ordinary General Meeting through InstaMeet:

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

1. On the Shareholders VC page, click on the link for e-Voting "Cast your vote"
2. 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 and click on 'Submit'.

3. After successful login, you will see "Resolution Description" and against the same the option "Favour/Against" for voting.
4. 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'.
5. 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.
6. 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 Annual 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 Extra-ordinary General Meeting will be eligible to attend/ participate in the Extra-ordinary 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. Institutional Investors who are members of the Company, are encouraged to attend and vote in the AGM through VC/ OAVM facility

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.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to [instameet@in.mpms.mufg.com](mailto:instameet@in.mpms.mufg.com) or contact on: - Tel: 022-49186175

#### Helpdesk:

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

#### Summarized information at glance

Particulars	Details
<b>Time and Date of EGM</b>	Thursday, September 25, 2025 at 11.30 a.m. (IST)
<b>Venue/Mode</b>	Through video conference at below link <a href="https://instameet.in.mpms.mufg.com">https://instameet.in.mpms.mufg.com</a>
<b>Cut-off date for e-voting</b>	Thursday, September 18, 2025
<b>E-voting Start time and date</b>	Monday, September 22, 2025 at 9.00 a.m. (IST)

<b>E-voting end time and date</b>	Wednesday, September 24, 2025 at 5.00 p.m. (IST)
<b>E-voting website links (Please use as applicable to you)</b>	<a href="https://instavote.linkintime.co.in">https://instavote.linkintime.co.in</a> <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> <a href="https://web.cdslindia.com/myeasitoken/home/login">https://web.cdslindia.com/myeasitoken/home/login</a>
<b>Contact details of RTA</b>	Mr. Rajiv Ranjan, Assistant Vice President, MUFG Intime at <a href="mailto:enotices@in.mpms.mufg.com">enotices@in.mpms.mufg.com</a>

## 16. Other Guidelines for Members

- a. The voting rights of members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date of September 18, 2025.
  - b. The Scrutinizer shall after the conclusion of e-Voting at the AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-Voting and shall make a consolidated scrutinizer's report of the total votes cast in favour or against, invalid votes, if any, and whether the resolution has been carried or not, and such Report shall then be sent within two working days of the conclusion of the AGM to the Chairman or a person authorized by him, who shall then countersign and declare the result of the voting forthwith.
  - c. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company at [www.acutaas.com](http://www.acutaas.com) and on the website of MUFG Intime at <https://instavote.linkintime.co.in> immediately after the declaration of results by the Chairman or a person authorized by him. The results shall also be immediately forwarded to the BSE Limited and National Stock Exchange of India Limited.
17. Electronic copy of the Annual Report for the financial year ended March 31, 2025 along with the Notice of the 18<sup>th</sup> AGM of the Company, inter alia indicating the process and manner of e-voting is being sent to all the members whose email addresses are registered with the Company/ Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same.
  18. Pursuant to the MCA's Circular, the Company has earlier published newspaper advertisements urging its Members (who have not registered their e-mail IDs) to register their e-mail IDs at the earliest. However, Members who have still not registered their e-mail IDs, are requested to do so at the earliest, in the following manner:
    - a. Shareholders whose email IDs are not registered, are requested to avail the facility provided by Link Intime to register their email address along with mobile number and bank account details at the web portal [https://web.in.mpms.mufg.com/EmailReg/Email\\_Register.html](https://web.in.mpms.mufg.com/EmailReg/Email_Register.html) by following the instructions mentioned therein.
    - b. Members holding shares in dematerialised mode are requested to register/ update their e-mail address with the relevant Depository Participant.
  19. Final Dividend as recommended by the Board of Directors on the equity share capital of the Company i.e. ₹1.50 per Equity Share of face value of ₹5 /- each for the FY ended 31<sup>st</sup> March 2025, if declared at the meeting, will be made payable within 30

days of declaration to those members whose names appear as beneficial owners as on cut off date, as per lists to be furnished by the depositories viz. National Securities Depository Limited and Central Depository Services (India) Limited.

20. Members holding shares in electronic form are hereby informed that bank particulars registered with their respective DPs, with whom they maintain their demat accounts, will be used by the Company for payment of dividend.
21. Members who hold shares in electronic form and want to change/correct the bank account details should send the same immediately to their concerned DP and not to the Company. Members are also requested to give the MICR Code of their bank to their DPs. The Company will not entertain any direct request from such Members for change of address, transposition of names, deletion of name of deceased joint holder and change in the bank account details. The said details will be considered, as will be furnished by NSDL/CDSL to the Company.
22. Pursuant to Investor Education and Protection Authority (IEPFA), Ministry of Corporate Affairs (MCA) letter dated 16<sup>th</sup> July 2025, we are pleased to inform of the commencement of a 100-day special outreach initiative titled "Saksham Niveshak", starting from 28<sup>th</sup> July 2025 to 6<sup>th</sup> November 2025. This campaign is being undertaken to facilitate shareholders in updating the Know Your Customer (KYC) details including:
  - Bank account mandates
  - Nominee registration
  - Contact information (email, mobile number, address)

This campaign is also being undertaken to facilitate the shareholders to claim their Unpaid / Unclaimed Dividends for any financial year in order to prevent their dividend amount and shares being transferred to IEPFA.

### Action Required

Shareholders who have not claimed their dividends or have incomplete KYC records are requested to contact the Company's Registrar and Transfer Agent (RTA) at the earliest:

MUFG Intime India Private Limited, C-101, Embassy 247, L.B.S. Marg, Vikhroli (West), Mumbai – 400083 Phone: 8108116767 [https://web.in.mpms.mufg.com/helpdesk/Service\\_Request.html](https://web.in.mpms.mufg.com/helpdesk/Service_Request.html) Additionally, shareholders are encouraged to register and track their requests through the SWAYAM portal: <https://swayam.in.mpms.mufg.com>.

23. In case the Company is unable to pay the dividend to any Shareholder by the electronic mode, due to non-availability of the details of the bank account, the Company shall dispatch the dividend warrants / pay order to such shareholder by post.
24. As per the Income Tax Act, 1961 ("IT Act"), dividends paid or distributed by the Company after April 01, 2020, shall be taxable in the hands of the shareholders and the Company shall be required to deduct tax at source (TDS) at the prescribed rates from the dividend to be paid to the shareholders, subject to approval of shareholders in the ensuing AGM. For the prescribed rates for various categories, please refer to the Finance Act, 2020 and the amendments thereof.
25. A separate email communication is being sent to the shareholders, informing the relevant procedure to be adopted by them/documents to be submitted for availing the applicable tax rate. The said communication and draft of the exemption





forms and other documents will be available on the Company's website at [www.acutaas.com](http://www.acutaas.com). The resident and nonresident shareholders should upload the scanned copies of the requisite documents at <https://web.in.mpms.mufg.com/formsreg/submission-of-form-15g-15h.html> on or before September 15, 2025 to enable the Company to determine the appropriate TDS/withholding tax rate, as may be applicable.

26. Documents referred to in the accompanying Notice of the 18<sup>th</sup> AGM and the Explanatory Statement, 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 on request.

### **Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013 and Regulation 36 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 :**

#### **Special Business: Item No. 4**

As per the provision of. Section 148 of the Companies Act, 2013 and as per Companies (Audit & Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014 and based on the recommendation of the Audit Committee the proposal for appointment of Cost Auditor for the FY 2025-26 was considered by the Board at its meeting held on May 2, 2025. The Board considered and approved the proposal to appoint M/s Chirag Vallabbhbai Vekariya & Co., as Cost Auditor of the Company for the F.Y. 2025-26 at the remuneration of ₹3,50,000/- (Rupees Three Lakhs Fifty Thousand only) excluding out of pocket expenses plus applicable taxes. The resolution is being placed before the Members of the Company for the approval and ratification of the remuneration payable to the Cost Auditor.

None of the Directors, relative of Directors or Key Managerial Personnel of the Company are in any way concerned or interested in the resolution proposed under item no. 4 of the notice.

Considering the experience and expertise of the Cost Auditor and the scope of cost audit assigned to him, the Board considers his remuneration commensurate for the fulfillment of his services. Accordingly the Board recommends the resolution set forth in Item No. 4 of the notice for approval of the members as Ordinary Resolution.

#### **Special Business:**

##### **Item No. 5, 6 & 7**

The Board of Directors of the Company ("**Board**"), at its meeting held on August 29, 2025 has, subject to the approval of Members, re-appointed Mr. Nareshkumar Ramjibhai Patel (DIN : 00906232) as Managing Director designated as Executive Chairman & Managing Director and Mr. Chetankumar Chhaganlal Vaghasia (DIN : 01375540), as the Whole Time Director of the Company, for a period of five consecutive years, from the expiry of their present term on April 30, 2026 i.e. with effect from May 1, 2026 on the terms and conditions as recommended by the Nomination and Remuneration Committee of the Board in accordance with the Nomination and Remuneration Policy of the Company.

Board has also subject to the approval of Members, re-appointed Mr. Virendra Nath Mishra (DIN : 07815490) as Whole Time Director of the Company, for a period of five consecutive years from the expiry of his present term on March 31, 2026, i.e. with effect from April 1, 2026 on the

terms and conditions as recommended by the Nomination and Remuneration Committee of the Board in accordance with the Nomination and Remuneration Policy of the Company.

Mr. Nareshkumar Ramjibhai Patel, Managing Director and Mr. Chetankumar Chhaganlal Vaghasia, Whole Time Director and Mr. Virendra Nath Mishra, Whole Time Director (hereinafter referred to as "**Proposed Appointee Executive Directors**"), shall perform such duties as shall from time to time be entrusted to them by the Board, subject to superintendence, guidance and control of the Board. They shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Companies Act, 2013 ("**the Act**") with regard to duties of Directors and shall adhere to the Company's Code of Conduct.

It is proposed to seek members approval for the reappointment of the Proposed Appointee Executive Directors on the terms and conditions as mentioned in the resolutions proposing their reappointment for a tenure of five consecutive years. Provided however that the overall managerial remuneration payable to all the Executive Directors shall remain within the limit of 10% of net profits prescribed under Section 197 of the Companies Act and remuneration payable to any one of the Managing Director / Whole Time Director shall not exceed the limit of 5% of the net profits calculated under section 198 of the Act.

The Proposed Appointee Executive Directors, satisfy all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under Section 196(3) of the Act for their re-appointment. The Proposed Appointee Executive Directors are not disqualified from being appointed as Director in terms of Section 164 of the Act and have given their consent to act as a Director. In terms of Articles of Association of the Company, they shall be liable to retire by rotation. The above may be treated as a written memorandum setting out the terms of re-appointment of the Proposed Appointee Executive Directors under Section 190 of the Act.

Further, pursuant to the provision of Regulation 17(6)(e) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**") the fees or compensation payable to Executive Directors who are promoters or members of the promoter group, shall be subject to the approval of the shareholders by special resolution in a general meeting, if the annual remuneration payable to each such Executive Director exceeds ₹5 Crore or 2.5% of the net profits of the Company, whichever is higher; or where there is more than one such director, the aggregate annual remuneration to such directors exceeds 5% of the net profits of the Company. The proposed special resolutions, being approved in respect of resolutions set out at Item No. 5, 6 & 7 of this Notice would also be in compliance with the aforementioned requirements of SEBI Listing Regulations.

The Company has not committed any default in repayment of any of its debt (including public deposits) or debentures or interest payable thereon for a continuous period of thirty days in the preceding financial year. In case of your Company, the overall managerial remuneration paid / payable to all Executive Directors was within the statutory limits of 10% of Net Profit of the Company and remuneration payable to Executive Directors individually was also within the limits of 5% of Net Profit of the Company during the financial year 2024-25.

The Proposed Appointee Executive Directors are qualified to be appointed as a Directors in terms of Section 164 of the Companies Act, 2013 ("**the Act**") and have given all necessary declarations and confirmations including their consent to be re-appointed as a Director of the Company. The Company has also received

declaration from them that they are not debarred from holding the office of director by virtue of any order from Securities and Exchange Board of India ("SEBI") or any such authority.

The requisite details and information pursuant to the provisions of (i) the Listing Regulations; and (ii) Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, are provided in the "Annexure 1" to the Notice.

## i. Information about the Proposed Appointee Managing Director and Whole Time Directors:

### Background Details:

Mr. Nareshkumar Ramjibhai Patel and Mr. Chetankumar Chhaganlal Vagharia are founder promoters of the Company. They have been associated with the management of the Company since inception & have been holding the position of Managing Director and Whole Time Director for long. Both of them have vast experience in chemicals and bulk drugs industries. Mr. Virendra Nath Mishra has also been associated with the Company since incorporation. He has been Production head and later designated as Director -Operations and Whole Time Director of the Company.

## ii. Past Remuneration:

During the FY 2024-25 Mr. Nareshkumar Ramjibhai Patel has been paid a gross remuneration aggregating to ₹49.2 million (exclusive of TDS deduction), Mr. Chetankumar Chhaganlal Vagharia has been paid ₹48.52 million (exclusive of TDS deduction) and Mr. Virendra Nath Mishra has been paid a remuneration aggregating to ₹13.38 million (exclusive of TDS deduction). Mr. Nareshkumar R. Patel, Mr. Chetankumar C. Vagharia and Mr. Virendra Nath Mishra being Directors in the Wholly owned subsidiary Company, Acutaas Chemicals Electrolytes Private Limited and Acutaas Advance Material Limited have not derived any remuneration from such wholly owned subsidiaries.

The Company also confirms that:

- The total managerial remuneration paid for/during FY 2024-25 does not exceed 11% of the net profits of the Company.
- The total remuneration received by the Managing Director and Whole-Time Directors of the Company does not exceed 5% individually and 10% collectively, of the net profits of the Company calculated as per section 198 of the Act, respectively for /during the FY 2024-25.

### Present salary structure of Managing Director & Whole Time Directors:

Sr. No.	Description	Nareshkumar R. Patel Monthly (Rs.)	Chetankumar C. Vagharia Monthly (Rs.)	Virendra Nath Mishra Monthly (Rs.)
1	Basic	25,20,835	25,20,835	8,93,750
2.	Allowances	20,62,500	20,62,500	5,34,625
3.	Other benefits like PF Contribution, ESIC, Bonus etc	-	-	1,96,625
<b>Grand Total</b>		<b>45,83,335</b>	<b>45,83,335</b>	<b>16,25,000</b>

## iii. Brief Profile and Suitability:

**Mr. Nareshkumar Ramjibhai Patel** – Mr. Nareshkumar Ramjibhai Patel has been associated with the Company since the inception of the company. He has been holding the position of Managing Director since May 1, 2021. He has extensive experience in the global generic pharma business. Mr. Nareshkumar Ramjibhai Patel is responsible for handling the Chemical Engineering, Research & Development, Marketing, Accounts & Finance and Product Implementation divisions of the Company. He has an experience of more than 22 years in the chemical & pharma industry. As a specialist in strategic business planning he has hands on experience in corporate leadership, managing multi technology cross functional teams, developing Research & Development strategies and building new model for growth for the company.

Mr. Nareshkumar Ramjibhai Patel being one of the founding members of the Company has contributed significantly for the growth and development of the Company over the years. Considering his deep understanding of Company's business operations, business development, governance, long term growth strategies and extensive knowledge of the chemicals and pharma industry as also proven leadership capabilities in terms of his experience and contributions, the Board has considered it prudent to re-appoint him for a further term of five years with the proposed remuneration. He fulfils the eligibility conditions prescribed under Part I of Schedule V of the Companies Act, 2013. The proposed managerial remuneration of Mr. Nareshkumar Ramjibhai Patel is commensurate with his qualification, expertise and experience and is in the interest of the Company to retain such managerial person.

**Mr. Chetankumar Chhaganlal Vagharia** – Mr. Chetankumar Chhaganlal Vagharia has been associated with the Company since the inception of the company. He is also one of the founding members of the Company and has contributed significantly for the growth and development of the Company. He has been holding the position of Whole Time Director since May 1, 2021. He has extensive experience of more than 22 years in the pharma & specialty chemicals business. He has rich and varied experience in production, operations, strategy & planning, purchase, logistics and people development in the chemical industry. Presently he is heading the Human Resource, Logistics & Dispatch, Purchase, Costing and IT functions of Company and is also involved in the operations, business planning & strategy development of Company. Considering his deep understanding of Company's business operations and extensive knowledge of critical functional domains of the chemicals and pharma industry as also proven managerial capabilities in terms of his experience and contributions, the Board has considered it prudent to re-appoint him for a further term of five years with the proposed remuneration. He fulfils the eligibility conditions prescribed under Part I of Schedule V of the Companies Act, 2013. The proposed managerial remuneration of Mr. Chetankumar Chhaganlal Vagharia is commensurate with his qualification, expertise and experience and in the interest of the Company to retain such managerial person.

**Mr. Virendra Nath Mishra** – Mr. Virendra Nath Mishra has been associated with the Company since the inception of the company. Mr. Virendra Nath Mishra has vast knowledge and expertise in heading the production & operations of chemical company. He has an experience of more than 29 years in the chemical and pharma industry. At present he handles the

implementation of strategic business decisions like acquisitions, joint ventures, capex, project planning Inventory control, Cost Control, Pilot Plant development of Company. He is instrumental in managing the day to day affairs of the Company. Considering his deep understanding of Company's business operations and extensive knowledge of the operations of chemical industry as also proven managerial capabilities in terms of his experience and contributions, the Board has considered it prudent to re-appoint him for a further term of five years. He fulfils the eligibility conditions prescribed under Part I of Schedule V of the Companies Act, 2013. The proposed managerial remuneration of Mr. Virendra Nath Mishra is commensurate with his qualification, expertise and experience and in the interest of the Company to retain such managerial person.

#### iv. Remuneration Proposed –

**Mr. Nareshkumar Ramjibhai Patel** -The remuneration proposed to Mr. Nareshkumar Ramjibhai Patel is as under :

- A. By way of Salary, perquisites and allowances, aggregating to ₹46,83,335/- (Rupees Forty-six lakhs Eighty-three thousand Three Hundred and Thirty-five only) per month with authority to the Board of Directors to revise the salary on the recommendation of the Nomination and Remuneration Committee from time to time within the limits of the managerial remuneration proposed in the Resolution no. 5 of the Notice.
- B. Annual Performance Bonus or Incentives upon availability of net profits based upon the audited / unaudited financial statements of the Company during the year or half year, as may be decided by the Board from time to time, upon recommendation by Nomination & Remuneration Committee on a yearly / half yearly review of the performance appraisal of Mr. Nareshkumar R. Patel, within the limits of the managerial remuneration proposed in resolution no. 5 of the Notice.

Provided however that the total managerial remuneration payable to Mr. Nareshkumar Ramjibhai Patel including salary, perquisites, allowances, performance bonus / incentives etc. (other than the items not included in computation of ceiling limit for the purpose of Section 197 of the Companies Act, 2013) shall individually remain subject to the limit of 5% (five percent) per annum of the net profits of the Company and shall not exceed 10% of the net profits overall to all such managerial persons of the Company as per section 197 and section 198 of the Act and applicable provisions of SEBI Listing Regulations.

- C. In addition to above mentioned remuneration, Mr. Nareshkumar Ramjibhai Patel shall be entitled to the following perquisites and allowances :
  - (i) Company's contribution to provident Fund and Superannuation Fund or Annuity Fund to the extent these either singly or together are not taxable under the Income-Tax Act, 1961.
  - (ii) Gratuity and/or contribution to the Gratuity Fund of Company - payable as per the policy of the Company.
  - (iii) Leave encashment at the end of the tenure, if any.

- (iv) The provision for use of Company's car with driver for official use.
- (v) Company Provided (furnished / unfurnished) accommodation and / or House Rent Allowance in lieu of company provided accommodation, reimbursement of certain expenses at actual will be as per the Company's Policy.
- (vi) Reimbursement of all reasonable expenses including travelling, business & entertainment expenses incurred bonafide in connection with business of the Company.
- (vii) Group Personal accident /medical policy or any other insurance premium as per policy of the Company.
- (viii) Leave Travel Allowance in accordance with rules framed by the Company.

Item nos. (i) to (vi) shall not be included in computation of said ceiling limit for the remuneration for the purpose of Section 197 of the Companies Act, 2013.

- D. The annual increment for salary & allowances mentioned in A, B & C above shall fall due on 1<sup>st</sup> April every year and shall be such amount as may be fixed by the Nomination and Remuneration Committee and approved by the Board.
- E. When in any financial year, the Company has no profits or its profits are inadequate, the remuneration including the perquisites as aforesaid will be paid to Mr. Nareshkumar Ramjibhai Patel, as determined by the Board in accordance with the applicable provisions of Schedule V of the Act.

#### F. Other Terms and Conditions:

Subject to overall superintendence, direction and control of the Board of Directors, Mr. Nareshkumar Ramjibhai Patel is entrusted with substantial powers of management of the Company. He shall look after the overall working and shall manage the affairs of the Company, as may from time to time be assigned to him by the Board of Directors of the Company. For the discharge of duties, Mr. Nareshkumar Ramjibhai Patel shall report to and derive his authorities and functional responsibilities from the Board of Directors. He shall not be entitled to any sitting fees for attending the meeting of Board of Directors or Committee(s) thereof. Either party may terminate the appointment by giving to the other, three calendar months' notice in writing.

**Mr. Chetankumar Chhaganlal Vaghasia** -The remuneration proposed to Mr. Chetankumar Chhaganlal Vaghasia is as under:

- A. By way of Salary, perquisites and allowances, aggregating to ₹45,83,335/- (Rupees Forty-five lakhs Eighty-three thousand Three Hundred and Thirty-five only) per month with authority to the Board of Directors to revise the salary on the recommendation of the Nomination and Remuneration Committee from time to time within the limits of the managerial remuneration proposed in the resolution no. 6 of the Notice.

- B. Annual Performance Bonus or Incentives upon availability of net profits based upon the audited / unaudited financial statements of the Company during the year or half year, and as may be decided by the Board from time to time, upon recommendation by Nomination & Remuneration Committee on a yearly / half yearly review of the performance appraisal of Mr. Chetankumar Chhaganlal Vaghasia within the limits of the managerial remuneration proposed in resolution no. 6 of the Notice.

Provided however that the total managerial remuneration payable to Mr. Chetankumar Chhaganlal Vaghasia including salary, perquisites, allowances, performance bonus / incentives etc. (other than the items not included in computation of ceiling limit for the purpose of Section 197 of the Companies Act, 2013) shall individually remain subject to the limit of 5% (five percent) per annum of the net profits of the Company and shall not exceed 10% of the net profits overall to all such managerial persons of the Company as per section 197 and section 198 of the Act and applicable provisions of SEBI Listing Regulations.

- C. In addition to above mentioned remuneration, Mr. Chetankumar Chhaganlal Vaghasia shall be entitled to the following perquisites and allowances, which shall not be included in computation of said ceiling limit for the remuneration:

- (i) Company's contribution to provident Fund and Superannuation Fund or Annuity Fund to the extent these either singly or together are not taxable under the Income-Tax Act, 1961.
- (ii) Gratuity payable as per the rules of the Company.
- (iii) Leave encashment at the end of the tenure.
- (iv) The provision for use of Company's car with driver for official use.
- (v) Company Provided (furnished / unfurnished) accommodation and / or House Rent Allowance in lieu of company provided accommodation, reimbursement of certain expenses at actual will be as per the Company's Policy.
- (vi) Reimbursement of all reasonable expenses including travelling, business & entertainment expenses incurred bonafide in connection with business of the Company.
- (vii) Group Personal accident /medical policy or any other insurance premium as per policy of the Company.
- (viii) Leave Travel Allowance in accordance with rules framed by the Company.

Item nos. (i) to (vi) shall not be included in computation of said ceiling limit for the remuneration for the purpose of Section 197 of the Companies Act, 2013.

- D. The annual increment for Salary & Allowances mentioned in A, B & C above shall fall due on 1<sup>st</sup> April every year and shall be such amount as may be fixed by the Nomination and Remuneration Committee and approved by the Board.

- E. When in any financial year, the Company has no profits or its profits are inadequate, the remuneration including the perquisites as aforesaid will be paid to Mr. Chetankumar Chhaganlal Vaghasia, as determined by the Board in accordance with the applicable provisions of Schedule V of the Act.

#### F. Other Terms and Conditions:

Subject to overall superintendence, direction and control of the Board of Directors, Mr. Chetankumar Chhaganlal Vaghasia is entrusted with the operations and management of the affairs of the Company, as may from time to time be assigned to him by the Managing Director / Board of Directors of the Company. For the discharge of duties, Mr. Chetankumar Chhaganlal Vaghasia shall report to the Managing Director / Board of Directors and derive his authorities and functional responsibilities from them. He shall not be entitled to any sitting fees for attending the meeting of Board of Directors or Committee(s) thereof. Either party may terminate the appointment by giving to the other, three calendar months' notice in writing.

**Mr. Virendra Nath Mishra** -The remuneration proposed to Mr. Virendra Nath Mishra is as under :

- A. By way of Salary, perquisites and allowances, aggregating to ₹16,25,000/- (Rupees Sixteen Lakhs and Twenty Five Thousand only) per month with authority to the Board of Directors to revise the salary from time to time, within the limits of the managerial remuneration proposed in the resolution no. 7 of the Notice.
- B. Annual Performance Bonus or Incentives upon availability of net profits based upon the audited / unaudited financial statements of the Company during the year or half year, and as may be decided by the Board from time to time, upon recommendation by Nomination & Remuneration Committee on an yearly / half yearly review of the performance appraisal of Mr. Virendra Nath Mishra within the limits of the managerial remuneration proposed in the resolution no. 7 of the Notice.

Provided however that the total managerial remuneration payable to Mr. Virendra Nath Mishra including salary, perquisites, allowances, performance bonus / incentives etc. shall individually remain subject to the limit of 5% (five percent) per annum of the net profits of the Company and shall not exceed 10% of the net profits overall to all such managerial persons of the Company as per section 197 and section 198 of the Act and applicable provisions of SEBI Listing Regulations.

- C. In addition to above mentioned remuneration, Mr. Virendra Nath Mishra shall be entitled to the following perquisites and allowances, which shall not be included in computation of said ceiling limit for the remuneration:

- (i) Company's contribution to provident Fund and Superannuation Fund or Annuity Fund to the extent these either singly or together are not taxable under the Income-Tax Act, 1961.



- (ii) Gratuity payable as per the rules of the Company.
- (iii) Leave encashment at the end of the tenure.
- (iv) The provision for use of Company's car with driver for official use.
- (v) Company Provided (furnished / unfurnished) accommodation and / or House Rent Allowance in lieu of company provided accommodation, reimbursement of certain expenses at actual will be as per the Company's Policy.
- (vi) Reimbursement of all reasonable expenses including travelling, business & entertainment expenses incurred bonafide in connection with business of the Company.
- (vii) Group Personal accident /medical policy or any other insurance premium as per policy of the Company.
- (viii) Leave Travel Allowance in accordance with rules framed by the Company.

Item nos. (i) to (vi) shall not be included in computation of said ceiling limit for the remuneration for the purpose of Section 197 of the Companies Act, 2013.

- D. The annual increment for Salary & Allowances mentioned in A, B & C above shall fall due on 1<sup>st</sup> April every year and shall be such amount as may be fixed by the Nomination and Remuneration Committee and approved by the Board.
- E. When in any financial year, the Company has no profits or its profits are inadequate, the remuneration including the perquisites as aforesaid will be paid to Mr. Virendra Nath Mishra, as determined by the Board in accordance with the applicable provisions of Schedule V of the Act.

#### F. Other Terms and Conditions:

Subject to overall superintendence, direction and control of the Board of Directors, Mr. Virendra Nath Mishra is entrusted with the operations and management of the affairs of the Company, as may from time to time be assigned to him by the Managing Director / Board of Directors of the Company. For the discharge of duties, Mr. Virendra Nath Mishra shall report to the Managing Director / Board of Directors and derive his authorities and functional responsibilities from them. He shall not be entitled to any sitting fees for attending the meeting of Board of Directors or Committee(s) thereof. Either party may terminate the appointment by giving to the other, three calendar months' notice in writing.

## v. Disclosures

The following disclosures as may be applicable has been mentioned in the financial statements:

- a. All elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc., of all the Directors as Disclosed in point (iv) above.
- b. **Details of fixed component and performance linked incentives along with the performance criteria** - No performance linked incentives have been paid to the

Proposed Appointee Executive Directors for / during the FY 2024-25. However, Company may pay performance linked incentives upon the fulfillment of respective key responsibility areas of the Executive Directors and performance of the Company in terms of key financial parameters like revenue growth, profitability, improvement of EBITDA and key financial ratios, expansion and growth strategy of the Company etc, as may be decided by the Nomination and Remuneration Committee and approved by the Board of Directors subject to the ceiling specified in the proposed remuneration.

- c. **Service contracts, notice period, severance fees** – Appointment letters containing the terms and conditions of appointment as approved by the Board shall be executed with the respective Proposed Appointee Executive Directors at the time of their re-appointment. Notice Period as per the policy of Company is three months and there is no severance fees prescribed under the Company policy or service agreements with such Executive Directors.
- d. **Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable** - No stock options have been granted or vested to the Proposed Appointee Executive Directors during the FY 2024-25.

Mr. Nareshkumar Ramjibhai Patel, Mr. Chetankumar Chhaganlal Vaghasia and Mr. Virendra Nath Mishra are interested in the resolutions set out at Item No. 5, 6 & 7 respectively of the Notice. The other relatives of Mr. Nareshkumar Ramjibhai Patel, Mr. Chetankumar Chhaganlal Vaghasia and Mr. Virendra Nath Mishra may be deemed to be interested in the resolutions to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolutions.

The Board, based on the Nomination & Remuneration Policy of the Company and performance evaluation and as per the recommendation of the Nomination and Remuneration Committee, considers that, given the professional background, experience and contributions made by the Proposed Appointee Executive Directors during their tenure, their continuance of services on the Board of Company for another consecutive term of five years would be extremely beneficial to the Company. The Board therefore recommends the Special Resolutions set out at Item No. 5, 6 & 7 of the Notice for approval by the Members.

#### Special Business : Item No. 8 & 9

At the 14<sup>th</sup> Annual General Meeting held on May 15, 2021, the Members of the Company had approved the appointment of Mrs. Richa Manoj Goyal (DIN: 00159889) as an Independent Director of the Company, to hold office commencing from April 1, 2021 up to March 31, 2026 ("**first term**") and Mr. Hetal Madhukant Gandhi (DIN: 00106895) as an Independent Director of the Company, to hold office commencing from April 28, 2021 up to April 27, 2026 ("**first term**"). The current term of the aforesaid Independent Directors is nearing completion.

The Nomination and Remuneration Committee ("**NRC**") of the Board of Directors, taking consideration of the reports of performance evaluation and the Nomination and Remuneration



Policy of Company, as well as the background, acumen, experience and contribution, have recommended to the Board the re-appointment of Mrs. Richa Manoj Goyal and Mr. Hetal Madhukant Gandhi as Non-executive & Independent Directors ("**Proposed Appointee Independent Directors**") not liable to retire by rotation, for a second term of 5 (five) consecutive years, on the Board of the Company. The Board on recommendation of NRC considers that, given the professional background and experience and contributions made by Mrs. Richa Manoj Goyal and Mr. Hetal Madhukant Gandhi during their tenure, their continuance as Independent Directors would be extremely beneficial to the Company. Accordingly, it is proposed to re-appoint Mrs. Richa Manoj Goyal and Mr. Hetal Madhukant Gandhi as Non-executive & Independent Directors of the Company, not liable to retire by rotation, for a second term of five consecutive years starting from April 1, 2026 and April 28, 2026 respectively, on the Board of the Company.

Mrs. Richa Manoj Goyal and Mr. Hetal Madhukant Gandhi are qualified to be appointed as Directors in terms of Section 164 of the Companies Act, 2013 (**the "Act"**) and have given their consent to act as Independent Directors. The Company has also received declaration from Mrs. Richa Manoj Goyal and Mr. Hetal Madhukant Gandhi that they meet the criteria of independence as prescribed, under Section 149(6) of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulation**") and that they are not debarred from holding the office of director by virtue of any order from Securities and Exchange Board of India ("**SEBI**") or any such authority.

In the opinion of the Board, Mrs. Richa Manoj Goyal and Mr. Hetal Madhukant Gandhi fulfils the conditions for re-appointment as an Independent Director as specified in the Act and the Listing Regulations. They are independent of the management and possesses appropriate skills, experience, knowledge and capabilities required for the role of Independent Director.

Mrs. Richa Manoj Goyal has leadership skills and vast legal experience. She has more than 20 years of rich and varied experience coupled with thorough insights of the corporate law and intellectual property rights, Goods and Services Tax (GST), trademarks, copyrights, patents, and design acts. She also possesses skills in regulatory / legal matters, risk management, corporate governance, etc. In view of these, the re-appointment of Mrs. Richa Manoj Goyal as an Independent Director is in the interest of the Company.

Mr. Hetal Madhukant Gandhi has leadership skills and vast legal experience. He has more than 35 years of rich and varied experience coupled with thorough insights of the financial services industry spanning private equity, investment banking and asset financing. He also possesses skills in strategic planning, risk management, corporate governance, business development, stakeholder engagement etc. In view of these, the re-appointment of Hetal Madhukant Gandhi as an Independent Director is in the best interest of the Company.

The requisite details and information pursuant to the provisions of (i) the Listing Regulations; and (ii) Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, are provided in the "**Annexure 1**" to the Notice.

The Proposed Appointee Independent Directors shall be paid remuneration by way of sitting fees for attending the meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings and profit based commission within the limits stipulated under Section 197 of the Act. In accordance with the provisions of Section 149 read with Schedule IV of the Act and other applicable provisions of the Act and in terms of Regulation 25(2A) of the Listing Regulations, re-appointment of Mrs. Richa Manoj Goyal and Mr. Hetal Madhukant Gandhi as Independent Directors of the Company requires approval of members of the Company by passing a special resolution.

Draft letter of re-appointment to be issued to Mrs. Richa Manoj Goyal and Mr. Hetal Madhukant Gandhi setting out the terms and conditions of their re-appointment is available for inspection, by the Members, electronically. Members seeking to inspect the same can send an email to [investorinfo@acutaas.com](mailto:investorinfo@acutaas.com).

Mrs. Richa Manoj Goyal and Mr. Hetal Madhukant Gandhi are interested in the resolutions set out at Item No. 8 & 9 of the Notice with regard to their re-appointment. Relatives of Mrs. Richa Manoj Goyal and Mr. Hetal Madhukant Gandhi may be deemed to be interested in the resolutions to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolutions.

The Board, based on the Nomination and Remuneration Policy of the Company and performance evaluation and as per the recommendation of the Nomination and Remuneration Committee, considers that, given the professional background, experience and contributions made by the Proposed Appointee Independent Directors during their tenure, their continuance of services on the Board of Company for another consecutive term of five years would be extremely beneficial to the Company. The Board therefore recommends the Special Resolutions set out at Item No 8 & 9 of the Notice for the approval of members.

### Special Business : Item 10

#### Approval for payment of profit based Commission to Non – Executive Directors of the Company :

The Non Executive Directors including Independent Directors of your Company bring with them significant professional expertise and rich experience across a wide spectrum of functional areas such as finance & taxation, costing & budgeting, legal, operations, business development, corporate strategy legal & regulatory, corporate governance, risk advisory amongst others.

Presently, Company has Non-executive Independent Directors who are actively involved in various decision-making process and are making valuable contributions towards business development, governance, long term strategy and compliances.

The Board is of the view that it is desirable to pay commission to the Non Executive Directors, including Independent Directors, commensurate with their roles and responsibilities and the Board should have flexibility in determining the amount payable to Non-Executive Director(s) within the overall permissible limits

as per the Act. The Nomination and Remuneration Committee will recommend the maximum commission payable to each of the Non-Executive Directors, if any, while the Board of Directors will decide the maximum commission payable to each of the Non Executive Independent Directors.

The threshold limit prescribed for commission under Section 197 of the Act is 1% of the net profits of the Company if there is a Managing Director. However, sitting fees and other reasonable expenses paid to the Non-Executive Directors are outside the purview of the above limits.

The Board at its meeting held on August 29, 2025, on recommendation of Nomination and Remuneration Committee, subject to the approval of the Members, approved payment of commission to all the Non-Executive Director(s) not exceeding in aggregate 1 (one) percent per annum of the net profits of the Company in any fiscal year (computed in the manner provided in Section 197 and 198 of the Companies Act, 2013) plus GST at the applicable rate.

Non-executive Directors along with their relatives are deemed to be concerned or interested, financially or otherwise in the Resolution at Item No. 10 of the Notice. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested in the resolution.

The Board recommends the Ordinary Resolution set out at Item No. 10 of the Notice for approval by the Members.

#### **Special Business : Item No. 11**

##### **Appointment of M/s KSPS & Co. LLP as the Secretarial Auditors of Company**

SEBI vide its notification dated 12 December 2024, have amended the Listing Regulations, according to that on the basis of recommendation of the Board of Directors, a listed entity shall appoint or re-appoint a Secretarial Audit firm as Secretarial Auditor for not more than two terms of five consecutive years, subject to approval of the shareholders in General Meeting . Further such a Secretarial Audit Firm must be a peer-reviewed Firm and should not have incurred any of the disqualifications as specified by applicable SEBI Regulations.

In light of the aforesaid, the Board of Directors of your Company, pursuant to the recommendation of the Audit Committee ("**Committee**"), has recommended appointment of M/s KSPS & Co LLP ("**the LLP**") Company Secretaries, (LLPIN-ABC-4707), a firm of Practicing Company Secretaries, as the Secretarial Auditors of the Company for the first term of five consecutive financial years commencing from April 1, 2025

till March 31, 2030, subject to approval of the members of the Company at the ensuing Annual General Meeting.

M/s KSPS & Co LLP is firm of Practicing Company Secretaries based in Vadodara, led by Mr. Kashyap Shah who has over 22 years of experience and expertise in Company Law, SEBI Regulations, FEMA, Corporate Restructuring and Secretarial Audits. The firm is primarily engaged in undertaking Secretarial Audit, Due Diligence Audit, Governance audit, Compliance Management Audit and other Assurance services. The other three designated partners of the LLP have vast experience of more than 10 years individually in handling various assignments including secretarial audits of various listed and large unlisted companies of Gujarat.

M/s KSPS & Co LLP have expressed their willingness to act as the Secretarial Auditors of the Company and have confirmed that they meet the eligibility criteria as prescribed under the Act and the Listing Regulations. The LLP has also provided confirmation that they have subjected themselves to the peer review process of the Institute of Company Secretaries of India ("**ICSI**") and holds a valid certificate issued by the 'Peer Review Board of ICSI'. The firm holds a valid Peer Review Certificate and is registered with Institute of Company Secretaries of India vide Unique Code No. L2022GJ012900. They have also furnished a declaration confirming their independence in terms of Regulation 24A(1b) of the Listing Regulations and that it has not taken up any prohibited non-audit assignments for the Company.

Their appointment is in compliance with Section 204 of the Act, read with Rule 9 of the Companies Appointment and Remuneration of Managerial Personnel) Rules, 2014, and Regulation 24A of the Listing Regulations, as amended.

The Board of Directors in consultation with the Audit committee has proposed the remuneration of ₹3 Lakhs to the Secretarial Auditors for undertaking Secretarial audit for FY 2025-26 and shall have powers to alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Secretarial Auditors from time to time.

The Board is of the opinion that appointment of M/s KSPS & Co LLP as Secretarial Auditors will be in the best interests of the Company and accordingly recommends the ordinary resolution at Item No. 11 of the accompanying Notice for approval of the Members of the Company.

None of the Directors and Key Managerial Personnel of the Company and their respective relatives are concerned or interested in passing of the proposed Ordinary Resolution as set out at Item No. 11 of the Notice.

## ANNEXURE I

### DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT / REGULARISATION AT THE 18<sup>TH</sup> AGM

Name of the Director	Mr. Nareshkumar Ramjibhai Patel	Mr. Chetankumar Chhaganlal Vaghasia	Mr. Virendra Nath Mishra
Designation	Executive Chairman & Managing Director	Whole Time Director	Whole Time Director
DIN	00906232	01375540	07815490
Age	50	50	54
Date of First Appointment on the Board	June 12, 2007	June 12, 2007	March 3, 2021 (as an Additional Director)
Qualifications	Bachelor of Engineering (Chemical)	Diploma in Man-Made Textile Processing	Master of Science (Chemistry)
Experience (including expertise in specific functional area) / Brief Resume	<p>Mr. Nareshkumar R. Patel is the Promoter Director designated as Executive Chairman and Managing Director of Acutaas Chemicals Limited. He has been associated with the Company since its inception and has extensive experience in the global generic pharma business. He is responsible for handling the Chemical Engineering Research &amp; Development, Marketing, Secretarial &amp; Legal, Finance and Product Implementation divisions of the Company. He has an experience of more than 22 years in the chemical &amp; pharma industry. As a specialist in Strategic Business Planning, he has hands on experience in corporate leadership, managing multi technology cross functional teams, developing Research &amp; Development strategies and building new model for growth for the company.</p> <p>Over the past 22 years, he has nurtured Acutaas Chemicals to emerge as one of the leading advanced intermediate manufacturing company in India, having applications, in pharmaceutical &amp; speciality chemicals.</p>	<p>Mr. Chetankumar C. Vaghasia has around 22 years of experience in the Speciality chemicals manufacturing sector. He is the promoter Director of Acutaas Chemicals Limited and is associated with the Company since its inception. He has extensive experience in the pharma &amp; specialty chemicals business. He has rich and varied experience in production, operations, strategy &amp; planning, purchase, logistics and people development in the chemical and pharma industry.</p> <p>Presently he is heading the Human Resource, Logistics &amp; Dispatch, Purchase and IT functions of Company and is also involved in the operations, business planning &amp; strategy development of Company.</p>	<p>Mr. Virendra Nath Mishra has vast knowledge and expertise in heading the production &amp; operations of chemical company. He has an experience of more than 29 years in the chemical and pharma industry. At present he handles the implementation of strategic business decisions like acquisitions, joint ventures, capex, project planning Inventory control, Cost Control, Pilot Plant development of Company. He is instrumental in managing the day to day affairs of the Company.</p> <p>He was initially appointed as production manager in the Company and has been associated with the Company since 2005. He was subsequently appointed as the Director - Operation in the Company from April 2018. Presently he holds the position of Whole Time Director of Company.</p>
Terms and Conditions of Re-appointment	Re-appointment for a term of five consecutive years starting from May 1, 2026	Re-appointment for a term of five consecutive years starting from May 1, 2026	Re-appointment for a term of five consecutive years starting from April 1, 2026
Remuneration (including sitting fees, if any) last drawn (FY 2024-25)	₹49.20 Million during FY 2024-25	₹48.52 Million during FY 2024-25	Rs 13.38 Million during FY 2024-25
Remuneration proposed to be paid	Subject to the approval of the members at the ensuing AGM monthly remuneration to be paid is 4.68 Million per month.	Subject to the approval of the members at the ensuing AGM monthly remuneration to be paid is 4.58 Million per month.	Subject to the approval of the members at the ensuing AGM monthly remuneration to be paid is 1.62 Million per month.
Shareholding in the Company including shareholding as a beneficial owner (as on date)	1,44,83,327 Equity Shares	1,22,58,079 Equity Shares	6,60,000 Equity Shares
Relationship with other Directors / Key Managerial Person of the Company	Not related to any Directors, or other KMP of the Company.	Not related to any Directors, or other KMP of the Company.	Not related to any Directors, or other KMP of the Company.
Number of Board Meetings attended during the year	10 out of 10	9 out of 10	10 out of 10



Name of the Director	Mr. Nareshkumar Ramjibhai Patel	Mr. Chetankumar Chhaganlal Vaghasia	Mr. Virendra Nath Mishra
List of Directorship of other Board	<ul style="list-style-type: none"> <li>Acutaas Chemicals Electrolytes Private Limited</li> <li>Acutaas Advance Material Limited</li> <li>Enchem Ami Organics Private Limited</li> </ul>	<ul style="list-style-type: none"> <li>Acutaas Chemicals Electrolytes Private Limited</li> <li>Acutaas Advance Material Limited</li> <li>Enchem Ami Organics Private Limited</li> </ul>	<ul style="list-style-type: none"> <li>Acutaas Chemicals Electrolytes Private Limited</li> <li>Acutaas Advance Material Limited</li> </ul>
List of Membership / Chairmanship of Committees of other Board	<b>At Acutaas Chemicals Limited</b> Chairman – 1. Risk Management Committee  Member of 1. CSR Committee 2. Stakeholders Relationship Committee 3. Finance committee	<b>At Acutaas Chemicals Limited</b> Chairman - 1. QIP Committee  Member of 1. Risk Management Committee 2. CSR Committee 3. Stakeholders Relationship Committee	<b>At Acutaas Chemicals Limited</b> Member of 1. QIP Committee
Listed entities from which the person has resigned in the past 3 years	NIL	NIL	NIL
Justification for choosing the appointee for appointment as Independent Directors	NA	NA	NA

## ANNEXURE I

### DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT / REGULARISATION AT THE 18<sup>TH</sup> AGM

Name of the Director	Mrs. Richa Manoj Goyal	Mr. Hetal Madhukant Gandhi
Designation	Non-executive & Independent Director	Non-executive & Independent Director
DIN	00159889	00106895
Age	50	60
Date of First Appointment on the Board	April 1, 2021	April 28, 2021
Qualifications	Bachelor of Commerce, LLB and Member of Institute of Company Secretaries of India.	Bachelor of Commerce and Member of Institute of Chartered Accountants of India.
Experience (including expertise in specific functional area) / Brief Resume	<p>Mrs. Richa Manoj Goyal is a distinguished practicing Company Secretary and the founder of RM Legal, a boutique legal firm specializing in various domains of law. Mrs. Richa Goyal has rich and varied experience of more than 20 years in corporate laws, Intellectual Property Rights (IPR), Goods and Services Tax (GST), trademarks, copyrights, patents, and design acts.</p> <p>Mrs. Richa holds degrees as a Company Secretary (CS) and an LLB from reputable institutions, which further enhance her legal acumen. Additionally, she is a member of the International Trademark Association (INTA) and CII. She has demonstrated a commitment in providing comprehensive legal solutions to a diverse clientele, including multinational corporations and start-ups.</p>	<p>Mr. Hetal Madhukant Gandhi is a distinguished Chartered Accountant and Commerce Graduate from Mumbai University. He has over 3 decades of experience in the financial services industry. Mr. Gandhi has been on our Board since April 28, 2021 as an Independent Director.</p> <p>He has rich experiences across vast spectrum of financial services encompassing private equity, Finance &amp; Accounting, Strategy &amp; Planning, Stakeholder relations, Corporate Governance, Policy Development, infrastructure development / financing and investing, financial and business re-structuring, risk advisory, mergers and acquisitions, and capital markets.</p>
Terms and Conditions of Re-appointment	As per the resolution at Item No. 8 of the Notice convening this Meeting read with explanatory statement thereto, Mrs. Richa Manoj Goyal is proposed to be re-appointed as an Independent Director for a second term of five consecutive years starting from April 1, 2026.	As per the resolution at Item No. 9 of the Notice convening this Meeting read with explanatory statement thereto, Mr. Hetal Madhukant Gandhi is proposed to be re-appointed as an Independent Director for a second term of five consecutive years starting from April 28, 2026.
Remuneration (including sitting fees, if any) last drawn (FY 2024-25)	₹10 lakhs (for remuneration details, please refer the Corporate Governance Report)	₹20 lakhs (for remuneration details, please refer the Corporate Governance Report)
Remuneration proposed to be paid	She shall be paid remuneration by way of fee for attending the meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings and profit related commission within the limits stipulated under Section 197 of the Companies Act, 2013	He shall be paid remuneration by way of fee for attending the meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings and profit related commission within the limits stipulated under Section 197 of the Companies Act, 2013
Shareholding in the Company including shareholding as a beneficial owner as on March 31, 2025	Nil	Nil
Relationship with other Directors / Key Managerial Person of the Company	Not related to any Director / Key Managerial Person of the Company.	Not related to any Director / Key Managerial Person of the Company.
Number of Board Meetings attended during the year	10 out of 10	9 out of 10
Membership of Committees of Company	1. Audit Committee- Member 2. Corporate Social Responsibility Committee- Chairperson 3. Stakeholders Relationship Committee – Chairperson	1. Audit Committee- Member 2. Nomination and Remuneration Committee - Chairman 3. Finance Committee - Member





Name of the Director	Mrs. Richa Manoj Goyal	Mr. Hetal Madhukant Gandhi
List of Directorships held in other Companies (excluding foreign, private and Section 8 Companies)	<ol style="list-style-type: none"> <li>1. Bikaji Foods International Limited</li> <li>2. Waaree Energies Limited</li> <li>3. Baazar Style Retail Limited</li> <li>4. Skipper Limited</li> </ol>	<ol style="list-style-type: none"> <li>1. Allcargo Logistics Limited</li> <li>2. All Cargo Gati Limited</li> <li>3. Chalet Hotels Limited</li> <li>4. Shilpa Medicare Limited</li> <li>5. Singer India Limited</li> <li>6. Syrma SGS Technology Limited</li> </ol>
Chairmanship / Membership of Committees of other Companies (other listed companies)	<p><b>Waaree Energies Limited</b></p> <ol style="list-style-type: none"> <li>1. Audit Committee – Member</li> <li>2. Nomination and Remuneration Committee – Chairperson</li> </ol> <p><b>Bikaji Foods International Limited</b></p> <ol style="list-style-type: none"> <li>1. Corporate Social Responsibility Committee – Member</li> <li>2. Audit Committee – Member</li> <li>3. Stakeholder Relationship Committee – Chairperson</li> <li>4. Risk Management Committee – Chairperson</li> <li>5. Nomination and Remuneration Committee – Member</li> </ol> <p><b>Baazar Style retail Limited</b></p> <p>Stakeholder Relationship Committee – Chairperson</p> <p><b>Skipper Limited</b></p> <p>Environmental, Social and Governance Committee (ESG) - Member</p>	<p><b>Allcargo Logistics Limited</b></p> <ol style="list-style-type: none"> <li>1. Governance and Nomination &amp; Remuneration Committee- Member</li> <li>2. Corporate Social Responsibility Committee- Member</li> </ol> <p><b>All Cargo Gati Limited</b></p> <p>Audit Committee-Member</p> <p><b>Syrma SGS Technology Limited</b></p> <ol style="list-style-type: none"> <li>1. Audit Committee- Chairman</li> <li>2. Nomination and Remuneration Committee- Member</li> </ol> <p><b>Chalet Hotels Limited</b></p> <ol style="list-style-type: none"> <li>1. Audit Committee- Member</li> <li>2. Corporate Social Responsibility Committee- Chairman</li> <li>3. Finance Committee- Member</li> </ol> <p><b>Shilpa Medicare Limited</b></p> <p>Audit Committee -Chairman</p>
Listed entities from which the person has resigned in the past 3 years	Shahlon Silk Industries Limited (Resigned w.e.f July 3, 2025)	NIL
Justification for choosing the appointee for appointment as Independent Directors	<p>Mrs. Richa Manoj Goyal has leadership skills and vast legal experience. She has more than 20 years of rich and varied experience coupled with thorough insights of the corporate law and intellectual property rights, Goods and Services Tax (GST), trademarks, copyrights, patents, and design acts. She also possesses skills in regulatory / legal matters, risk management, corporate governance, etc. At Acutaas Chemicals Limited, Mrs. Richa Manoj Goyal is actively engaged in advising on strengthening corporate governance structure, risk advisory, intellectual property rights, legal and compliance matters, corporate social responsibility activities, stakeholders engagement among others. She has the required skills and capabilities to fulfill the requirement of her role as Independent Director on Board of the Company. In view of these, the re-appointment of Mrs. Richa Manoj Goyal as an Independent Director is in the interest of the Company.</p>	<p>Mr. Hetal Madhukant Gandhi has leadership skills and vast legal experience. He has more than 35 years of rich and varied experience coupled with thorough insights of the financial services industry spanning private equity, investment banking and asset financing. He also possesses skills in Strategic Planning, risk management, corporate governance, Business development, stakeholder engagement etc. At Acutaas Chemicals Limited, Mr. Hetal Madhukant Gandhi is actively engaged in advising on strengthening financial controls and IT infrastructure, banking and financial advisory, auditors engagement, internal audit reporting systems and risk mitigation, corporate governance and compliance matters. Apart from the above he is actively engaged in advising on various decision making processes of Board, making valuable contributions towards business development, governance and long term strategy development of company. He has the required skills and capabilities to fulfill the requirement of his role as Independent Director on Board of the Company. In view of these, the re-appointment of Hetal Madhukant Gandhi as an Independent Director is in the best interest of the Company.</p>